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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)

PROPOSED ISSUANCE OF EURO DENOMINATED UNSECURED NOTES

Unconditionally and irrevocably guaranteed by Dongfeng Motor Group Company Limited

Dongfeng Motor (Hong Kong) International Co., Limited, a wholly-owned subsidiary of Dongfeng Motor Group Company Limited, proposes to conduct an offering of unsecured notes denominated in Euro to professional investors only. The Issuer will commence a series of roadshow presentations beginning on or around 9 October 2015 to professional investors. The proposed Notes Issue will only be offered and sold outside the United States in compliance with Regulation S under the U.S. Securities Act.

The Notes are expected to be unconditionally and irrevocably guaranteed by the Company.

Bank of China, BNP PARIBAS, Deutsche Bank, HSBC and Société Générale Corporate & Investment Banking are the joint global coordinators and BOCOM HK Branch and ICBC (Asia) (in the capacity as joint bookrunner only) are the joint bookrunners and joint lead managers of the proposed Notes Issue.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (CAP 571 of the Laws of Hong Kong).

1. Introduction

The Issuer proposes to carry out an issuance of unsecured notes which will be offered to professional investors only. The Notes are expected to be guaranteed by the Company. It is intended that the Notes and the Guarantee will constitute direct, unconditional, unsubordinated and, subject to the terms and conditions of the Notes, unsecured obligations of the Issuer and the Company.

Completion of the Notes Issue is subject to, among other things, market conditions and investor interest. The size and pricing of the proposed Notes Issue will be determined following a book-building process to be conducted by the joint bookrunners and joint lead managers of the proposed Notes Issue.

The Issuer will commence a series of roadshow presentations beginning on or around 9 October 2015 to professional investors. The Notes will only be offered outside the United States in accordance with Regulation S under the U.S. Securities Act.

Bank of China, BNP PARIBAS, Deutsche Bank, HSBC and Société Générale Corporate & Investment Banking are the joint global coordinators and BOCOM HK Branch and ICBC (Asia) (in the capacity as joint bookrunner only) are the joint bookrunners and joint lead managers of the proposed Notes Issue.

An offering circular which will be distributed to prospective investors of the Notes will contain, amongst other things, details of the proposed Notes Issue, the terms and conditions of the Notes and risk factors relating to the Group and an investment in the Notes.

2. Proposed Use of Net Proceeds

The net proceeds of the proposed Notes Issue will be used for offshore refinancing of the Issuer's EUR830 million bridge loan, to which certain of the joint lead managers of the proposed Notes Issue or their affiliates are lenders.

3. Listing

The Notes are intended to be listed on the Irish Stock Exchange or other international stock exchanges in which notes of a similar nature are normally listed.

4. General

No definitive or binding agreement in relation to the proposed Notes Issue has been entered into as at the date of this announcement, and accordingly, the proposed Notes Issue may or may not materialise. Completion of the proposed Notes Issue is subject to, among other things, market conditions and investor interest. Accordingly, potential investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

To the best of the Directors' knowledge, information and belief, each of Bank of China, BNP PARIBAS, BOCOM HK Branch, Deutsche Bank, HSBC, ICBC (Asia) and Société Générale Corporate & Investment Banking is an Independent Third Party. None of the Notes will be offered to the public in Hong Kong and none of the Notes will be placed to any connected person of the Group.

Further announcements in respect of the proposed Notes Issue will be made by the Company as and when appropriate.

5. Definitions

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

“Board”	the board of directors of the Company
“Bank of China”	Bank of China Limited
“BOCOM HK Branch”	Bank of Communications Co., Ltd. Hong Kong Branch
“BNP PARIBAS”	BNP Paribas
“Company”	Dongfeng Motor Group Company Limited
“Connected persons”	has the meaning ascribed to it under the Listing Rules
“Deutsche Bank”	Deutsche Bank AG, London Branch
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Guarantee”	the unconditional and irrevocable guarantee of the Notes by the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“ICBC (Asia)”	Industrial and Commercial Bank of China (Asia) Limited
“Independent Third Party(ies)”	Parties independent of the Group and its connected persons
“Irish Stock Exchange”	Irish Stock Exchange plc
“Issuer”	Dongfeng Motor (Hong Kong) International Co., Limited, a wholly-owned subsidiary of the Company
“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Notes Issue”	the issuance of the Notes by the Issuer

“Notes”	the Euro denominated unsecured notes proposed to be issued by the Issuer, as described in this announcement
“PRC” or “China”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan for the purpose of this announcement
“Société Générale Corporate & Investment Banking”	Société Générale
“United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended

By order of the Board of Directors
ZHU YANFENG
Chairman

Wuhan, the PRC, 4 October 2015

As at the date of this announcement, Mr. Zhu Yanfeng, Mr. Zhu Fushou, Mr. Li Shaozhu are the executive directors of the Company, Mr. Tong Dongcheng, Mr. Ouyang Jie and Mr. Liu Weidong are the non-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 purposes only*