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## **DONGFENG MOTOR GROUP COMPANY LIMITED\***

### **東風汽車集團股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 489)

### **PASSING AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of DONGFENG MOTOR GROUP COMPANY LIMITED (the “**Company**”) announces with its deepest sorrow that Mr. Zhang Xiaotie (“**Mr. Zhang**”), an independent non-executive director of the Company, has passed away on 25 May 2020.

Mr. Zhang had been an independent non-executive director of the Company since 2013. Mr. Zhang made invaluable contribution to the Company during his tenure of office. The Board would like to express its sincere gratitude to Mr. Zhang for his dedication and wish to convey its condolences to his family.

Following the passing away of Mr. Zhang, the Board comprises six members, including three executive directors, one non-executive directors and two independent non-executive directors, which the number of independent non-executive directors is less than three independent non-executive directors as required under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Mr. Zhang also served as the Committee Convenor of the Audit and Risk Management Committee and was a member of the Nomination Committee of the Company. Following Mr. Zhang’s passing away, the number of members who are independent non-executive directors in the Audit and Risk Management Committee of the Company will be reduced to two, which falls short of the requirement under Rule 3.21 of the Listing Rules where a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under rule 3.10(2). Meanwhile, the composition of the Company’s Audit and Risk Management Committee fails to meet the requirements under clauses 3 and 4 of the Rules of Procedure of the Audit and Risk Management Committee of the Company.

Following the passing away of Mr. Zhang, the composition of the Company's Nomination Committee fails to meet the requirements under clause 4 of the rules of procedure of the Nomination Committee of the Company regarding the minimum number of members.

The Company will take steps to fulfill the requirements of Rules 3.10(1), 3.10(2) and 3.21 of the Listing Rules and the relevant clauses in the Rules of Procedure of the Audit and Risk Management Committee and the Nomination Committee as soon as practicable and in any event within three months after 25 May 2020 as required by Rules 3.11 and 3.23, and will make further announcement(s) as and when appropriate.

By order of the Board of Directors  
**Zhu Yanfeng**  
Chairman

Wuhan, the PRC, 26 May 2020

*As at the date of the announcement, Mr. Zhu Yanfeng, Mr. Li Shaozhu and Mr. Youzheng are the executive directors of the Company, Mr. Cheng Daoran is the non-executive director of the Company, and Mr. Ma Zhigeng and Mr. Chen Yunfei are the independent non-executive directors of the Company.*

\* For identification purposes only