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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)**

## **Overseas Regulatory Announcement**

This overseas regulatory announcement is made pursuant to Rule 13.09 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

In this connection and pursuant to Rule 13.09(1) and Rule 13.09(2) of the Listing Rules, the board of directors of the Company (the "Board") hereby announces certain financial information including the unaudited financial results of the Group for the three months ended 31 March 2013 prepared in accordance with the PRC Generally Accepted Accounting Principles (the "PRC GAAP").

## Consolidated Balance Sheet

Item	As at 31 December 2012(RMB)	As at 31 March 2013 (RMB)
<b>Current Assets :</b>		
Monetary capital	18,047,241,276	20,605,214,991
Held-to-maturity investments	-	568,060,000
Bills receivable	2,802,237,079	6,589,060,021
Accounts receivable	516,742,055	2,338,758,058
Advanced payments	662,934,871	1,526,625,055
Interest receivable	853,417	5,038,812
Dividends receivable	3,271,841,370	1,536,711,560
Other receivables	285,363,874	727,848,352
Inventories	1,198,083,767	2,392,484,408
Non-current assets due within one year	-	5,094,019,619
Assets held for sale	116,626,280	116,626,280
Other current assets		19,627,748,555
<b>Total current assets</b>	<b>26,901,923,989</b>	<b>61,128,195,711</b>
<b>Non-Current Assets :</b>		
Loans and advances		1,311,253,985
Available-for-sale financial assets	34,049,716	159,248,543
Long-term receivables		945,171,396
Long-term equity investments	32,406,578,673	34,051,305,583
Fixed assets	1,925,981,329	3,731,736,465
Construction in progress	504,436,846	1,071,971,478
Intangible assets	365,631,884	778,029,397
Development costs capitalized	164,787,660	290,787,660
Long-term deferred expenditure	31,964,421	34,789,628
Deferred tax assets	14,270,242	179,208,054
Goodwill	211,673,158	831,341,674
Other Non-Current Assets	-	
<b>Total non-current Assets</b>	<b>35,659,373,929</b>	<b>43,384,843,864</b>
<b>Total Assets</b>	<b>62,561,297,918</b>	<b>104,513,039,575</b>
<b>Current Liabilities :</b>		

Short-term loans	304,276,185	19,182,676,561
Deposits from customers		6,865,241,257
Loans from other banks or other financial institutions		400,000,000
Financial assets sold for repurchase		500,000,000
Bills payable	394,744,000	2,015,276,457
Accounts payable	3,310,035,655	10,700,063,708
Accounts receivables	1,109,127,645	1,763,669,004
Employee salaries and welfare payable	239,435,626	675,178,759
Dividends payable	6,097,751	233,912,706
Interest payable	37,976,432	122,210,193
Tax payable	82,207,413	534,785,448
Other payables	662,329,159	2,602,290,985
Provisions for anticipated liabilities	97,201,034	139,024,575
Liabilities held for sale	16,414,262	12,861,105
Medium term note due within one year	1,997,833,333	1,998,833,333
<b>Total current liabilities</b>	<b>8,257,678,495</b>	<b>47,746,024,091</b>
<b>Non-Current Liabilities :</b>		
Special payable	104,340,000	129,420,000
Deferred income	1,750,000	94,691,506
Provisions for anticipated liabilities		191,936,366
Deferred tax liabilities		98,306,942
<b>Total non-current liabilities</b>	<b>106,090,000</b>	<b>514,354,814</b>
<b>Total liabilities</b>	<b>8,363,768,495</b>	<b>48,260,378,904</b>
<b>Equity:</b>		
Capital	8,616,120,000	8,616,120,000
Capital reserve	1,511,074,109	1,518,565,380
Surplus reserve	5,358,170,943	5,829,664,392
Retained earnings	38,626,781,030	39,570,423,143
Equity attributable to owners of the parent	54,112,146,082	55,534,772,916
Minority interests	85,383,341	717,887,755
<b>Total owners' equity</b>	<b>54,197,529,423</b>	<b>56,252,660,670</b>
<b>Total liabilities and owners' equity</b>	<b>62,561,297,918</b>	<b>104,513,039,575</b>

## Consolidated Income Statement

Item	For the three months ended 31 March 2013(RMB)
<b>一、Operating Revenue:</b>	2,425,163,420
Less :Operating costs	2,150,375,183
Tax and surcharges	94,848,285
Selling expenses	225,774,351
Administrative expenses	260,248,682
Finance expenses	-71,284,700
Impairment losses	1,419,628
Add: The profit and losses on the changes in fair value	-
Investment income	1,678,804,160
<b>二、Operating profit</b>	1,442,586,151
Add : non-operating income	717,957
less : Non-operating expenses	54,457
<b>三、Total profit</b>	1,443,249,651
less : Income tax expenses	9,558,352
<b>四、Net profit</b>	1,433,691,299
Minority gains and losses	967,554
Profit attributable to owners of the parent	1,432,723,745
	-
<b>五、Earnings per share</b>	
Basic earnings per share	0.17

## Consolidated Cash Flow Statement

Item	For the three months ended 31 March 2013 (RMB)
<b>一、 Cash flows from operating activities</b>	
Cash receipts from the sale of goods and the rendering of services	1,928,049,342
Receipts of tax refunds	29,159,054
Other cash receipts from operating activities	357,603,734
<b>Sub-total of operating cash inflows</b>	2,314,812,130
Cash payments for goods purchased and services received	2,572,223,522
Cash payments to and for employees	178,356,729
Payments of taxes	169,487,673
Other cash payments from operating activities	279,765,836
<b>Sub-total of operating cash outflows</b>	3,199,833,760
Net cash flows from operation activities	-885,021,630
<b>二、 Cash flows from investing activities</b>	
Cash receipts from returns of investments	286,095,979
Cash receipts of investment income	3,858,465,909
Cash paid for acquisition of associates	
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	12,768
Acquisition of subsidiaries	1,042,130,876
Cash received from disposal of long-term equity investment	-
<b>Sub-total of investing cash inflows</b>	5,186,705,532
Cash payments on acquisition and construction of fixed assets, intangible assets and other long-term assets	217,422,348
Cash paid relating to other investing activities	1,033,654,600
Cash paid for acquisition of the equities of associates	72,628,200
<b>Sub-total of investing cash outflows</b>	1,323,705,148
Net cash flows from investing activities	3,863,000,384
<b>三、 Cash flows from financing activities</b>	
Cash received by investors	-
Cash receipts from borrowings	-
Cash received relating to other financing activities	1,205,647
<b>Sub-total of investing cash inflows</b>	1,205,647
Cash payments for borrowings repaid	150,861,799
Cash paid for distribution of dividends or profits and for interest expense	5,191,000
<b>Sub-total of investing cash outflows</b>	156,052,799
Net cash flows from financing activities	-154,847,152
<b>四、 Effect of changes in exchange rate on cash</b>	170,208

五、 Net Increase in cash and cash equivalents	2, 823, 301, 810
Add: Balance of cash and cash equivalents at beginning of period	17, 781, 913, 181
六、 Balance of cash and cash equivalents at end of period	20, 605, 214, 991

## **Balance Sheet**

<b>Item</b>	<b>As at 31 December 2012(RMB)</b>	<b>As at 31 March 2013 (RMB)</b>
<b>Current Assets :</b>		
Monetary capital	16, 576, 897, 579	7, 456, 071, 228
Available-for-sale financial assets		
Entrusted loans receivable	20, 000, 000	20, 000, 000
Bills receivable	2, 618, 915, 673	878, 141, 388
Accounts receivable	548, 481, 166	730, 797, 359
Advanced payments	427, 183, 987	549, 509, 173
Dividends receivable	3, 294, 121, 640	1, 555, 531, 158
Other receivables	199, 501, 461	216, 907, 669
Inventories	836, 889, 829	623, 193, 476
Other current assets		-
<b>Total current assets</b>	<b>24, 521, 991, 335</b>	<b>12, 030, 151, 451</b>
<b>Non-Current Assets :</b>		
Available-for-sale financial assets		
Long-term equity investments	33, 591, 172, 862	47, 140, 373, 601
Fixed assets	1, 662, 361, 191	1, 610, 951, 256
Construction in progress	480, 831, 068	528, 075, 062
Intangible assets	332, 263, 861	328, 597, 615
Development costs capitalized	164, 787, 660	290, 787, 660
Long-term deferred expenditure	-	-
Deferred tax assets	-	-
Other Non-Current Assets	-	-
<b>Total non-current Assets</b>	<b>36, 231, 416, 642</b>	<b>49, 898, 785, 194</b>
<b>Total Assets</b>	<b>60, 753, 407, 977</b>	<b>61, 928, 936, 645</b>

<b>Current Liabilities :</b>	<b>As at 31 December 2012(RMB)</b>	<b>As at 31 March 2013 (RMB)</b>
Short-term loans	90,000,000	90,000,000
Bills payable	286,600,000	196,930,000
Short-term debenture payable		
Accounts payable	2,877,522,651	2,939,426,753
Accounts receivables	651,637,427	217,538,458
Employee salaries and welfare payable	223,921,170	141,265,578
Dividends payable	-	-
Interest payable	31,991,667	49,441,667
Tax payable	94,464,063	202,082,235
Other payables	545,439,911	741,132,947
Provisions for anticipated liabilities	91,960,034	111,772,225
Medium term note due within one year	1,997,833,333	1,998,833,333
<b>Total current liabilities</b>	<b>6,891,370,256</b>	<b>6,688,423,196</b>
<b>Non-Current Liabilities :</b>		
Media-term notes payable		
Special payable	56,600,000	56,600,000
Deferred tax liabilities		
<b>Total non-current liabilities</b>	<b>56,600,000</b>	<b>56,600,000</b>
<b>Total liabilities</b>	<b>6,947,970,256</b>	<b>6,745,023,196</b>
<b>Equity:</b>		
Capital	8,616,120,000	8,616,120,000
Capital reserve	1,375,238,579	1,375,238,579
Surplus reserve	5,168,030,606	5,168,030,606
Retained earnings	38,646,048,536	40,024,524,264
Equity attributable to owners of the parent	53,805,437,721	55,183,913,449
Minority interests	-	-
<b>Total owners' equity</b>	<b>53,805,437,721</b>	<b>55,183,913,449</b>
<b>Total liabilities and owners' equity</b>	<b>60,753,407,977</b>	<b>61,928,936,645</b>

## Income Statement

Item	For the three months ended 31 March 2013 (RMB)
<b>一、 Operating Revenue:</b>	1,974,954,817
Less :Operating costs	1,809,870,299
Tax and surcharges	91,092,257
Selling expenses	206,852,197
Administrative expenses	217,121,414
Finance expenses	-68,182,247
Impairment losses	-
Add: The profit and losses on the changes in fair value	-
Investment income	1,659,657,048
<b>二、 Operating profit</b>	1,377,857,945
Add : non-operating income	617,810
less : Non-operating expenses	31
<b>三、 Total profit</b>	1,378,475,724
less : Income tax expenses	-
<b>四、 Net profit</b>	1,378,475,724



## **Cash Flow Statement**

Item	For the three months ended 31 March 2013 (RMB)
<b>一、 Cash flows from operating activities</b>	
Cash receipts from the sale of goods and the rendering of services	1,200,588,088
Receipts of tax refunds	-
Other cash receipts from operating activities	181,630,506
<b>Sub-total of operating cash inflows</b>	1,382,218,594
Cash payments for goods purchased and services received	1,607,748,823
Cash payments to and for employees	139,054,070
Payments of taxes	130,199,408
Other cash payments from operating activities	481,353,543
<b>Sub-total of operating cash outflows</b>	2,358,355,844
Net cash flows from operation activities	-976,137,250
<b>二、 Cash flows from investing activities</b>	
Cash receipts from returns of investments	-
Cash receipts of investment income	3,855,324,372
Cash paid for acquisition of associates	
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	-
Cash received from disposal of long-term equity investment	-
<b>Sub-total of investing cash inflows</b>	3,855,324,372
Cash payments on acquisition and construction of fixed assets, intangible assets and other long-term assets	194,660,320
Cash paid relating to other investing activities	174,852,600
Acquisition of subsidiaries	11,581,706,200
<b>Sub-total of investing cash outflows</b>	11,951,219,120
Net cash flows from investing activities	-8,095,894,748
<b>三、 Cash flows from financing activities</b>	
Cash received by investors	
Cash receipts from borrowings	-
Cash received relating to other financing activities	1,205,647
<b>Sub-total of investing cash inflows</b>	1,205,647
Cash payments for borrowings repaid	50,000,000
Cash paid for distribution of dividends or profits and for interest expense	-
<b>Sub-total of investing cash outflows</b>	50,000,000
Net cash flows from financing activities	-48,794,353
<b>四、 Effect of changes in exchange rate on cash</b>	-

五、 Net Increase in cash and cash equivalents	-9, 120, 826, 351
Add : Balance of cash and cash equivalents at beginning of period	16, 576, 897, 579
六、 Balance of cash and cash equivalents at end of period	7, 456, 071, 228

The Financial information in this announcement is prepared in accordance with the PRC GAAP and has not been audited. The Company prepares its financial statements disclosable under the Hong Kong Listing Rules in accordance with International Financial Reporting Standards (“IFRSs”). There are significant differences in accounting treatments, including the interests in jointly-controlled entities, under the PRC GAAP and the IFRS. In accordance with the IFRS, the interests in jointly-controlled entities are accounted for by proportionate consolidation from the date on which joint control over the jointly-controlled entities is established until the date that such joint control ceases, which includes recognizing in the consolidated financial statements a proportionate share of each of the jointly-controlled entity’s assets, liabilities, income and expenses with similar items on a line-by-line basis. In accordance with the PRC GAAP, the Group accounts for its long term investment in interests in jointly-controlled entities using the equity method of accounting. Under the equity method of accounting, subsequent to acquiring the long term equity investments, the Group recognises the profits or losses from the investments and adjust the carrying value of the long term investments based on its share of the post-acquisition profits or losses of the investees. The shareholders of the Company and investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board of Directors  
**XU PING**  
Chairman

Wuhan, PRC, 28 April, 2013

*As at the date of this notice, Mr. Xu Ping, Mr. Zhu Fushou, Mr. Li Shaozhu and Mr. Fan Zhong are the executive directors of the Company; Mr. Tong Dongcheng, Mr. Ouyang Jie, Mr. Liu Weidong and Mr. Zhou Qiang are the non-executive directors of the Company and Mr. Sun Shuyi, Mr. Ng Lin-fung , Mr. Yang Xianzu and Mr. Ma Zhigeng are the independent non-executive directors of the Company.*

*\* For identification purposes only*