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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 the Company, proposes to conduct an offering of unsecured notes denominated in Euro to professional investors only. The Issuer is expected to commence a series of roadshow presentations beginning on or around 8 October 2018 to professional investors. The Notes 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 Limited, Deutsche Bank AG, London Branch and The Hongkong and Shanghai Banking Corporation Limited are the joint global coordinators, joint bookrunners and joint lead managers of the proposed Notes Issue.

This announcement is made by the Company pursuant to Rule 13.09(2) 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 conduct an offering of unsecured notes denominated in Euro to professional investors only. The Notes are expected to be unconditionally and irrevocably 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 respectively.

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 global coordinators, joint bookrunners and joint lead managers of the proposed Notes Issue.

The Issuer is expected to commence a series of roadshow presentations beginning on or around 8 October 2018 to professional investors. The Notes will only be offered and sold outside the United States in accordance with Regulation S under the U.S. Securities Act.

Bank of China Limited, Deutsche Bank AG, London Branch and The Hongkong and Shanghai Banking Corporation Limited are the joint global coordinators, 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 the investment in the Notes.

2. Proposed Use of Net Proceeds

The net proceeds of the proposed Notes Issue will be used to refinance the existing indebtedness and working capital and for general corporate purposes.

3. Listing

The Notes are intended to be listed on the Irish Stock Exchange plc 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 Limited, Deutsche Bank AG, London Branch and The Hongkong and Shanghai Banking Corporation Limited 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 Company. Further announcement(s) 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
“Company”	Dongfeng Motor Group Company Limited* (東風汽車集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and the H shares of which are listed on the Hong Kong Stock Exchange
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Euro”	the Euro, the lawful currency of the member states of the European Union
“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 People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Third Party(ies)”	parties independent of the Group and its connected persons
“Issuer”	Dongfeng Motor (Hong Kong) International Co., Limited, a wholly-owned subsidiary of the Company
“Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange

“Notes”	the Euro denominated unsecured notes proposed to be issued by the Issuer, as described in this announcement
“Notes Issue”	the issuance of the Notes by the Issuer
“PRC”	the People’s Republic of China, but for the purposes of this announcement only, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“U.S. Securities Act”	the United States Securities Act of 1933, as amended

By order of the Board
ZHU YANFENG
Chairman

Wuhan, the PRC, 3 October 2018

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

* *For identification purposes only*