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**GUANGZHOU AUTOMOBILE GROUP CO., LTD.**

**廣州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: 2238)**

**POLL RESULTS OF  
(1) 2020 SECOND EXTRAORDINARY GENERAL MEETING  
(2) 2020 FIRST CLASS MEETING FOR HOLDERS OF A SHARES  
AND  
(3) 2020 FIRST CLASS MEETING FOR HOLDERS OF H SHARES  
HELD ON 13 NOVEMBER 2020**

Reference is made to the circular (the “**Circular**”), notice of the 2020 second extraordinary general meeting (the “**EGM Notice**”) and the notice of 2020 first class meeting for holders of H shares (the “**H Shareholders’ Class Meeting Notice**”) dated 22 October 2020 of Guangzhou Automobile Group Co., Ltd. (the “**Company**”). Capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the EGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting were held at Conference Room, 32/F, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 2:00 p.m. on Friday, 13 November 2020 (convened in the order of the EGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting). A combination of onsite voting and A Shares online voting was adopted in both the EGM and the A Shareholders’ Class Meeting, while onsite voting was adopted in the H Shareholders’ Class Meeting.

The EGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting were held in compliance with the requirements of the PRC Company Law and the Articles of Association and was chaired by Mr. ZENG Qinghong, the Chairman of the Company. Beijing Tian Yuan Law Firm acted as the witnessing lawyer at the EGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting (the “**Witnessing Lawyer**”). Shareholders’ representatives, a supervisor of the Company and the Witnessing Lawyer jointly acted as scrutineer for vote-taking at the EGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting, whereas Tricor Investor Services Limited, the Company’s share registrar for H Shares in Hong Kong, acted as scrutineer at the EGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting and assisted in vote-taking.

## RESULTS OF THE EGM

The total number of Shares entitling the holders to attend and vote for or against the special resolutions at the EGM was 10,237,929,699 Shares. To the best knowledge, information and belief of the Directors, there were no Shares entitling the holders to attend the EGM and abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules and there were no Shares the holders of which are required under the Listing Rules to abstain from voting at the EGM. Shareholders and proxies who attended the EGM held an aggregate of 8,203,970,389 Shares with voting right, representing approximately 80.13% of the total number of Shares with voting right.

The resolutions at the EGM were put to vote by way of poll and were all passed by the Shareholders. The poll results of the resolutions voted at the EGM were as follows:

Special resolutions <sup>(Note)</sup>		No. of Shares voted and percentage of total number of Shares voted (approximate %)			
		For	Against	Abstain	Total
1.	Resolution in relation to the 2020 A Share Option and Restricted Share Incentive Scheme (draft) and summary	8,157,295,785 (99.4311%)	40,785,286 (0.4971%)	5,889,318 (0.0718%)	8,203,970,389 (100%)
2.	Resolution in relation to the Appraisal Management Measures for Implementation of the 2020 A Share Option and Restricted Share Incentive Scheme	7,734,849,242 (94.2818%)	40,785,286 (0.4971%)	428,335,861 (5.2211%)	8,203,970,389 (100%)
3.	Resolution to authorise the Board and its authorized person to deal with the matters in relation to the 2020 A Share Option and Restricted Share Incentive Scheme with full authority	7,735,397,242 (94.2884%)	40,788,604 (0.4972%)	427,784,543 (5.2144%)	8,203,970,389 (100%)
4.	Resolution on amendments to the Articles of Association	7,776,127,328 (94.7849%)	55,200 (0.0007%)	427,787,861 (5.2144%)	8,203,970,389 (100%)
As more than two thirds (2/3) of the votes from the Shareholders who attended and voted at the EGM were cast in favour of the above resolutions, they were duly passed as special resolutions.					

*Note:* The full text of the above resolutions was set out in the EGM Notice.

## RESULTS OF THE A SHAREHOLDERS' CLASS MEETING

The total number of Shares entitling the holders to attend and vote for or against the special resolutions at the A Shareholders' Class Meeting was 7,139,309,394 A Shares. To the best knowledge, information and belief of the Directors, there were no Shares entitling the holders to attend the A Shareholders' Class Meeting and abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules and there were no Shares the holders of which are required under the Listing Rules to abstain from voting at the A Shareholders' Class Meeting. Shareholders and proxies who attended the A Shareholders' Class Meeting held an aggregate of 6,241,054,936 A Shares with voting right, representing approximately 87.42% of the total number of A Shares with voting right.

The resolutions at the A Shareholders' Class Meeting were put to vote by way of poll and were all passed by the Shareholders. The poll results of the resolutions voted at the A Shareholders' Class Meeting were as follows:

Special resolutions <sup>(Note)</sup>		No. of Shares voted and percentage of total number of Shares voted (approximate %)			
		For	Against	Abstain	Total
1.	Resolution in relation to the 2020 A Share Option and Restricted Share Incentive Scheme (draft) and summary	6,240,775,294 (99.9955%)	279,642 (0.0045%)	0 (0.0000%)	6,241,054,936 (100%)
2.	Resolution in relation to the Appraisal Management Measures for Implementation of the 2020 A Share Option and Restricted Share Incentive Scheme	5,818,876,751 (93.2354%)	279,642 (0.0045%)	421,898,543 (6.7601%)	6,241,054,936 (100%)
3.	Resolution to authorise the Board and its authorized person to deal with the matters in relation to the 2020 A Share Option and Restricted Share Incentive Scheme with full authority	5,818,876,751 (93.2354%)	279,642 (0.0045%)	421,898,543 (6.7601%)	6,241,054,936 (100%)
As more than two thirds (2/3) of the votes from the Shareholders who attended and voted at the A Shareholders' Class Meeting were cast in favour of the above resolutions, they were duly passed as special resolutions.					

*Note:* The full text of the above resolutions was set out in the “Notices of the 2020 Second Extraordinary General Meeting and the 2020 First Class Meetings for Holders of A and H Shares of Guangzhou Automobile Group Co., Ltd” (《廣州汽車集團股份有限公司關於召開2020年第二次臨時股東大會及2020年第一次A、H股類別股東會的通知》) dated 21 October 2020 which was published on the websites of the Hong Kong Stock Exchange as an overseas regulatory announcement and the Shanghai Stock Exchange.

## RESULTS OF THE H SHAREHOLDERS' CLASS MEETING

The total number of Shares entitling the holders to attend and vote for or against the special resolutions at the H Shareholders' Class Meeting was 3,098,620,305 H Shares. To the best knowledge, information and belief of the Directors, there were no Shares entitling the holders to attend the H Shareholders' Class Meeting and abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Listing Rules and there were no Shares the holders of which are required under the Listing Rules to abstain from voting at the H Shareholders' Class Meeting. Shareholders and proxies who attended the H Shareholders' Class Meeting held an aggregate of 1,962,459,535 H Shares with voting right, representing approximately 63.33% of the total number of H Shares with voting right.

The resolutions at the H Shareholders' Class Meeting were put to vote by way of poll and were all passed by the Shareholders. The poll results of the resolutions voted at the H Shareholders' Class Meeting were as follows:

Special resolutions <sup>(Note)</sup>		No. of Shares voted and percentage of total number of Shares voted (approximate %)			
		For	Against	Abstain	Total
1.	Resolution in relation to the 2020 A Share Option and Restricted Share Incentive Scheme (draft) and summary	1,916,067,891 (97.6360%)	40,505,644 (2.0640%)	5,886,000 (0.3000%)	1,962,459,535 (100%)
2.	Resolution in relation to the Appraisal Management Measures for Implementation of the 2020 A Share Option and Restricted Share Incentive Scheme	1,916,067,891 (97.6360%)	40,505,644 (2.0640%)	5,886,000 (0.3000%)	1,962,459,535 (100%)
3.	Resolution to authorise the Board and its authorized person to deal with the matters in relation to the 2020 A Share Option and Restricted Share Incentive Scheme with full authority	1,914,539,891 (97.5582%)	40,505,644 (2.0640%)	7,414,000 (0.3778%)	1,962,459,535 (100%)
As more than two thirds (2/3) of the votes from the Shareholders who attended and voted at the H Shareholders' Class Meeting were cast in favour of the above resolutions, they were duly passed as special resolutions.					

*Note:* The full text of the above resolutions was set out in the H Shareholders' Class Meeting Notice.

By order of the Board  
**Guangzhou Automobile Group Co., Ltd.**  
**ZENG Qinghong**  
*Chairman*

Guangzhou, the PRC, 13 November 2020

*As at the date of this announcement, the executive directors of the Company are ZENG Qinghong and FENG Xingya, the non-executive directors of the Company are CHEN Xiaomu, CHEN Maoshan, CHEN Jun, DING Hongxiang and HAN Ying, and the independent non-executive directors of the Company are ZHAO Fuquan, XIAO Shengfang, WONG Hakkun and SONG Tiebo.*