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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)

Overseas Regulatory Announcement

This overseas regulatory announcement is made pursuant to Rule 13.09 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

In this connection and pursuant to Rule 13.09(1) and Rule 13.09(2) of 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 2010 prepared in accordance with the PRC Generally Accepted Accounting Principles (the "PRC GAAP").

Consolidated Balance Sheet

Item	As at 31 December 2009 (RMB)	As at 31 March 2010 (RMB)
Current Assets :		
Monetary capital	3,849,695,468.00	6,542,149,489.00
Bills receivable	89,956,779.00	168,354,476.00
Accounts receivable	291,838,544.00	339,456,105.00
Advanced payments	316,815,990.00	674,473,587.00

Dividends receivable	2,492,332,948.00	536,280,222.00
Other receivables	41,473,144.00	42,491,555.00
Inventories	517,467,440.00	703,399,788.00
Non-current assets due within one year	3,110,000,000.00	2,000,000,000.00
Other current assets	–	97,845.00
Total current assets	10,709,580,313.00	11,006,703,067.00
Non-Current Assets :		
Long-term equity investments	23,546,232,024.00	26,919,045,024.00
Investment properties	–	–12,364,602.00
Fixed assets, at cost	1,714,518,094.00	1,737,738,128.00
less : Accumulated depreciation	380,576,346.00	406,904,651.00
Fixed assets, net	1,333,941,748.00	1,330,833,477.00
less: Impairment provision for fixed assets	15,234,081.00	15,234,081.00
Fixed assets, net carrying value	1,318,707,667.00	1,315,599,396.00
Construction in progress	259,500,994.00	308,231,075.00
Fixed assets to be disposed of	–	5,769.00
Intangible assets	268,613,470.00	276,317,765.00
Long-term deferred expenditure (deferred assets)	166,260.00	152,428.00
Deferred tax assets	24,942,536.00	24,942,536.00
Total non-current Assets	25,418,162,951.00	28,831,929,391.00
Total Assets	36,127,743,264.00	39,838,632,458.00
Current Liabilities :		
Short-term loans	368,337,120.00	353,512,780.00
financial liability	1,980,989,589.00	1,991,439,589.00
Bills payable	4,500,000.00	3,030,000.00
Accounts payable	1,950,779,437.00	2,063,474,704.00
Receipts in advance	399,625,390.00	748,152,152.00
Employee salaries and welfare payable	166,204,938.00	133,145,198.00
Tax payable	239,087,080.00	193,454,133.00
Dividends payable	511,118.00	511,118.00
Interest payable	32,067,760.00	60,567,760.00
Other payables	488,304,363.00	944,116,241.00
Non-current liabilities due within one year	16,493,521.00	19,999,855.00
Total current liabilities	5,646,900,316.00	6,511,403,530.00

Non-Current Liabilities :

Debenture payable	2,975,515,068.00	2,977,765,068.00
Total non-current liabilities	2,975,515,068.00	2,977,765,068.00
Total liabilities	8,622,415,384.00	9,489,168,598.00
Owners' Equity:		
Paid up capital (equity)	8,616,120,000.00	8,616,120,000.00
Net paid up capital (equity)	8,616,120,000.00	8,616,120,000.00
Capital reserve	1,527,973,378.00	1,371,940,619.00
Surplus reserve	2,293,692,336.00	2,279,880,488.00
Unappropriated profits	15,037,820,355.00	18,048,395,568.00
Total equity attributable to equity owners of the parent	27,475,606,069.00	30,316,336,675.00
*Minority interests/internal unit interests	29,721,811.00	33,127,185.00
Total owners' equity	27,505,327,880.00	30,349,463,860.00
Total liabilities and owners' equity	36,127,743,264.00	39,838,632,458.00

Consolidated Income Statement

Item	For the three months ended 31 March 2010 (RMB)
一、 Operating Revenue:	1,546,949,644.00
Including: Operating revenue	1,546,949,644.00
Including : Principal operating revenue	1,529,217,943.00
Other operating income	17,731,701.00
二、 Operating costs:	1,879,128,230.00
Including : operating costs	1,879,128,230.00
Including : Principal business costs	1,404,580,648.00
Other operating costs	13,964,201.00
Business tax and surcharges	35,875,509.00
Including : Principal business tax and surcharges	35,804,648.00
Other business tax and surcharges	70,861.00
Selling expenses	98,027,829.00
Administrative expenses	302,725,005.00

Finance expenses	23,955,038.00
Add: Investment income	3,144,545,516.00
三、Operating profit	2,812,366,930.00
Add: non-operating income	46,837,349.00
less: Non-operating expenses	72,808.00
四、Total profit	2,859,131,471.00
less: Income tax expenses	6,152,451.00
五、Net profit	2,852,979,020.00
less: Minority gains and losses	1,480,770.00
六、Net profit attributable to equity owners of the parent	2,851,498,250.00

Consolidated Cash Flow Statement

Item	For the three months ended 31 March 2010 (RMB)
1. Cash flows from operating activities	
Cash receipts from the sale of goods and the rendering of services	1,650,506,597.00
Receipts of tax refunds	17,286,655.00
Other cash receipts from operating activities	167,937,300.00
Sub-total of operating cash inflows	1,835,730,552.00
Cash payments for goods purchased and services received	1,635,598,769.00
Cash payments to and for employees	87,509,290.00
Payments of taxes	69,719,727.00
Other cash payments from operating activities	387,594,501.00
Sub-total of operating cash outflows	2,180,422,287.00
Net cash flows from operation activities	-344,691,735.00
2. Cash flows from investing activities	
Cash receipts from returns of investments	1,110,000,000.00
Cash receipts of investment income	1,980,540,555.00
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	309,680.00
Cash received relating to other investing activities	8,217,628.00
Sub-total of investing cash inflows	3,099,067,863.00
Cash payments on acquisition and construction of fixed assets, intangible assets and other long-term assets	41,820,756.00
Cash paid relating to other investing activities	5,999,338.00
Sub-total of investing cash outflows	47,820,094.00
Net cash flows from investing activities	3,051,247,769.00

3. Cash flows from financing activities	
Cash receipts from borrowings	31,283,173.00
Cash received relating to other financing activities	4,693.00
Sub-total of investing cash inflows	31,287,866.00
Cash payments for borrowings repaid	46,107,514.00
Sub-total of investing cash outflows	46,107,514.00
Net cash flows from financing activities	-14,819,648.00
4. Effect of changes in exchange rate on cash and cash equivalents	717,635.00
5. Net Increase in cash and cash equivalents	2,692,454,021.00
Add: Balance of cash and cash equivalents at beginning of period	3,849,695,468.00
6. Balance of cash and cash equivalents at end of period	6,542,149,489.00
Supplementary information :	
(1) Adjustment of net profit to cash flows from operating activities:	
Net profit	2,852,979,020.00
Add: Depreciation of fixed assets	26,997,570.00
Amortisation of intangible assets	956,979.00
Amortization of long-term deferred expenses	13,832.00
Increase of accrued expenses	15,942,984.00
Gains of disposal of fixed assets, intangible assets and other long-term assets	-185,066.00
Finance costs	23,955,038.00
Investment gains	-3,444,545,516.00
Increase in inventories	-185,932,348.00
Increase in receivables from operations	-283,672,855.00
Increase in payables from operations	648,798,627.00
Cash flows from operating activities, net	-344,691,735.00
(2) Increase in cash and cash equivalents, net:	
Balance of cash at end of period	6,542,149,489.00
Including: Cash on hand	114,905.00
Bank balance available for payments	6,542,034,584.00
Less; Balance of cash at beginning of period	3,849,695,468.00
Increase in cash and cash equivalents, net	2,692,454,021.00
Add: Balance of cash and cash equivalents at beginning of period	3,849,695,468.00
(3) Balance of cash and cash equivalents at end of period	6,542,149,489.00

Balance Sheet

Item	As at 31 December 2009 (RMB)	As at 31 March 2010 (RMB)
Current Assets :		
Monetary capital	3,102,076,971.00	5,866,571,689.00
Bills receivable	71,682,000.00	82,899,717.00
Accounts receivable	200,673,903.00	264,258,305.00
Advanced payments	365,523,541.00	384,005,378.00
Dividends receivable	2,492,610,592.00	536,557,866.00
Other receivables	15,677,062.00	26,379,811.00
Inventories	348,758,807.00	410,850,974.00
Non-current assets due within one year	3,120,000,000.00	2,010,000,000.00
Other current assets	-	97,845.00
Total current assets	9,717,002,876.00	9,581,621,585.00
Non-current Assets:		
Long-term equity investments		
Investment properties	24,200,523,910.00	27,583,081,122.00
Fixed assets, at cost	1,523,757,545.00	1,546,802,272.00
less : Accumulated depreciation	336,820,460.00	362,324,737.00
Fixed assets, net	1,186,937,085.00	1,184,477,535.00
less: Impairment provision for fixed assets	14,056,419.00	14,056,419.00
Fixed assets, net carrying value	1,172,880,665.00	1,170,421,116.00
Construction in progress	253,900,994.00	302,104,504.00
Fixed assets to be disposed of	-	5,769.00
Intangible assets	254,152,474.00	249,813,615.00
Deferred tax assets	18,799,854.00	18,799,854.00
Total non-current Assets	25,900,257,897.00	29,324,225,980.00
Total Assets	35,617,260,773.00	38,905,847,565.00
Current Liabilities :		
Short-term borrowings	25,000,000.00	25,000,000.00
Financial liability	1,980,989,589.00	1,991,439,589.00
Accounts payable	1,640,178,067.00	1,677,899,382.00
Receipts in advance	242,494,248.00	211,529,972.00

Employee salaries and welfare payable	161,155,515.00	127,890,276.00
Tax payable	231,222,314.00	198,025,388.00
Interest payable	31,857,534.00	60,357,534.00
Other payables	428,127,054.00	899,245,285.00
Non-current liabilities due within one year	16,493,521.00	19,999,855.00
Total current liabilities	4,757,517,842.00	5,211,387,281.00
Non-Current Liabilities :		
Debenture payable	2,975,515,068.00	2,977,765,068.00
Total non-current liabilities	2,975,515,068.00	2,977,765,068.00
Total liabilities	7,733,032,910.00	8,189,152,349.00
Paid up capital (equity)	8,616,120,000.00	8,616,120,000.00
Net paid up capital (equity)	8,616,120,000.00	8,616,120,000.00
Capital reserve	1,371,940,619.00	1,371,940,619.00
Surplus reserve	2,202,593,159.00	2,202,593,159.00
Unappropriated profits	15,693,574,085.00	18,526,041,438.00
Total owners' equity attributable to equity owners of the parent	27,884,227,863.00	30,716,695,216.00
Total owners' equity	27,884,227,863.00	30,716,695,216.00
Total liabilities and owners' equity	35,617,260,773.00	38,905,847,565.00

Income Statement

Item	For the three months ended 31 March 2010 (RMB)
一、 Operating Revenue:	881,805,748.00
Including : Operating revenue	881,805,748.00
Including : Principal operating revenue	868,389,766.00
Other operating income	13,415,982.00
二、 Operating costs:	1,237,928,983.00
Including : operating costs	802,555,700.00
Including : Principal business costs	791,434,704.00
Other operating costs	11,120,996.00
Business tax and surcharges	34,746,566.00
Including : Principal business tax and surcharges	34,712,695.00
Other business tax and surcharges	33,872.00
Selling expenses	91,383,657.00
Administrative expenses	285,382,586.00
Finance expenses	23,860,474.00

Add: Investment income	3,106,861,058.00
三、Operating profit	2,750,737,823.00
Add: non-operating income	43,619,291.00
less: Non-operating expenses	2,511.00
四、Total profit	2,794,354,603.00
五、Net profit	2,794,354,603.00
六、Net profit attributable to equity owners of the parent	2,794,354,603.00

Cash Flow Statement

Item	For the three months ended 31 March 2010 (RMB)
1. Cash flows from operating activities	
Cash receipts from the sale of goods and the rendering of services	851,733,143.00
Other cash receipts from operating activities	117,462,778.00
Sub-total of operating cash inflows	969,195,921.00
Cash payments for goods purchased and services received	882,053,766.00
Cash payments to and for employees	77,154,421.00
Payments of taxes	52,442,489.00
Other cash payments from operating activities	243,709,573.00
Sub-total of operating cash outflows	1,255,360,249.00
Net cash flows from operation activities	-286,164,328.00
2. Cash flows from investing activities	
Cash receipts from returns of investments	1,110,000,000.00
Cash receipts of investment income	1,978,686,274.00
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	154,880.00
Cash received relating to other investing activities	8,217,628.00
Sub-total of investing cash inflows	3,097,058,782.00
Cash payments on acquisition and construction of fixed assets, intangible assets and other long-term assets	40,456,516.00
Cash paid relating to other investing activities	5,928,058.00
Sub-total of investing cash outflows	46,384,574.00
Net cash flows from investing activities	3,050,674,208.00
3. Cash flows from financing activities	
Cash received relating to other financing activities	4,693.00
Sub-total of investing cash inflows	4,693.00
Cash paid relating to other financing activities	19,855.00
Sub-total of investing cash outflows	19,855.00

Net cash flows from financing activities	-15,162.00
4. Net Increase in cash and cash equivalents	2,764,494,718.00
Add: Balance of cash and cash equivalents at beginning of period	3,102,076,971.00
5. Balance of cash and cash equivalents at end of period	5,866,571,689.00
Supplementary information:	
(1) Adjustment of net profit to cash flows from operating activities:	
Net profit	2,794,354,603.00
Add: Depreciation of fixed assets	25,362,276.00
Amortisation of intangible assets	843,269.00
Increase of accrued expenses	12,942,984.00
Gains of disposal of fixed assets, intangible assets and other long-term assets	-154,880.00
Finance costs	23,860,474.00
Investment losses	-3,406,861,058.00
Increase in inventories	-186,276,503.00
Increase in receivables from operations	-79,444,128.00
Increase in payables from operations	529,208,635.00
Cash flows from operating activities, net	-286,164,328.00
(2) Increase in cash and cash equivalents, net:	
Balance of cash at end of period	5,866,571,689.00
Including: Cash on hand	94,922.00
Bank balance available for payments	5,866,476,766.00
Less; Balance of cash at beginning of period	3,102,076,971.00
Increase in cash and cash equivalents, net	2,764,494,718.00
Add: Balance of cash and cash equivalents at beginning of period	3,102,076,971.00
(3) Balance of cash and cash equivalents at end of period	5,866,571,689.00

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.

By order of the Board of Directors
XU PING
Chairman

Wuhan, PRC, 30 April , 2010

** For identification only*

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.