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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)

VOTING RESULTS OF ANNUAL GENERAL MEETING AND RESIGNATION OF DIRECTOR

The board of directors (the “Board of Directors”) of Dongfeng Motor Group Company Limited (the “Company”) is pleased to announce that the 2017 Annual General Meeting of the Company (the “AGM”) was held at 9:00 a.m. on Friday, 15 June 2018 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei, the People’s Republic of China (“PRC”).

All the resolutions at the AGM were put to the vote by way of poll and were approved by the shareholders. The poll results of the resolutions at the AGM are as follows:

Resolutions	For	%	Against	%
I. As more than half (1/2) of the votes from the shareholders who attended and voted at the AGM were cast in favour of the following resolutions, the resolutions were duly passed as ordinary resolutions:				
1. To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2017.	7,688,293,500	99.996	338,000	0.004
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2017.	7,688,293,500	99.996	338,000	0.004

3. To consider and approve the report of auditors and audited financial statements of the Company for the year ended 31 December 2017.	7,688,293,500	99.996	338,000	0.004
4. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2017 and to authorize the Board to deal with all issues in relation to the Company's distribution of final dividend for the year 2017.	7,681,823,500	99.897	7,894,000	0.103
5. To consider and approve the authorization to the Board to deal with all issues in relation to the Company's distribution of interim dividend for the year 2018 at its absolute discretion (including but not limited to determining whether to distribute interim dividend for the year 2018).	7,689,717,500	100	0	0
6. To consider and approve the re-appointments of PricewaterhouseCoopers as the international auditors of the Company, and PricewaterhouseCoopers Zhong Tian LLP as the domestic auditors of the Company for the year 2018 to hold office until the conclusion of annual general meeting for the year 2018, and to authorize the Board to determine their remunerations of main auditor.	7,585,910,175	98.712	99,002,915	1.288
7. To consider and approve the authorization to the Board to determine the remunerations of the directors and the supervisors of the Company for the year 2018.	7,688,855,090	99.989	862,410	0.011
II. As more than two-third (2/3) of the votes from the shareholders who attended and voted at the AGM were cast in favour of the following resolutions, the resolutions were duly passed as special resolutions:				
8. To consider and approve the amendments to the Articles of Association.	6,528,203,402	84.895	1,161,514,098	15.105
9. To grant a general mandate to the Board to issue, allot and deal with additional shares of the Company not exceeding 20% of each of the total number of existing Domestic Shares and H Shares in issue.	6,003,927,237	78.077	1,685,790,263	21.923
III. As more than half (1/2) of the votes from the shareholders who attended and voted at the AGM were cast in favour of the following resolution, the resolution was duly passed as additional ordinary resolution:				
10. To consider and approve the resignation of Liu Weidong as an executive director.	7,673,499,154	99.997	256,000	0.003

Notes:

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 7 and 10 , the resolutions were duly passed as ordinary resolutions. As more than two-third of the votes were cast in favour of resolutions numbered 8 to 9, the resolutions were duly passed as special resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 8,616,120,000 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 8,616,120,000 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s notice of AGM for the year 2017 dated 27 April 2018 and the supplemental notice of AGM for the year 2017 dated 31 May 2018, to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The full text of the aforesaid resolutions was set out in the 2017 Annual Report and the supplemental notice of the AGM for the year 2017 dated 31 May 2018.
- (h) The Company’s H share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

RESIGNATION OF DIRECTOR

The resignation of Mr. Liu Weidong (“Mr. Liu”) as executive director has been approved by the shareholders at the AGM held in 15 June 2018. Mr. Liu confirmed that he has no disagreement with the Board of Directors and there are no matters which need to be brought to the attention of the shareholders.

The Company would like to express its appreciation to Mr. Liu for his contributions to the development of the Company during his tenure of office.

By order of the Board of Directors
Zhu Yanfeng

Wuhan, the PRC, 15 June 2018

As at the date of this announcement, Mr. Zhu Yanfeng and Mr. Li Shaozhu are the executive directors of the Company; and Mr. Ma Zhigeng, Mr. Zhang Xiaotie, Mr. Cao Xinghe and Mr. Chen Yunfei are the independent non-executive directors of the Company.

** For identification only*