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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)

Issue of Short-term Debenture

Notional Association of Financial Market Institutional Investors issued a notification of filing on 3 June 2009 in respect of the issue of debentures.

This announcement is made by Dongfeng Motor Group Company Limited (the "Company") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules").

The Company issued the 2009's first tranche of its short-term debentures in the inter-bank debenture market of PRC on 15 June 2009. The short-term debentures were issued on a discounted basis for an aggregate amount of RMB TWO BILLION AND at a face value of RMB100 each. The issue price was 98.31 RMB each and the term of maturity was 365 days.

The issue has been approved by the 2007 Annual General Meeting. The debentures were issued to institutional investors in the PRC inter-bank debenture market (save as those prohibited from purchasing such debentures by State laws and regulations). Dealings in the said debentures in the PRC inter-bank debenture market commenced on 17 June 2009.

The documents related to the offering of the short-term debentures have been published on the website of China Money (中國貨幣網) at www.chinamoney.com.cn and the website of China Bond (中國債券信息網) at www.chinabond.com.cn respectively.

In this connection and pursuant to Rule 13.09(1) of the Rules Governing The Listing of Securities on the Stock Exchange of Hong Kong Limited (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 2009 (prepared in accordance with the PRC Generally Accepted Accounting Principles (the “PRC GAAP”).

Consolidated Balance Sheet

Item	As at 31 March 2009 (RMB)	As at 31 December 2008 (RMB)
Monetary capital	1,999,598,130.64	1,571,463,095.20
Bills receivable	114,567,791.41	64,240,388.69
Accounts receivable	300,482,101.95	260,979,070.94
Advance payments	108,841,224.08	202,554,437.23
Dividends receivable	748,570,737.83	1,240,837,596.44
Other receivables	76,975,140.07	45,214,321.34
Inventories	278,090,713.40	180,853,939.67
Non-current assets due within one year	10,000,000.00	10,000,000.00
Total current assets	3,637,125,839.38	3,576,142,849.51
Long-term equity investments	21,602,251,325.93	20,930,965,409.45
Fixed assets:	684,629,740.78	694,101,717.56
Construction in progress	81,411,007.66	51,448,524.01
Intangible assets	95,363,902.21	96,026,084.14
Long-term deferred expenses (deferred assets)	227,760.00	266,960.00
Deferred tax assets	18,310,832.75	18,522,896.79
Total non-current Assets	22,482,194,569.33	21,791,331,591.95
Total Assets	26,119,320,408.71	25,367,474,441.47

Short-term borrowings	1, 987, 835, 004. 75	2, 139, 672, 700. 39
Bills payable	49, 944, 000. 00	54, 418, 000. 00
Accounts payable	536, 843, 661. 73	561, 484, 586. 15
Receipts in advance	379, 864, 200. 26	276, 633, 417. 96
Employee benefits payable	105, 484, 217. 18	107, 105, 630. 52
Tax payable	203, 338, 941. 12	210, 891, 698. 04
Interest payable	7, 390, 223. 79	6, 399, 687. 33
Dividends payable	686, 183. 76	1, 186, 183. 76
Other payables	399, 066, 557. 35	412, 334, 172. 78
Total current liabilities	3, 670, 452, 989. 94	3, 770, 126, 076. 93
Deferred tax liabilities	2, 670, 174. 14	2, 670, 174. 14
Total non-current liabilities	2, 670, 174. 14	2, 670, 174. 14
Total liabilities	3, 673, 123, 164. 08	3, 772, 796, 251. 07
Paid up capital (equity)	8, 616, 120, 000. 00	8, 616, 120, 000. 00
Capital reserve	1, 362, 808, 003. 57	1, 362, 808, 003. 57
Surplus reserve	1, 670, 234, 059. 47	1, 670, 234, 059. 49
Unappropriated profits	10, 771, 221, 397. 47	9, 919, 993, 587. 24
Total shareholders' equity attributable to equity holders of the parent	22, 420, 383, 460. 51	21, 569, 155, 650. 30
*Minority interests/internal unit interests	25, 813, 784. 12	25, 522, 540. 10
Total shareholders' equity	22, 446, 197, 244. 63	21, 594, 678, 190. 40
Total shareholders' equity (excluding losses on disposal assets	22, 446, 197, 244. 63	21, 594, 678, 190. 40
Total liabilities and shareholders' equity	26, 119, 320, 408. 71	25, 367, 474, 441. 47

Consolidated Income Statement

Item	For the three months ended 31 March 2009 (RMB)
1. Operating revenue	346,020,167.88
Less: Operating costs	304,452,895.63
Business tax and surcharges	752,776.22
Selling expenses	7,189,094.47
Administrative expenses	70,127,053.55
Financial expenses	12,479,262.26
Investment income	902,687,466.43
2. Operating profit	853,706,552.18
Add: non-operating income	234,521.63
Less: non-operating expenses	12,400.00
3. Total profit	853,928,673.81
Less: Income tax expenses	2,409,619.58
4. Net profit	851,519,054.23
Less: Minority interests	291,243.78
5. Net profit attributable to equity holders of the parent	851,227,810.45

Consolidated Cash Flow Statement

Item	For the three months ended 31 March 2009 (RMB)
1. Cash flows from operating activities	
Cash receipts from the sale of goods and the rendering of services	484,237,260.62
Receipts of tax refunds	14,237,962.48
Other cash receipts from operating activities	6,547,608.15
Sub-total of operating cash inflows	505,022,831.25
Cash payments for goods purchased and services received	411,747,251.01

Cash payments to and for employees	60,434,202.44
Payments of taxes	20,498,513.37
Other cash payments from operating activities	107,135,549.78
Sub-total of operating cash outflows	599,815,516.60
Net cashflows from operation activities	-94,792,685.35
2. Cashflows from investing activities	
Cash receipts from returns on investments	723,668,408.55
Sub-total of investing cash inflows	723,668,408.55
Cash payments on acquisition and construction of fixed assets、intangible assets and other long-term assets	30,960,621.38
Sub-total of investing cash outflows	30,960,621.38
Net cashflows from investing activities	692,707,787.17
3. Cashflows from financing activities	
Cash receipts from borrowings	2,037,951,169.99
Sub-total of investing cash inflows	2,037,951,169.99
Cash payments for borrowings repaid	2,104,124,089.44
Cash payments for distribution of dividends or profit or interest expenses	17,942,370.74
Sub-total of investing cash outflows	2,122,066,460.18
Net cash flows from financing activities	-84,115,290.19
4. Net Increase in case and cash equivalents	513,799,811.63

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.

To the best knowledge of the Company, the places of the debentures are independent from the Company and the issue of debentures does not constitute any transaction under Chapter 14 and Chapter 14A under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

As at the date of this announcement, Mr Xu Ping, Mr Liu Zhangmin, Mr Zhou Wenjie, 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 Zhu Fushou are the non-executive directors of the Company and Mr Sun Shuyi, Mr Ng Lin-fung and Mr Yang Xianzu are the independent non-executive directors of the Company.

By order of the Board of Directors

XU PING

Chairman

Wuhan, PRC, 16 June , 2009

** For identification only*