

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy):	31 / 05 / 2020
To : Hong Kong Exchanç	ges and Clearing Limited
Name of Issuer	Guangzhou Automobile Group Co., Ltd. (a joint stock company incorporated in the People's Republic of China with limited liability)
Date Submitted	03 / 06 / 2020
I. Movements in Authoris	sed Share Capital

1. Ordinary Shares

(1) Stock code : 601238 Descrip	otion : A Shares		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	7,139,087,305	RMB1.00	RMB7,139,087,305
Increase/(decrease)	Nil		Nil
Balance at close of the month	7,139,087,305	RMB1.00	RMB7,139,087,305
(2) Stock code : 2238 Descrip	otion : <u>H Shares</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	3,098,620,305	RMB1.00	RMB3,098,620,305
Increase/(decrease)	Nil		Nil
Balance at close of the month	3,098,620,305	RMB1.00	RMB3,098,620,305

2	Pr	Þf	e۲	e۲	nce	Sh	ar	ρς

Stock code : <u>N/A</u> Descrip	otion: <u>N/A</u>		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A	N/A	N/A

3. Other Classes of Shares

Stock code : N/A Descript	tion : <u>N/A</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month_	N/A	N/A	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month _	N/A	N/A	N/A

Total authorised share capital at the end of the month (State currency):

RMB10,237,707,610

II. Movements in Issued Share Capital

	No. of ordin	nary shares	No of preference	No. of other	
	(1)	(2)	shares	classes of shares	
Balance at close of	A Shares	H Shares			
preceding month	7,139,087,305	3,098,620,305	N/A	N/A	
Increase/ (decrease) during the month	Nil	Nil	N/A	N/A	
Balance at close of the month	7,139,087,305	3,098,620,305	N/A	NA	

III. Details of Movements in Issued Share Capital

Share Options (und	er Share Op	tion Schemes	of the Issuer)			
Particulars of share option scheme						No. of new shares of issuer which may be issued pursuant
including EGM		Movement duri	ng the month		thereto	thereto as at close of
approval date — (dd/mm/yyyy) and					_	the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. A share	Nil	Nil	Nil	Nil	Nil	514,544,910
option scheme						
adopted on						
18/12/2017						
Exercise price:						
RMB19.55 (adjusted)						
(18/12/2017)						
A shares						
(Note 1)		·				
,						
2. A share	Nil	Nil	Nil	Nil	Nil	62,336,900
option scheme						
adopted on						
18/12/2017						
Exercise price: RMB10.28						
(adjusted)						
(18/12/2017)						
A shares						
(Note 1)					-	-
,						
3. N/A						
shares						
(Note 1)					-	-
(11010-1)		Tota	al A. (Ordina	rv shares)	Nil	
			(Preference		N/A	
				her class)	N/A	
Total funds raised d		nth from exerc	ise	•		
of options (State cur	rency)			Nil		

Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date			- - -			· -
(if applicable)						
(dd/mm/yyyy)	(/ /)	=			
2. N/A						
(/ /)				<u> </u>		
Stock code (if listed) Class of shares issuable (Note 1)			_			
Subscription price			=			
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)	_			
3. N/A						
(/ /) Stock code (if listed)						-
Class of shares issuable (Note 1)						
Subscription price			-			
EGM approval date			_			
(if applicable) (dd/mm/yyyy)	(/ /)				
4. N/A	(, ,	,	=			
(/ /) Stock code (if listed)						
Class of shares			=			
issuable (Note 1)			_			
Subscription price EGM approval date			_			
(if applicable)	, , ,					
(dd/mm/yyyy)	(/ /)	-			
		Total E		ary shares)	N/A	_
				ce shares)	N/A	_
			(O	ther class)	N/A	_

Convertibles (i.e. Converti	ble into Shares	of the Issuer whi	<u>ich are to be L</u>	₋isted)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bonds	RMB	2,552,275,000	Nil	2,552,275,000	Nil	177,118,321
	_ 					
Stock code (if listed)	601238					
Class of shares						
issuable (Note 1)	Ordinary					
Subscription price	RMB14.41					
EGM approval date (if applicable) (dd/mm/yyyy))	(/ /)				
2. N/A						
						
						
Ctook and (if listed)		<u>-</u>				
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
3. N/A						
<u> </u>						
						
						_
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
4. N/A						
4. 14/74						
						_
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
(dd////////////////////////////////////			Total C (Orc	dinary shares)	Nil	
				rence shares)	N/A	_
			(1 1616)	(Other class)	N/A	_
				(Other class)	IN/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

No. of new shares No. of new shares of of issuer issued issuer which may be during the month issued pursuant pursuant thereto thereto as at close of Full particulars including EGM approval date (dd/mm/yyyy), the month if applicable, and class of shares issuable: 1. N/A shares (Note 1) 2. N/A shares (Note 1) 3. N/A shares (Note 1) Total D. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

No. of new shares of issuer issued during the	No. of new shares of issuer which may be issued pursuant thereto as at
month pursuant thereto	close of the month
N/A	N/A
<u>N/A</u>	N/A
N/A	N/A
N/A	N/A

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	1)			Class of shares				
				issuable (Note 1)		,		
5.	Scrip dividend	At price :	State currency———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N1/A	NI/A
							N/A	N/A
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(dd/iiii/yyyy)			N/A	N/A
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							N/A	N/A

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Class of sharesissuable (Note 1)		
9. Capital reorganisation	Issue and allotment (/ /) date : (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)		
		<u>N/A</u>	N/A
	Class of shares issuable (Note 1)		
10. Other (Please specify) At price : State currency	Issue and allotment (/ /) date: (dd/mm/yyyy)		
	EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
	Total E. (Ordinar shares (Preference shares (Other class	s) N/A s) N/A	- - -
			NII
Total increase / (decrease) in ordinary shares dur	, ,	·	Nil N/A
Total increase / (decrease) in preference shares			N/A
Total increase / (decrease) in other classes of shall E):	-		N/A
(These figures should be the same as the relevant Capital").)	nt figures under II above ("Movements	in Issued SI	nare
IV. Confirmations - N/A			

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the

	securities have been fulfilled;
(iv)	all the securities of each class are in all respects identical (Note 3);
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
Remarks (if any):	
Submitted by: SUI Li	
Title:	Company Secretary
(Director, Secretary or other duly authorised officer)	

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.