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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)

**ANNOUNCEMENT IN RELATION TO
PAYMENT OF 2009 FINAL DIVIDEND AND
THE WITHHOLDING AND PAYMENT OF ENTERPRISE INCOME TAX FOR
NON-RESIDENT ENTERPRISE SHAREHOLDERS**

Reference is made to the announcement published by Dongfeng Motor Group Company Limited (the “Company”) on 13 April 2010 in relation to the results of the Company for the year ended 31 December 2009 stating that the board of directors (the “Board”) resolved to recommend a final dividend of RMB0.09 per share (equivalent to HKD0.10268 per share) for the year ended 31 December 2009 (the “2009 Final Dividend”). The 2009 Final Dividend will be distributed on and about 13 August 2010 to shareholders whose names appear on the register of members of the Company on Friday, 18 June 2010 (“Record Date”). The 2009 Final Dividend has got the approval of the shareholders of the Company at the annual general meeting held on 18 June 2010. The relevant exchange rate will be the average middle rate of Renminbi to Hong Kong dollars (RMB0.8765 equivalent to HK\$1.00) as announced by the People’s Bank of China for a week prior to the date of declaration of dividends by the annual general meeting of the Company for the year 2009.

According to the Enterprise Income Tax Law of the People's Republic of China ("PRC") and the Detailed Rules for the Implementation of the Enterprise Income Tax Law of the PRC (collectively, the "Tax Law") which came into effect on 1 January 2008 and the relevant requirements of the tax supervisory authorities of the PRC (geographical reference in this announcement to the PRC excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan), including, among others, the "Notification of Issues in relation to the Withholding and Payment of Enterprise Income Tax for Payment of Dividend to H shareholders Who are Overseas Non-resident Enterprises by Chinese Resident Enterprises" (關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知) (Guoshuihan [2008] No. 897) (國稅函[2008]897號), the Company is required to withhold 10% enterprise income tax when it distributes the 2009 Final Dividend to all non-resident enterprise shareholders (including HKSCC Nominees Limited, other nominees, trustees or other entities and organizations, who will be deemed as non-resident enterprise shareholders) whose names appear on the H share register of members of the Company on the Record Date. The term "non-resident enterprise(s)" when used in this announcement has the same meaning as defined under the Tax Law and its relevant rules and regulations.

Investors and potential investors of the H shares of the Company are recommended to consult professional tax advisors if they are in any doubt as to the implications of the above mechanism of withholding. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in changing, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of withholding.

By order of the Board of Directors

XU PING
Chairman

Wuhan, the PRC, July 13 ,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*