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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)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES OF GENERAL MEETINGS AND THE RULES OF PROCEDURES OF THE BOARD**

This announcement is made by Guangzhou Automobile Group Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

On 1 July 2024, the newly amended Company Law of the People's Republic of China (the “**Company Law**”) came into effect and was implemented. It permits companies to operate without a supervisory committee, instead being supervised by an audit committee, while also strengthening mechanisms for protecting shareholders' rights and accountability. On 28 March 2025, the China Securities Regulatory Commission issued the latest revised “Guidelines for Articles of Association of Listed Companies” and the “Rules of Procedures of General Meetings”, which clarified that the supervisory committee of a listed company shall be abolished, the relevant duties shall be assumed by the audit committee, and the relevant expressions were concurrently amended for the purpose of alignment with the Company Law. On 24 January 2025, the Stock Exchange published the “Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments”, which requires companies listed on the Stock Exchange to allow shareholders to be contacted through electronic communications. On 31 March 2023, the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” was repealed. In addition, the Company's total share capital has changed as a result of the Company's implementation of the equity incentive plan to grant options and restricted shares to incentive recipients and the implementation of the share repurchase and cancellation of a portion of repurchased shares.

In accordance with the aforesaid changes in laws, regulations and regulatory rules, and taking into account the actual situation of the Company, the board of directors (the “**Board**”) of the Company held a meeting on 12 September 2025 to propose to change the registered capital of the Company and make amendments to the Company's Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board (hereinafter referred to as the “**Articles of**

**Association**”, the “**Rules of Procedures of General Meetings**”, the “**Rules of Procedures of the Board**”, respectively). After the amendments to the Articles of Association become effective, the supervisory committee of the Company shall be formally abolished and the relevant duties shall be undertaken by the audit committee of the Company. Meanwhile, the “Rules of Procedures of the Supervisory Committee of Guangzhou Automobile Group Co., Ltd.” shall be abolished simultaneously.

The major amendments to the Articles of Association include: (1) abolishing the supervisory committee of the Company, with its relevant duties and responsibilities to be assumed by the audit committee of the Company, and adding a dedicated section of the specialized committee; (2) amending “General Meeting”(股東大會) to “General Meeting” (股東會); (3) strengthening shareholders’ rights by adjusting the proportion of the total number of voting shares of the Company held individually or collectively by the Company’s shareholder(s) who have the right to submit proposals to the Company; (4) expressly allowing the shareholders of the Company to give relevant instructions to the issuer in relation to attendance at meetings and appointment of proxies by electronic means; and (5) making other miscellaneous amendments. The above proposed amendments will not cause any changes to the existing rights of the Company’s class shareholders or the existing arrangements for class shareholders’ meetings, and shall not involve voting by class shareholders.

### **The EGM and Circular**

According to the Articles of Association and the relevant laws and regulations, the proposed amendments to the Articles of Association shall be subject to the consideration and approval of the shareholders of the Company at the extraordinary general meeting of the Company (the “**EGM**”) by way of special resolution, while the proposed amendments to the Rules of Procedures of General Meetings and the Rules of Procedures of the Board shall be subject to the consideration and approval by way of ordinary resolutions.

A circular of the Company (including the notice of the EGM) containing details of, among other things, the proposed change of registered capital of the Company and amendments to the Articles of Association, the Rules of Procedures of General Meetings and the Rules of Procedures of the Board, will be despatched to the shareholders of the Company in due course.

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

Guangzhou, the PRC, 12 September 2025

*As at the date of this announcement, 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.*