

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only, and does not constitute an invitation or an offer to acquire, purchase or subscribe for securities. No public offer of the securities referred to herein will be made in Hong Kong, the United States or any other jurisdiction.

Neither this announcement nor anything herein constitutes an offer of securities for sale or solicitation of an offer to buy securities in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any other jurisdiction, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the Company making the offer and its management and financial statements. The Company has not registered and does not intend to register, any of the securities in the United States. This announcement is not for distribution, directly or indirectly, in or into the United States.



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)

EUR500,000,000 1.150 per cent. Guaranteed Notes due 2021

EUR100,000,000 1.606 per cent. Guaranteed Notes due 2023

**Unconditionally and irrevocably guaranteed by
Dongfeng Motor Group Company Limited**

Reference is made to the announcement the Company dated 3 October 2018 in respect of the Notes Issue.

The Board is pleased to announce that on 16 October 2018, the Issuer and the Company entered into the Subscription Agreement with the Joint Lead Managers in connection with the issue and sale of the Notes.

The Issuer will seek a listing of the Notes on the Irish Stock Exchange plc trading as Euronext Dublin. The Notes are expected to be issued on or about 23 October 2018.

The net proceeds from this offering (representing the gross proceeds of approximately EUR599.7 million minus management and selling commission and offering expenses) will be used to refinance existing indebtedness and for general corporate purposes.

As the conditions precedent to completion of the Subscription Agreement may or may not be satisfied and the Subscription Agreement may be terminated upon the occurrence of certain events, prospective investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

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).

INTRODUCTION

Reference is made to the announcement of the Company dated 3 October 2018 in respect of the Notes Issue. The Board is pleased to announce that on 16 October 2018, the Issuer and the Company entered into the Subscription Agreement with the Joint Lead Managers in connection with the issue and sale of the Notes.

1. The Subscription Agreement

Date: 16 October 2018

Parties:

- (1) the Issuer;
- (2) the Company as the guarantor; and

- (3) Bank of China Limited, Deutsche Bank AG, London Branch, The Hongkong and Shanghai Banking Corporation Limited, ICBC International Securities Limited, Industrial and Commercial Bank of China (Europe) S.A., BNP Paribas, Bank of Communications Co., Ltd. Hong Kong Branch and Société Générale (together as the Joint Lead Managers). To the best of the Directors' knowledge, information and belief, each of the Joint Lead Managers is an Independent Third Party and not a connected person of the Company.

The Notes have not been, and will not be, registered under the U.S. Securities Act. The Notes will only be offered and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act.

2. Use of the Net Proceeds

The net proceeds from this offering (representing the gross proceeds of approximately EUR599.7 million minus management and selling commission and offering expenses) will be used to refinance existing indebtedness and for general corporate purposes.

3. Principal Terms of the Notes

Issuer:	Dongfeng Motor (Hong Kong) International Co., Limited
Guarantor:	Dongfeng Motor Group Company Limited
Offering Type:	The Notes are being offered and sold outside the United States in compliance with Regulation S under the U.S. Securities Act.
Status of the Notes:	Each series of Notes will constitute direct, general, unsubordinated and unconditional obligations of the Issuer which will at all times rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other present and future unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.
Status of the Guarantee of the Notes:	The Guarantee of the Notes will constitute direct, general, unsubordinated and unconditional obligations of the Company which will at all times rank at least <i>pari passu</i> with all other present and future unsecured obligations of the Company, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

Principal Amount:	<p>The 2021 Notes: EUR500,000,000</p> <p>The 2023 Notes: EUR100,000,000</p>
Denomination:	<p>Notes will be issued in the denomination of EUR100,000 and integral multiples of EUR1,000 in excess thereof.</p>
Issue Price:	<p>The 2021 Notes: 99.947 per cent. of the principal amount</p> <p>The 2023 Notes: 100.00 per cent. of the principal amount</p>
Interest:	<p>The 2021 Notes will bear interest from and including 23 October 2018 at the rate of 1.150 per cent. per annum, payable annually in arrears on 23 October in each year subject as provided in the Terms and Conditions.</p> <p>The 2023 Notes will bear interest from and including 23 October 2018 at the rate of 1.606 per cent. per annum, payable annually in arrears on 23 October in each year subject as provided in the Terms and Conditions.</p>
Events of Default:	<p>Upon the occurrence of certain events as provided in the Terms and Conditions, the Trustee at its discretion may and, if so requested in writing by Noteholders of at least one quarter of the aggregate principal amount of the outstanding Notes of the relevant series or if so directed by an extraordinary resolution, shall (subject to the Trustee having been indemnified and/or provided with security and/or prefunded to its satisfaction) give written notice to the Issuer declaring the Notes of the relevant series to be immediately due and payable, whereupon the Notes shall become immediately due and payable at their principal amount together with accrued interest (if any) without further action or formality.</p>
Make Whole Redemption:	<p>The Issuer may redeem the Notes in whole, but not in part, at any time upon giving not less than 30 nor more than 60 days' notice (which notice shall be irrevocable), at a redemption price equal to their make whole amount together with interest accrued but unpaid to the date fixed for redemption.</p>

**Redemption for Taxation
Reasons**

Each series of Notes may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice to the Noteholders in accordance with the Terms and Conditions (which notice shall be irrevocable) at their principal amount, together with interest accrued to the date fixed for redemption, if, immediately before giving such notice, the Issuer satisfies the Trustee that (i) (A) the Issuer has or will become obliged to pay additional tax amounts as provided or referred to in Terms and Conditions as a result of any change in, or amendment to, the laws or regulations of Hong Kong or the PRC or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after 16 October 2018; and (B) such obligation cannot be avoided by the Issuer taking reasonable measures available to it; or (ii) the Company has or (if a demand was made under the Guarantee of the Notes) would become obliged to pay additional tax amounts as provided or referred to in the Guarantee of the Notes as a result of any change in, or amendment to, the laws or regulations of the PRC or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after 16 October 2018; and (B) such obligation cannot be avoided by the Company taking reasonable measures available to it, provided, however, that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer or the Company would be obliged to pay such additional tax amounts if a payment in respect of the Notes were then due or (as the case may be) a demand under the Guarantee of the Notes were then made.

**Redemption for
Relevant Event:**

At any time following the occurrence of a Relevant Event (as defined in the Terms and Conditions), each Noteholder will have the right, at such Noteholder's option, to require the Issuer to redeem all but not some only of that Noteholder's Notes on the put settlement date at 101 per cent. (in the case of a change of control) or 100 per cent. (in the case of a No Registration Event (as defined in the Terms and Conditions)) of their principal amount, together with accrued interest to such put settlement date.

Negative Pledge:

So long as any Note remains outstanding, neither the Issuer nor the Company shall, and the Issuer and the Company shall procure that none of their respective subsidiaries will, create or permit to subsist any security interest upon the whole or any part of its present or future undertaking, assets or revenues (including uncalled capital) to secure any relevant indebtedness outside the PRC or guarantee of relevant indebtedness outside the PRC without (i) at the same time or prior thereto securing the Notes equally and rateably therewith to the satisfaction of the Trustee or (ii) providing such other security for the Notes as may be approved by an extraordinary resolution.

Listing:

The Issuer will seek a listing of the Notes on the Irish Stock Exchange plc trading as Euronext Dublin.

Ratings:

The Notes are expected to be rated "A2" by Moody's Investors Service, Inc. and "A" by S&P Global Rating. Security ratings are not recommendations to buy, sell or hold the Notes. Ratings are subject to revision or withdrawal at any time by the rating agencies.

Expected Issue Date:

The Notes are expected to be issued on or about 23 October 2018.

Governing Law:

English law.

4. General

As the conditions precedent to completion of the Subscription Agreement may or may not be satisfied and the Subscription Agreement may be terminated upon the occurrence of certain events, prospective investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

5. Definitions

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

“2021 Notes”	EUR500,000,000 1.150 per cent. Guaranteed Notes due 2021
“2023 Notes”	EUR100,000,000 1.606 per cent. Guaranteed Notes due 2023
“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
“Director(s)”	the director(s) of the Company
“Euro” or “EUR”	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
“Joint Lead Managers”	Bank of China Limited, Deutsche Bank AG, London Branch, The Hongkong and Shanghai Banking Corporation Limited, ICBC International Securities Limited, Industrial and Commercial Bank of China (Europe) S.A., BNP Paribas, Bank of Communications Co., Ltd. Hong Kong Branch and Société Générale
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Noteholder”	holder of the Notes
“Notes”	collectively, the 2021 Notes and the 2023 Notes
“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, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Subscription Agreement”	the subscription agreement dated 16 October 2018 entered into among the Issuer, the Company and the Joint Lead Managers in relation to the Notes Issue
“Terms and Conditions”	collectively, terms and conditions of the 2021 Notes and the terms and conditions of the 2023 Notes
“Trustee”	The Hongkong and Shanghai Banking Corporation Limited

“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, 18 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*