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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 ANNUAL GENERAL MEETING  
HELD ON 12 JUNE 2026  
(2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
(3) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Reference is made to the circular (the “**Circular**”) and the notice of 2025 annual general meeting (the “**AGM Notice**”) dated 22 May 2026 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 AGM was held at Conference Room 102, Building T2, No. 668 Jinshan Road East, Panyu District, Guangzhou, Guangdong Province, the PRC at 10:00 a.m. on Friday, 12 June 2026.

The holding of the AGM was in compliance with the requirements of the PRC Company Law and the provisions of the Articles of Association. The AGM was chaired by Mr. Feng Xingya, the chairman and save for Mr. Xia Xianqing, Mr. Zhou Kaiquan, Mr. Wang Yiwei, Mr. Zhao Fuquan, Mr. Xiao Shengfang and Mr. Song Tiebo 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 at the AGM and Beijing Tian Yuan Law Firm acted as the witnessing lawyer at the AGM.

The record date and time for determining the entitlement of the Shareholders to attend and vote at the AGM was 4:30 p.m. on Monday, 8 June 2026 (the “**Record Date**”). There was no book close period in respect of the AGM.

## RESULTS OF THE AGM

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 14,799,854 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 AGM and the Company has not exercised the voting rights of the Treasury Shares at the AGM. Therefore, the total number of Shares with voting right is 10,182,266,046 Shares, including 7,368,897,741 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 AGM 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 AGM. 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 AGM held an aggregate of 6,069,371,724 Shares with voting right, representing approximately 59.61% of the total number of Shares with voting right.

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

Ordinary resolutions <sup>(Note)</sup>		No. of Shares voted and percentage of total number of Shares voted (approximate %)			
		For	Against	Abstain	Total
As more than half (1/2) of the votes from the Shareholders who attended and voted at the AGM were cast in favour of each of the following resolutions, the following resolutions were duly passed as ordinary resolutions respectively:					
1.	The resolution on the annual report and its summary for the year 2025	6,063,143,143 (99.8974%)	5,360,861 (0.0883%)	867,720 (0.0143%)	6,069,371,724 (100%)
2.	The resolution on the work report of the board of directors for the year 2025	6,062,906,643 (99.8935%)	5,728,861 (0.0944%)	736,220 (0.0121%)	6,069,371,724 (100%)
3.	The resolution on the financial report for the year 2025	6,062,538,551 (99.8874%)	5,372,961 (0.0885%)	1,460,212 (0.0241%)	6,069,371,724 (100%)
4.	The resolution on the proposal for profit distribution for the year 2025	6,062,641,471 (99.8891%)	5,726,761 (0.0944%)	1,003,492 (0.0165%)	6,069,371,724 (100%)

<b>Ordinary resolutions</b> <i>(Note)</i>		<b>No. of Shares voted and percentage of total number of Shares voted (approximate %)</b>			
		<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Total</b>
5.	The resolution on the appointment of auditors for the year 2026	6,062,953,471 (99.8943%)	5,376,861 (0.0886%)	1,041,392 (0.0172%)	6,069,371,724 (100%)
6.	The resolution on the appointment of internal control auditors for the year 2026	6,062,950,952 (99.8942%)	5,374,461 (0.0886%)	1,046,311 (0.0172%)	6,069,371,724 (100%)
7.	The resolution on the related party transactions concerning the financial services business with related parties	5,975,859,637 (98.4593%)	92,532,095 (1.5246%)	979,992 (0.0161%)	6,069,371,724 (100%)
<b>Special resolution</b> <i>(Note)</i>		<b>No. of Shares voted and percentage of total number of Shares voted (approximate %)</b>			
		<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Total</b>
As more than two-thirds (2/3) of the votes from the Shareholders who attended and voted at the AGM were cast in favour of the following resolution, the following resolution was duly passed as special resolution:					
8.	The resolution on requesting the general meeting to grant the board of directors a general mandate to issue debt financing instruments	6,062,690,671 (99.8899%)	5,754,461 (0.0948%)	926,592 (0.0153%)	6,069,371,724 (100%)
<b>Ordinary resolutions</b> <i>(Note)</i>		<b>No. of Shares voted and percentage of total number of Shares voted (approximate %)</b>			
		<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Total</b>
As more than half (1/2) of the votes from the Shareholders who attended and voted at the AGM were cast in favour of each of the following resolutions, the following resolutions were duly passed as ordinary resolutions respectively:					
9.	The resolution on the engagement in forward foreign exchange transactions business	6,063,026,871 (99.8955%)	5,359,761 (0.0883%)	985,092 (0.0162%)	6,069,371,724 (100%)
10.	The resolution on the formulation of the Remuneration Management Rules of Directors and Senior Management	6,062,306,431 (99.8836%)	6,089,201 (0.1003%)	976,092 (0.0161%)	6,069,371,724 (100%)

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 AGM
By way of cumulative voting, as more than half (1/2) of the votes from the Shareholders who attended and voted at the AGM were cast in favour of each of the following resolutions, the following resolutions were duly passed as ordinary resolutions respectively:			
11.	The resolution on the by-election of director		
11.01	By-election of Mr. Cao Xiaojun as a non-executive director of the seventh session of the board of directors	6,051,395,338	99.7038%
12.	The resolution on the election of independent non-executive directors		
12.01	Election of Mr. Yang Diange as an independent non-executive director	6,056,409,006	99.7864%
12.02	Election of Mr. Zhang Yanlong as an independent non-executive director	6,056,491,171	99.7878%
12.03	Election of Mr. Zhu Zhengfu as an independent non-executive director	6,056,423,188	99.7867%
12.04	Election of Mr. Li Wenjing as an independent non-executive director	6,056,626,820	99.7900%

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

In addition, the duty report of the independent Directors for 2025 was also presented at the AGM.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company on 21 May 2026. Mr. Chen Xiaomu resigned as a non-executive Director due to work adjustments, effective from 21 May 2026. As the resolution on the by-election of Mr. Cao Xiaojun (“**Mr. Cao**”) as a Director of the seventh session of the Board was duly passed at the AGM upon deliberation, the Board is pleased to announce that Mr. Cao is appointed as a non-executive Director, with a term of office same as the current session of the Board. The biographical details of Mr. Cao are set out as follows:

**Mr. Cao Xiaojun (曹曉軍)**, aged 52, is a member of the Communist Party of China. He holds a Master of Business Administration. He currently serves as the deputy secretary of the Party Committee of the Company. He previously served as the deputy secretary of the Party Committee and a director of Guangzhou Metro Group Co., Ltd.\* (廣州地鐵集團有限公司), the head of the

organization department of the Party Committee, the director of the armed forces department, the deputy principal of the Metro Party School and the secretary of the Party branch of the Party mass work department.

Mr. Cao did not and will not receive any Director's fees from the Company, nor did he enter into a service contract with the Company.

Save as disclosed above, as at the date of this announcement:

- (1) Mr. Cao 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;
- (2) Mr. Cao has no interest in the Shares of the Company within the meaning of Part XV of the SFO;
- (3) Mr. Cao does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and
- (4) there is no other information relating to the appointment of Mr. Cao as a non-executive Director which is 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.

## **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

As stated in the Circular, the six-year term of office of the four current independent non-executive Directors, namely Mr. Zhao Fuquan, Mr. Xiao Shengfang, Mr. Wong Hakkun, and Mr. Song Tiebo has expired on 29 May 2026. After the conclusion of the AGM, they will no longer serve as independent non-executive Directors and members of the relevant Board committees. They have confirmed that they have no disagreement with the Board 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. Zhao Fuquan, Mr. Xiao Shengfang, Mr. Wong Hakkun, and Mr. Song Tiebo for their contributions to the Group during their tenure as independent non-executive Directors. The resolutions on the election of Mr. Yang Diange, Mr. Zhang Yanlong, Mr. Zhu Zhengfu and Mr. Li Wenjing as independent non-executive Directors were duly passed at the AGM upon deliberation, the Board is pleased to announce that Mr. Yang Diange, Mr. Zhang Yanlong, Mr. Zhu Zhengfu and Mr. Li Wenjing are appointed as independent non-executive Directors, with a term of office same as the current session of the Board. The Company has entered into letters of appointment with Mr. Yang Diange, Mr. Zhang Yanlong, Mr. Zhu Zhengfu and Mr. Li Wenjing, respectively. Their annual Director's fee will be RMB150,000, which is determined with reference to their duties and the prevailing market conditions.

To the best knowledge of the Board, Mr. Yang Diange, Mr. Zhang Yanlong, Mr. Zhu Zhengfu and Mr. Li Wenjing have confirmed to the Company that: (i) they have met all the independence criteria as set out in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) they have no past or present financial or other interests in the business of the Company or its subsidiaries and do not have any connection with any core connected person of the Company (as defined in the Hong Kong Listing Rules); and (iii) there are no other factors that may affect their independence. The Board and the Nomination Committee are also of the view that Mr. Yang Diange, Mr. Zhang Yanlong, Mr. Zhu Zhengfu and Mr. Li Wenjing meet the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and are independent in accordance with the terms of the guidelines.

With effect from the same date, Mr. Yang Diange has been appointed as a member of the Strategy Committee and the Remuneration and Assessment Committee; Mr. Zhang Yanlong has been appointed as the chairman of the Remuneration and Assessment Committee and as a member of the Strategy Committee, the Nomination Committee and the Audit Committee; Mr. Zhu Zhengfu has been appointed as the chairman of the Nomination Committee and as a member of the Audit Committee; and Mr. Li Wenjing has been appointed as the chairman of the Audit Committee and as a member of the Remuneration and Assessment Committee and the Strategy Committee. Further, Mr. Xia Xianqing has been appointed as a member of the Strategy Committee and Ms. Hong Suli has been appointed as a member of the Nomination Committee. As Ms. Hong Suli becomes a member of the Nomination Committee, the Nomination Committee will include one Director of a different gender in compliance with code provision B.3.5 of the Corporate Governance Code as set out in Appendix C1 to the Hong Kong Listing Rules (effective from 1 July 2025). At the same time, Mr. Zhou Kaiquan will no longer serve as a member of the Strategy Committee, the Remuneration and Assessment Committee and the Nomination Committee. Mr. Feng Xingya and Ms. Hong Suli will continue to serve as the chairman and member of the Strategy Committee respectively. The term of office of members of the special committees of the seventh session of the Board will be the same as that of the current session of the Board. For the composition of the committees of the Board, please refer to the notice of the Company dated 12 June 2026 in relation to the List of Directors and their Roles and Functions.

The biographical details of the newly appointed independent non-executive Directors are set out as follows:

**Mr. Yang Diange (楊殿閣)**, aged 52, holds a doctorate degree. He currently serves as a professor at the School of Vehicle and Mobility of Tsinghua University. He previously served as the dean of the School of Vehicle and Mobility, the director of the Development Planning Office, the director of the Academic Affairs Office, the director of the Teaching Department, the director of the Human Resources Office and the director of the Talent Office of Tsinghua University.

**Mr. Zhang Yanlong (張閔龍)**, aged 46, holds a doctoral degree. He currently serves as the deputy dean of Guanghua School of Management at Peking University and a professor in the Department of Organisation and Strategic Management, a “Young Changjiang Scholar” of the Ministry of Education, an assistant to the dean of the Institute of Area and Countries Studies at Peking University and the deputy dean of the China National Institute for Research of Development Strategy on Hi-Tech

Industry Development Zone at Peking University. He obtained his Bachelor and Master of Sociology in 2002 and 2005, respectively, and received a doctoral degree in Sociology from Duke University in the USA in 2012. His main research areas include organisational theories, corporate social responsibility, environment, social and governance, innovative entrepreneurship and social networks. He concurrently serves as an independent director of Lakala Payment Co., Ltd.\* (拉卡拉支付股份有限公司) (SZSE: 300773). He previously served as the deputy professor and the executive director of the Master of Business Administration Program of Guanghua School of Management at Peking University.

**Mr. Zhu Zhengfu (朱征夫)**, aged 61, holds a doctorate degree in law and is a senior lawyer. He currently serves as the chairman of partners' meetings and a lawyer at Beijing Hylands (Guangzhou) Law Firm\* (北京浩天(廣州)律師事務所), a member to the 14th National People's Congress of the PRC and the president of Guangdong Bankruptcy Administrators Association\* (廣東省破產管理人協會). He concurrently serves as an independent director of 1 Pharmacy Technology (Shanghai) Co., Ltd.\* (壹藥網科技(上海)股份有限公司) (NASDAQ: YI) and Guang Dong Yuecai Trust Co., Ltd.\* (廣東粵財信託有限公司). He previously served as a member of the 11th, 12th and 13th National Committee of the Chinese People's Political Consultative Conference, the vice president of the 8th and 9th All China Lawyers Association, an independent director of Daan Gene Co., Ltd.\* (廣州達安基因股份有限公司) (SZSE: 002030), Poly Developments and Holdings Group Co., Ltd.\* (保利發展控股集團股份有限公司) (SSE: 600048) and Dongjiang Environmental Company Limited\* (東江環保股份有限公司) (Stock Exchange: 00895; SZSE: 002672).

**Mr. Li Wenjing (黎文靖)**, aged 46, holds a doctorate degree in accountancy. He currently serves as a professor and the dean of the Management School of Jinan University\* (暨南大學), and concurrently serves as an independent director of GF Securities Co., Ltd.\* (廣發證券股份有限公司) (Stock Exchange: 01776; SZSE: 000776). He previously served as a lecturer and an associate professor at the School of Management of Jinan University, as well as the deputy department head and the department head of the Department of Accounting of Jinan University. He previously served as an independent director of Longse Technology Limited\* (長視科技股份有限公司), Shenzhen Xunfang Technologies Co., Ltd.\* (深圳市迅方技術股份有限公司), By-Health Co., Ltd.\* (湯臣倍健股份有限公司) (SZSE: 300146) and Zhuhai Huajin Capital Co., Ltd.\* (珠海華金資本股份有限公司) (SZSE: 000532), and an external supervisor of China Guangfa Bank Co., Ltd.\* (廣發銀行股份有限公司).

Save as disclosed above, as at the date of this announcement, Mr. Yang Diange, Mr. Zhang Yanlong, Mr. Zhu Zhengfu and Mr. Li Wenjing:

- (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;
- (2) have no interest in the Shares of the Company within the meaning of Part XV of the SFO;
- (3) do not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and

- (4) there is no other information relating to the appointment of the above independent non-executive Directors which is 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.

## **NO PROFIT DISTRIBUTION FOR THE YEAR 2025**

As audited by ShineWing Certified Public Accountants, the Company's net loss attributable to shareholders of the parent company for the year 2025 was RMB8.784 billion. As at 31 December 2025, undistributed profits in the financial statements of the Company's parent company were RMB55.407 billion. In accordance with the Articles of Association and the Dividend Distribution Plans for Shareholders (2024-2026), the conditions for the Company to make a cash dividend are that the distributable profits for the year (i.e. the post-tax profits remaining after the Company has offset losses and set aside capital reserves) and the accumulated undistributed profits are positive. As the Company has recorded a net loss attributable to the Shareholders for the year 2025 with no profit realized, in order to safeguard the Company's normal production and operations, better protect the long-term interests of all Shareholders, and taking into account both the Company's long-term development and short-term operational needs, no profit distribution will be made for the year 2025, nor will any capital reserve be converted into share capital or other forms of distribution be carried out. The Company will continue to advance reform and development, make every effort to enhance operational quality and profitability, and strive to provide investors with sustained and stable value returns.

\* *For identification purpose only.*

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

Guangzhou, the PRC, 12 June 2026

*As at the date of this announcement (and after the appointment of the non-executive Director and the change of independent non-executive Directors), the executive directors of the Company are FENG Xingya and XIA Xianqing, the non-executive directors of the Company are DENG Lei, ZHOU Kaiquan, WANG Yiwei, HONG Suli and CAO Xiaojun, and the independent non-executive directors of the Company are YANG Diange, ZHANG Yanlong, ZHU Zhengfu and LI Wenjing.*