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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) 2023 FIRST EXTRAORDINARY GENERAL MEETING

(2) 2023 FIRST A SHAREHOLDERS' CLASS MEETING

AND

(3) 2023 FIRST H SHAREHOLDERS' CLASS MEETING

HELD ON 20 JANUARY 2023

Reference is made to the circular (the “**Circular**”), the notice of 2023 first extraordinary general meeting (the “**EGM Notice**”) and the notice of 2023 first class meeting for holders of H shares (the “**H Shareholders' Class Meeting Notice**”) dated 4 January 2023 of Guangzhou Automobile Group Co., Ltd. (the “**Company**”). Unless the context otherwise requires, 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 9:30 a.m. on Friday, 20 January 2023 (convened in the order of the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting).

The holding of the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting was in compliance with the requirements of the PRC Company Law and the provisions of the Articles of Association of the Company. The EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting were chaired by Mr. ZENG Qinghong, the chairman of the Company, and, other than 4 Directors, namely ZHAO Fuquan, XIAO Shengfang, DING Hongxiang and GUAN Dayuan, who were unable to attend due to other work arrangement, all other Directors attended the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting in person or by video conferencing. Tricor Investor Services Limited, the Company's H Share registrar, acted as scrutineer for the vote-taking and Beijing Tian Yuan Law Firm acted as the witnessing lawyer at the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting.

RESULTS OF THE EGM

The total number of Shares entitling the holders to attend and vote for or against the resolutions at the EGM was 10,489,773,742 Shares, including 7,391,153,437 A Shares and 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 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 6,860,372,194 Shares with voting right, representing approximately 65.40% 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:

Resolutions ^(Note)		No. of Shares voted and percentage of total number of Shares voted (approximate %)			
		For	Against	Abstain	Total
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 following resolution, the following resolution was duly passed as a special resolution:					
1.	The resolution in relation to the change of the Company's registered capital and the amendments to the Articles of Association	6,702,052,098 (97.6922%)	149,561,996 (2.1801%)	8,758,100 (0.1277%)	6,860,372,194 (100%)
As more than one half (1/2) of the votes from the Shareholders who attended and voted at the EGM were cast in favour of the following resolutions, the following resolutions were duly passed as ordinary resolutions:					
2.	The resolution in relation to the amendments to the Rules of Procedures of the General Meetings	6,851,291,957 (99.8676%)	322,137 (0.0047%)	8,758,100 (0.1277%)	6,860,372,194 (100%)
3.	The resolution in relation to the amendments to the Rules of Procedures of the Board	6,851,287,657 (99.8675%)	326,437 (0.0048%)	8,758,100 (0.1277%)	6,860,372,194 (100%)
4.	The resolution in relation to the amendments to the Rules for the Independent Directors	6,851,285,757 (99.8675%)	328,337 (0.0048%)	8,758,100 (0.1277%)	6,860,372,194 (100%)
5.	The resolution in relation to the amendments to the Decision-making Management Rules of Related Party Transactions	6,851,256,257 (99.8671%)	357,837 (0.0052%)	8,758,100 (0.1277%)	6,860,372,194 (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 following resolutions, the following resolutions were duly passed as special resolutions:					
6.	The resolution in relation to the adoption of the Fourth Share Option Incentive Scheme (Draft) and its summary	6,818,127,636 (99.3841%)	42,243,758 (0.6158%)	800 (0.0001%)	6,860,372,194 (100%)
7.	The resolution in relation to the Appraisal Management Measures for Implementation of the Fourth Share Option Incentive Scheme	6,816,325,636 (99.3579%)	35,945,758 (0.5240%)	8,100,800 (0.1181%)	6,860,372,194 (100%)

Resolutions^(Note)		No. of Shares voted and percentage of total number of Shares voted (approximate %)			
		For	Against	Abstain	Total
8.	The resolution in relation to the proposed grant of mandate to the Board and its authorized person to deal with in full discretion all matters relating to the Fourth Share Option Incentive Scheme of the Company	6,824,421,236 (99.4759%)	35,950,158 (0.5240%)	800 (0.0001%)	6,860,372,194 (100%)

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 7,391,153,437 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 5,279,545,614 A Shares with voting right, representing approximately 71.43% 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 ^(Note)		No. of Shares voted and percentage of total number of Shares voted (approximate %)			
		For	Against	Abstain	Total
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 following resolutions, the following resolutions were duly passed as special resolutions:					
1.	The resolution in relation to the adoption of the Fourth Share Option Incentive Scheme (Draft) and its summary	5,276,668,735 (99.9454%)	2,876,079 (0.0545%)	800 (0.0001%)	5,279,545,614 (100%)
2.	The resolution in relation to the Appraisal Management Measures for Implementation of the Fourth Share Option Incentive Scheme	5,276,929,135 (99.9504%)	2,615,679 (0.0495%)	800 (0.0001%)	5,279,545,614 (100%)
3.	The resolution in relation to the proposed grant of mandate to the Board and its authorized person to deal with in full discretion all matters relating to the Fourth Share Option Incentive Scheme of the Company	5,276,924,735 (99.9503%)	2,620,079 (0.0496%)	800 (0.0001%)	5,279,545,614 (100%)

Note: The full text of the above resolutions was set out in the "Notices of the 2023 First Extraordinary General Meeting and the 2023 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2023年第一次臨時股東大會及2023年第一次A、H股類別股東會的通知》) dated 4 January 2023 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 1,578,619,396 H Shares with voting right, representing approximately 50.95% 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 ^(Note)		No. of Shares voted and percentage of total number of Shares voted (approximate %)			
		For	Against	Abstain	Total
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 following resolutions, the following resolutions were duly passed as special resolutions:					
1.	The resolution in relation to the adoption of the Fourth Share Option Incentive Scheme (Draft) and its summary	1,539,251,717 (97.5062%)	39,367,679 (2.4938%)	0 (0.0000%)	1,578,619,396 (100%)
2.	The resolution in relation to the Appraisal Management Measures for Implementation of the Fourth Share Option Incentive Scheme	1,545,289,317 (97.8887%)	33,330,079 (2.1113%)	0 (0.0000%)	1,578,619,396 (100%)
3.	The resolution in relation to the proposed grant of mandate to the Board and its authorized person to deal with in full discretion all matters relating to the Fourth Share Option Incentive Scheme of the Company	1,545,289,317 (97.8887%)	33,330,079 (2.1113%)	0 (0.0000%)	1,578,619,396 (100%)

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, 20 January 2023

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, DING Hongxiang, GUAN Dayuan and LIU Zhijun, and the independent non-executive directors of the Company are ZHAO Fuquan, XIAO Shengfang, WONG Hakkun and SONG Tiebo.