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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in Dongfeng Motor Group Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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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)**

## **PROPOSAL REGARDING THE APPOINTMENT OF EXECUTIVE DIRECTOR**

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Terms used in this cover shall have the same meanings as defined in this circular.

A notice concerning the convening of the Extraordinary General Meeting of Dongfeng Motor Group Company Limited starting from 9:00 a.m. on Monday, 29 December 2025 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, the PRC, is set out on pages 4 to 6 of this circular. A letter from the Board is set out on pages 1 to 3 of this circular. Whether or not you are able to attend the Extraordinary General Meeting, please complete the form of proxy which was sent to you together with the notice of the Extraordinary General Meeting in accordance with the instructions printed thereon and return them as soon as practicable, and in any event no later than 24 hours before the time appointed for the holding of the Extraordinary General Meeting.

10 December 2025

\* For identification purposes only

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 9:00 a.m. on Monday, 29 December 2025 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, the PRC;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors of the Company;
“Company”	Dongfeng Motor Group Company Limited* (東風汽車集團股份有限公司), a joint stock company incorporated in the PRC with limited liability and the H shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“H Share(s)”	overseas listed foreign Share(s) in the ordinary Share capital of the Company, with a nominal value of RMB1.00 each;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, Macau and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“subsidiaries”	has the meaning as ascribed to it in the Listing Rules.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Yang Qing (*Chairman*)

Mr. You Zheng

*Non-Executive Director:*

Ms. Liu Yanhong

*Independent Non-Executive Directors:*

Mr. Zong Qingsheng

Mr. Leung Wai Lap, Philip

Mr. Hu Yiguang

*Registered Office:*

Special No. 1 Dongfeng Road

Wuhan Economic and Technology

Development Zone

Wuhan, Hubei 430056, the PRC

*Principal place of business in the PRC:*

Special No. 1 Dongfeng Road

Wuhan Economic and Technology

Development Zone

Wuhan, Hubei 430056, the PRC

*Principal place of business in Hong Kong:*

Room 1922, 19/F

Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

10 December 2025

Dear Sir or Madam,

### **PROPOSAL REGARDING THE APPOINTMENT OF EXECUTIVE DIRECTOR**

#### **I. INTRODUCTION**

A resolution will be proposed at the EGM (among other things) to approve the proposed appointment of an executive Director.

The purpose of this circular is to provide you with details of the aforementioned matter, and to set out the notice of the EGM.

\* For identification only

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## LETTER FROM THE BOARD

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### II. PROPOSED MATTERS FOR THE EXTRAORDINARY GENERAL MEETING

#### 1. Appointment of An Executive Director and Biographical Details of the Candidate

As disclosed in the announcement of the Company dated 8 December 2025, the Board proposes to appoint Mr. Feng Changjun (“**Mr. Feng**”) as an executive Director. The biography of Mr. Feng is set out below:

Mr. Feng Changjun, male, born in May 1978, a member of the Communist Party of China, graduated from Central University of Finance and Economics with a bachelor’s degree in accounting, holds a master’s degree in accounting from Renmin University of China, a professor senior accountant.

Mr. Feng started his career in July 2001, successively serving as an employee of the chief audit office and budget office of the finance and audit department, deputy director of the budget office of the finance and audit department and deputy director of the budget office of the finance department of China South Industries Group Corporation; deputy financial officer, director of the audit department, director and deputy general manager of Jinan Qingqi Motorcycle Co., Ltd.; deputy director of the finance department of China South Industries Group Corporation; deputy general manager of China South Industries Group Finance Co., Ltd.; director, general manager and secretary of the party committee of Chongqing Automobile Finance Co., Ltd.; chairman, general manager and secretary of the party committee of Chang’an Automobile Finance Co., Ltd.; director of the finance department of China South Industries Group Corporation and director of Chongqing Automobile Finance Co., Ltd.; chief accountant and a member of the standing committee of the party committee of Dongfeng Motor Corporation and vice president of Dongfeng Motor Group Company Limited. Mr. Feng currently serves as director, general manager and deputy secretary of the party committee of Dongfeng Motor Corporation.

Mr. Feng will not receive remuneration from the Company as Director. Subject to the approval of the shareholders of the Company at the EGM, Mr. Feng will be appointed for an initial term of three years. His appointment will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. Save as disclosed above, he (i) has not held directorship and supervisorship in other listed companies in Hong Kong or overseas in the past three years and any other position in the Company or any of its subsidiaries; (ii) does not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (iii) has no interest in the securities of the Company (with the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)); and (iv) has not been subject to any punishment by the China Securities Regulatory Commission and other competent authorities or censorship by any stock exchanges.

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## LETTER FROM THE BOARD

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In addition, Mr. Feng was not aware that there are any other information to be disclosed to the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board resolved that, subject to approval by the EGM, Mr. Feng will also be appointed as the president of the Company and an authorised representative under Rule 3.05 of the Listing Rules. Following Mr. Feng's appointment, Mr. Yang Qing ("**Mr. Yang**"), an executive Director, will no longer serve as an authorised representative of the Company. Mr. Yang will continue to serve as an executive Director, chairman of the Board, and a member of the Board's remuneration committee and nomination committee of the Company.

### III. EXTRAORDINARY GENERAL MEETING

Notice convening the Extraordinary General Meeting starting from 9:00 a.m. on Monday, 29 December 2025 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, the PRC is set out on pages 4 to 6 to this circular.

### IV. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a shareholders' general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolution at the Extraordinary General Meeting will be taken by way of a poll.

### V. RECOMMENDATION

The Directors believe that the resolution proposed for consideration and approval as set out in this circular is in the best interests of the Company and the shareholders of the Company as a whole. Accordingly, the Directors recommend that the shareholders of the Company should vote in favor of the resolution to be proposed at the EGM as set out in the notice of the EGM.

### VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board  
**Mr. Yang Qing**  
*Chairman*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Dongfeng Motor Group Company Limited (the “**Company**”) will be held at 9:00 a.m. on Monday, 29 December 2025 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, the People's Republic of China (the “**PRC**”) for the purposes of considering and, if thought appropriate, passing with or without amendments, the following resolution:

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 10 December 2025.

#### **AS ORDINARY RESOLUTION:**

To consider and approve the appointment of Mr. Feng Changjun as an executive Director.

By order of the Board

**Yang Qing**

*Chairman*

Wuhan, the PRC  
10 December 2025

*As at the date of this notice, Mr. Yang Qing and Mr. You Zheng are the executive directors of the Company, Ms. Liu Yanhong is the non-executive director of the Company, Mr. Zong Qingsheng, Mr. Leung Wai Lap, Philip and Mr. Hu Yiguang are the independent non-executive directors of the Company.*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

### **1. ELIGIBILITY FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS FOR H SHARES**

In order to determine the shareholders of the Company who are entitled to attend the EGM, the register of members of the Company will be closed from 20 December 2025 to 29 December 2025, both days inclusive. In order to attend and vote at the EGM, holders of H shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:30 p.m. on 19 December 2025, being the last share registration date.

### **2. PROXY**

- (1) A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company. Where a shareholder appoints more than one proxy, his/her/its proxies may only exercise the voting rights via voting.
- (2) The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her/its attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand(s) of its director(s) or duly authorized attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the Secretariat of the Board at the Company's principal place of business in the PRC for holders of the Domestic Shares or at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, for holders of the H Shares not less than 24 hours before the time appointed for the EGM (i.e. no later than 9:00 a.m. on Sunday, 28 December 2025).
- (4) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the EGM.

### **3. REGISTRATION PROCEDURE FOR ATTENDING THE EGM**

- (1) A shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. If a shareholder is a corporation, its legal representative or other person authorized by the board of directors or other competent body of such shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other competent body of such shareholder appointing such person to attend the meeting.
- (2) In accordance with the Articles of Association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting rights attached to such share at the EGM, and this notice shall be deemed to be given to all joint holders of such share.



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 4. MISCELLANEOUS

- (1) The EGM is expected to be concluded within half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.
- (2) The address and contact details of the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, are as follows:

Address: Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

Tel: (852) 2862 8628

Fax: (852) 2865 0990

- (3) All resolution at the EGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the Stock Exchange's website and the Company's website in accordance with the Listing Rules.

\* *For identification purposes only*