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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)**

### **VOTING RESULTS OF ANNUAL GENERAL MEETING**

The board of directors (the "Board of Directors") of Dongfeng Motor Group Company Limited (the "Company") is pleased to announce that the annual general meeting of the Company (the "AGM") was held at 9:00 a.m. on Friday, 18 June 2010 at Special No. 1 Dongfeng Road, Wuhan Economic and Technology Development Zone, Wuhan, Hubei 430056, the People's Republic of China ("PRC").

The number of issued shares of the Company as at the date of the AGM was 8,616,120,000 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There was no share entitling the shareholder to attend and vote only against resolution at the AGM among the aforesaid shares.

Shareholders holding 8,610,937,970 shares with voting right attended the AGM, representing 99.94% of the company's total number of shares with voting right. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the provisions of the Articles of Association of the Company. The AGM was chaired by Mr Liu Zhangmin the executive director of the board of the Company.

All the resolutions at the AGM were put to the vote by way of poll and were approved by the shareholders. The poll results of the resolutions at the AGM are as follows:

<b>Resolution</b>	<b>For</b>	<b>%</b>	<b>Against</b>	<b>%</b>
I. As more than half (1/2) of the votes from the shareholders who attended and voted at the AGM were cast in favour of the following resolution, the resolution was duly passed as ordinary resolution:				
1. To consider and approve the report of the board of directors (the "Board") of the Company for the year ended 31 December 2009.	7, 295, 459, 798	99. 92	5, 589, 500	0. 08
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2009.	7, 299, 901, 298	99. 98	1, 148, 000	0. 02

3. To consider and approve the report of the international auditors and audited financial statements of the Company for the year ended 31 December 2009.	7, 231, 337, 453	99.98	1, 148, 000	0.02
4. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2009, and the authorization to the Board to deal with all issues in relation to the Company's distribution of final dividend for the year 2009.	7, 302, 461, 728	100	0	0
5. To consider and approve the authorization to the Board to deal with all issues in relation to the Company's distribution of interim dividend for the year 2010 at its sole discretion (including, but not limited to, determining whether to distribute interim dividend for the year 2010).	7, 302, 461, 728	100	0	0
6. To consider and approve the re-appointments of Ernst & Young as the international auditors of the Company, and Ernst & Young Hua Ming as the domestic auditors of the Company for the year 2010 to hold office until the conclusion of annual general meeting for the year 2010, and to authorize the Board to determine their remunerations.	7, 294, 301, 798	99.89	8, 159, 930	0.11
7. To consider and approve the Board to determine the remuneration of the directors and the supervisors of the Company for the year 2010.	7, 302, 061, 728	100	0	0
II. As more than two-third (2/3) of the votes from the shareholders who attended and voted at the AGM were cast in favour of the following resolution, the resolution was duly passed as special resolution:				
8. To grant a general mandate to the Board to issue, allot and deal with additional Domestic Shares not exceeding 20 per cent. of the Domestic Shares in issue and additional H Shares not exceeding 20 per cent. of the H Shares in issue.	6, 333, 188, 565	86.73	969, 273, 163	13.27

The full text of the aforesaid Resolutions was set out in the Company's 2009 Annual report. According to the Listing Rules, Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, acted as the scrutineers for the vote-takings of the AGM.

By order of the Board of Directors  
XU PING  
Chairman

Wuhan, the PRC, 18 June, 2010

*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.*

*\* For identification only*