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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)**

**(1) POLL RESULTS OF  
2025 SECOND EXTRAORDINARY GENERAL MEETING  
HELD ON 28 MARCH 2025 AND  
(2) ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS  
AND CHANGE OF DIRECTORS**

Reference is made to the circular (the “**Circular**”) and the notice of 2025 second extraordinary general meeting (the “**EGM Notice**”) dated 11 March 2025 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 was held at Conference Room T2, GAC Group, No. 668 Jinshan Road East, Panyu District, Guangzhou, Guangdong Province, the PRC at 2:00 p.m. on Friday, 28 March 2025.

The holding of the EGM was in compliance with the requirements of the PRC Company Law and the provisions of the Articles of Association of the Company. The EGM was chaired by Mr. Feng Xingya, the Chairman and save for Mr. Song Tiebo, Mr. Ding Hongxiang and Mr. Guan Dayuan who were unable to attend due to other business engagements, all other Directors attended the said meeting in person. In compliance with the requirements of the Hong Kong Listing Rules, 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 record date and time for determining the entitlement of the Shareholders to attend and vote at the EGM was 4:30 p.m. on Tuesday, 25 March 2025 (the “**Record Date**”). There was no book close period in respect of the EGM.

## RESULTS OF THE EGM

As at the Record Date, the total number of issued and fully paid-up Shares was 10,197,065,900 Shares, including (1) 7,383,697,595 A Shares, out of which 13,511,450 A Shares were treasury shares held by the Company (the “**Treasury Shares**”); and (2) 2,813,368,305 H Shares. The Treasury Shares were excluded from the total number of Shares entitling the holder to attend and vote on the resolutions proposed at the EGM and the Company has not exercised the voting rights of the Treasury Shares at the EGM. Therefore, the total number of Shares with voting right is 10,183,554,450 Shares, including 7,370,186,145 A Shares and 2,813,368,305 H Shares.

To the best knowledge, information and belief of the Directors, there were no Shares entitling the holder to attend the EGM and abstain from voting in favour of the resolutions as set out in Rule 13.40 of the Hong Kong Listing Rules and there were no Shareholders which were required under the Hong Kong Listing Rules to abstain from voting on such resolutions at the EGM. No parties had stated their intention in the Circular to vote against or abstain from the proposed resolutions. There were no Shares actually voted but excluded from calculating the poll results of the proposed resolutions.

Shareholders and proxies who attended the EGM held an aggregate of 6,120,221,626 Shares with voting right, representing approximately 60.10% of the total number of Shares with voting right.

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

<b>Ordinary resolutions<sup>(Note)</sup></b>		<b>Number of cumulative Shares voted for the resolutions</b>	<b>Percentage of votes obtained over the total number of Shares with effective voting rights held by Shareholders attending the EGM</b>
As more than 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:			
<b>1.</b>	<b>The resolutions on the election of directors of the seventh session of the Board</b>		
1.01	Election of Mr. Feng Xingya as an executive director	6,101,025,856	99.6864%
1.02	Election of Mr. Chen Xiaomu as a non-executive director	6,103,637,670	99.7290%
1.03	Election of Mr. Zhou Kaiquan as a non-executive director	6,118,774,637	99.9764%
1.04	Election of Mr. Wang Yiwei as a non-executive director	6,116,378,944	99.9372%
1.05	Election of Ms. Hong Suli as a non-executive director	6,120,170,068	99.9992%

Ordinary resolutions <sup>(Note)</sup>		Number of cumulative Shares voted for the resolutions	Percentage of votes obtained over the total number of Shares with effective voting rights held by Shareholders attending the EGM
<b>2.</b>	<b>The resolutions on the election of independent non-executive directors of the seventh session of the Board</b>		
2.01	Election of Mr. Zhao Fuquan as an independent non-executive director	6,119,044,511	99.9808%
2.02	Election of Mr. Xiao Shengfang as an independent non-executive director	6,111,410,416	99.8560%
2.03	Election of Mr. Wong Hakkun as an independent non-executive director	6,113,613,310	99.8920%
2.04	Election of Mr. Song Tiebo as an independent non-executive director	6,117,965,835	99.9631%

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

## **ELECTION OF NEW SESSION OF THE BOARD AND CHANGE OF DIRECTORS**

The resolutions in relation to the election of new session of the Board were passed at the EGM. Mr. Feng Xingya, Mr. Chen Xiaomu, Mr. Zhou Kaiquan, Mr. Wang Yiwei, Ms. Hong Suli, Mr. Zhao Fuquan, Mr. Xiao Shengfang, Mr. Wong Hakkun and Mr. Song Tiebo were elected as the Directors of the seventh session of the Board and their terms of office will be three years commencing on 28 March 2025. Among them, Mr. Feng Xingya is an executive Director; Mr. Chen Xiaomu, Mr. Zhou Kaiquan, Mr. Wang Yiwei, and Ms. Hong Suli are non-executive Directors; and Mr. Zhao Fuquan, Mr. Xiao Shengfang, Mr. Wong Hakkun and Mr. Song Tiebo are independent non-executive Directors. Other than Mr. Zhou Kaiquan and Ms. Hong Suli, all Directors are members of the sixth session of the Board. There remains one vacancy for Director after the change of session of the Board, and the Company will complete the by-election as soon as possible, for which the Company will make a separate announcement to announce the by-election results.

As stated in the Circular, Mr. Ding Hongxiang (“**Mr. Ding**”) and Mr. Guan Dayuan (“**Mr. Guan**”) did not stand for re-election for the seventh session of the Board due to work reasons, and thus they will no longer act as non-executive Directors after the conclusion of the EGM. In particular, Mr. Ding will cease to be a member of the Remuneration and Assessment Committee, the Nomination Committee and the Strategy Committee of the Board, while Mr. Guan will cease to be a member of the Strategy Committee of the Board. Both of them have confirmed that they have no disagreement with the Board, the Supervisory Committee of the Company or the Company and there are no other

matters in relation to their retirement that need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Mr. Ding and Mr. Guan for their contributions to the Group during their tenure as non-executive Directors.

In addition, with effect from the same date, Mr. Zhou Kaiquan has been appointed as a member of the Remuneration and Assessment Committee, the Nomination Committee and the Strategy Committee of the Board, while Ms. Hong Suli has been appointed as a member of the Strategy Committee. For the composition of the committees of the Board, please refer to the notice of the Company dated 28 March 2025 in relation to the List of Directors and their Roles and Functions.

The biographical information of the newly appointed Directors, Mr. Zhou Kaiquan and Ms. Hong Suli is as follows:

**Mr. Zhou Kaiquan**, aged 51, holds a master's degree. He is currently a deputy general manager of China National Machinery Industry Corporation (中國機械工業集團有限公司), and has once served as the chairman, the president and the party secretary of China Changan Automobile Group Co., Ltd. (中國長安汽車集團有限公司), a director of Chongqing Changan Automobile Co., Ltd. (重慶長安汽車股份有限公司) (stock code on the Shenzhen Stock Exchange: 000625), and a deputy general manager, the general manager, the deputy party secretary, the vice chairman and the party secretary of Chongqing Qingshan Industrial Co., Ltd. (重慶青山工業有限責任公司).

**Ms. Hong Suli**, aged 41, holds an MBA degree. She is currently the secretary to the board, the chief investment officer, and the general manager of the strategic investment department of Guangzhou Industrial Investment Holding Group Co., Ltd. (廣州工業投資控股集團有限公司), a delegate of the 17th People's Congress of Haizhu District, Guangzhou, a director of Guangzhou Gongkong Capital Management Co., Ltd. (廣州工控資本管理有限公司), Guangzhou Energy Storage Group Co., Ltd. (廣州儲能集團有限公司), Jinming Machinery (Guangdong) Co., Ltd. (廣東金明精機股份有限公司) and Guangzhou Gongkong Wanbao Financial Leasing Co., Ltd. (廣州工控萬寶融資租賃有限公司), and the chairman of Guangzhou Gongkong Automobile Parts Group Co., Ltd. (廣州工控汽車零部件集團有限公司). She has served as an assistant to the general manager of Guangzhou Wanbao Trading Company (廣州萬寶貿易有限公司) and Henan Wanbao Industrial Development Company Limited (河南萬寶實業發展有限公司), the deputy secretary of party branch of Guangzhou Wanbao Commercial Development Group Co., Ltd. (廣州萬寶商業發展集團有限公司), the chairman of Guangzhou Wanbao Changrui Investment Co., Ltd. (廣州萬寶長睿投資有限公司), and the office director and the general manager of the investment management department of Guangzhou Industrial Investment Holding Group Co., Ltd.

Mr. Zhou Kaiquan and Ms. Hong Suli did not and will not receive any Directors' fees from the Company, nor have they entered into service contracts with the Company.

Save as disclosed above, Mr. Zhou Kaiquan and Ms. Hong Suli:

- (1) did not hold any directorship in any other listed companies in Hong Kong or overseas or any other position with the Company and other members of the Group in the past three years prior to the date of this announcement;
- (2) have no interest in the Shares of the Company within the meaning of Part XV of the SFO; and
- (3) do not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Save as disclosed above, there is no other information relating to the election of Mr. Zhou Kaiquan and Ms. Hong Suli as Directors required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Hong Kong Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Matters regarding retiring Directors, biographical and remuneration information of other re-elected Directors, and any information that needs to be disclosed in accordance with Rule 13.51(2) of the Hong Kong Listing Rules have been set out in the Circular.

#### **RE-ELECTION OF STAFF REPRESENTATIVE DIRECTOR**

The staff representatives' meeting of the Company had, by way of secret ballot, re-elected Ms. Deng Lei (“**Ms. Deng**”) as a staff representative Director of the seventh session of the Board with a term of office of three years commencing on 28 March 2025, who shall, together with the Directors elected at the EGM, namely Mr. Feng Xingya, Mr. Chen Xiaomu, Mr. Zhou Kaiquan, Mr. Wang Yiwei, Ms. Hong Suli, Mr. Zhao Fuquan, Mr. Xiao Shengfang, Mr. Wong Hakkun and Mr. Song Tiebo, form the seventh session of the Board.

The biographical details of Ms. Deng are set out as follows:

**Ms. Deng**, aged 48, is currently a non-executive Director (staff representative Director) and the chairman of the labour union. Ms. Deng has previously served as assistant to the general manager, director of the office, director of the general manager's office, director of the party committee office of the Company and a member of the Company's executive committee. Ms. Deng graduated from South China Normal University (華南師範大學) with a Bachelor of Arts degree in July 1999.

As at the date of this announcement, Ms. Deng beneficially owned 191,130 A Shares and 340,000 A share options of the Company.

Ms. Deng did not and will not receive any Director's fee from the Company, nor has she entered into a service contract with the Company.

Save as disclosed above, Ms. Deng:

- (1) did not hold any directorship in any other listed companies in Hong Kong or overseas or any other position with the Company and other members of the Group in the past three years prior to the date of this announcement;
- (2) has no interest in the Shares of the Company within the meaning of Part XV of the SFO; and
- (3) does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company.

Save as disclosed above, there is no other information relating to the re-election of Ms. Deng as a Director required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Hong Kong Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

By order of the Board  
**Guangzhou Automobile Group Co., Ltd.**  
**FENG Xingya**  
*Chairman*

Guangzhou, the PRC, 28 March 2025

*As at the date of this announcement (and after the changes in certain non-executive Directors), the executive director of the Company is FENG Xingya, the non-executive directors of the Company are CHEN Xiaomu, DENG Lei, ZHOU Kaiquan, WANG Yiwei and HONG Suli, and the independent non-executive directors of the Company are ZHAO Fuquan, XIAO Shengfang, WONG Hakkun and SONG Tiebo.*