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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) 2014 FIRST EXTRAORDINARY GENERAL MEETING

(2) 2014 FIRST CLASS MEETING FOR HOLDERS OF A SHARES

AND

(3) 2014 FIRST CLASS MEETING FOR HOLDERS OF H SHARES

HELD ON 19 SEPTEMBER 2014

Reference is made to the notice of 2014 first extraordinary general meeting, the notice of 2014 first class meeting for holders of H shares and the circular (the “**Circular**”) of Guangzhou Automobile Group Co., Ltd. (the “**Company**”) dated 5 August 2014 and the supplemental notice of 2014 first extraordinary general meeting (the “**Supplemental EGM Notice**”), the supplemental notice of 2014 first class meeting for holders of H shares (the “**Supplemental H Shareholders’ Class Meeting Notice**”) and the supplemental circular (the “**Supplemental Circular**”) of the Company dated 3 September 2014. Capitalised terms used in this announcement have the same meanings as defined in the Circular and Supplemental Circular.

The Board is pleased to announce that the EGM, A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting were held at the conference room on 7th Floor of GAC Center, Xingguo Road No. 23, Zhujiang New Town, Tianhe District, Guangzhou at 2:00 p.m. on Friday, 19 September 2014 (convened in the order of the EGM, A Shareholders’ Class Meeting and H Shareholders’ Class Meeting).

The EGM, A Shareholders’ Class Meeting and H Shareholders’ Class Meeting were held in compliance with the requirements of the Company Law and the Articles of Association and were chaired by Mr. Zhang Fangyou, the Chairman of the Company.

In order to determine the list of Shareholders entitled to attend the EGM, A Shareholders’ Class Meeting and H Shareholders’ Class Meeting, the register of members of the Company was closed from 20 August 2014 to 19 September 2014 (both dates inclusive), during which period no transfer of shares was registered. As at the date of the EGM, A Shareholders’ Class Meeting and H Shareholders’ Class Meeting, the total number of Shares in issue was 6,435,020,097, of which 4,221,719,879 Shares

were A Shares, representing approximately 65.61% of the total number of Shares then in issue, and 2,213,300,218 Shares were H Shares, representing approximately 34.39% of the total number of Shares then in issue.

There were no Shares entitling the holders to attend the EGM, A Shareholders' Class Meeting and/or 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 thereat.

In compliance with the requirements of the Listing Rules, Tricor Investor Services Limited, the Company's share registrar for H Shares in Hong Kong acted as scrutineer for the vote-taking of the EGM, A Shareholders' Class Meeting and the H Shareholders' Class Meeting. Beijing Hairun Law Firm acted as the witnessing lawyer at the EGM, A Shareholders' Class Meeting and the H Shareholders' Class Meeting.

POLL RESULTS OF THE EGM

As at the date of the EGM, the total number of Shares entitling the holders to attend and vote for or against the ordinary and special resolutions at the EGM were 6,435,020,097.

Shareholders and proxies who attended the EGM held 5,371,373,305 Shares with voting right, representing approximately 83.47% of the Company's total number of Shares entitling the holders to attend and vote at the EGM.

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

		No. of Shares voted and percentage of total number of Shares voted (approximate %)			
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 respectively, the resolutions were duly passed as ordinary resolutions:					
Ordinary Resolutions^(Note)		For	Against	Abstain	Total
1.	Resolution in relation to the amendments to the Administrative System of Proceeds of Guangzhou Automobile Group Co., Ltd.	5,364,024,255 (99.85%)	7,302,950 (0.14%)	46,100 (0.01%)	5,371,373,305 (100.00%)
2.	Resolution in relation to the provision of guarantee to bank borrowings of Guangzhou United Exchange Park Business Investment Co., Ltd. by Guangzhou Automobile Business Group Co., Ltd.	5,364,024,255 (99.85%)	7,349,050 (0.14%)	5,000 (0.01%)	5,371,373,305 (100.00%)

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 respectively, the resolutions were duly passed as special resolutions:

Special Resolutions^(Note)		For	Against	Abstain	Total
3.	Resolution in relation to the compliance with conditions for the issuance of A Share Convertible Bonds by the Company	5,324,263,051 (99.11%)	47,102,254 (0.88%)	8,000 (0.01%)	5,371,373,305 (100.00%)
4.	Resolution in relation to the proposal of issuance of A Share Convertible Bonds by the Company				
	4.1. Type of bonds to be issued	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.2. Issue size	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.3. Term	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.4. Par value and issue price	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.5. Interest rate	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.6. Interest payment	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.7. Conversion period	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.8. Ascertaining the Conversion Price	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.9. Adjustments to Conversion Price and calculation formulae	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.10. Downward adjustment to Conversion Price	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.11. Conversion method of fractional share	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.12. Terms of redemption	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.13. Terms of sale back	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.14. Dividend rights during the years of conversion	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.15. Method of issuance and target subscribers	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.16. Subscription arrangement for the existing Shareholders	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)

	4.17. Matters relating to CB Holders' meetings	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.18. Use of proceeds from the issuance of the A Share Convertible Bonds	5,312,514,052 (98.91%)	58,263,253 (1.08%)	596,000 (0.01%)	5,371,373,305 (100.00%)
	4.19. Guarantee	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.20. The validity period of the resolution of the issuance of the A Share Convertible Bonds and timing of the issuance	5,303,664,872 (98.73%)	67,700,433 (1.26%)	8,000 (0.01%)	5,371,373,305 (100.00%)
	4.21. Authorisation to the Board or its authorised persons at the Shareholders' meeting	5,313,102,052 (98.91%)	58,263,253 (1.08%)	8,000 (0.01%)	5,371,373,305 (100.00%)
5.	Resolution in relation to the Proposal on Feasibility of the Use of Proceeds of the Issuance of A Share Convertible Bonds towards Investment Projects of the Company	5,310,834,052 (98.86%)	60,488,153 (1.13%)	51,100 (0.01%)	5,371,373,305 (100.00%)
6.	Resolution in relation to the Report on the Utilisation of the Proceeds from Previous Fund-Raising Activity of the Company	5,364,019,255 (99.85%)	7,302,950 (0.14%)	51,100 (0.01%)	5,371,373,305 (100.00%)
7.	Resolution in relation to the amendments to the Articles of Association of Guangzhou Automobile Group Co., Ltd.	5,343,421,076 (99.47%)	27,901,129 (0.52%)	51,100 (0.01%)	5,371,373,305 (100.00%)
8.	Resolution in relation to the A Share Option Incentive Scheme of Guangzhou Automobile Group Co., Ltd (Amended Draft) and its summary				
	8.1. Basis and scope for confirming the Participants of the Scheme	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.2. The source and number of Subject Shares of the Scheme	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.3. Exact amount of Share Options granted to Participants under the Scheme	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.4. The Validity Period, Date of Grant, Vesting Period, Exercise Date and lock-up period	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.5. Exercise Price and Conditions of Exercise of the Share Options under the Scheme	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)

	8.6. Conditions of Grant and Conditions of Exercise of the Share Options under the Scheme	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.7. Adjustment method and procedures relating to the number of Share Options under the Scheme	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.8. The accounting treatment and impact on business performance of the Scheme	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.9. Method for implementation of the Scheme	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.10. Rights and liabilities of the Company and Participants	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.11. Principles regarding repurchase and cancellation of Share Options	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.12. Adjustments made in the event of special changes in relation to the Company and Participant	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.13. Amendments to and termination of the Scheme	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
	8.14. Other important matters	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
9.	Resolution in relation to the Share Option Incentive Scheme Performance Appraisal Measures of Guangzhou Automobile Group Co., Ltd.	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)
10.	Resolution to authorise the Board to deal with the matters relating to the Scheme of the Company	5,356,620,316 (99.72%)	14,701,889 (0.27%)	51,100 (0.01%)	5,371,373,305 (100.00%)

Note: The full text of the above ordinary and special resolutions was set out in the Supplemental EGM Notice.

POLL RESULTS OF A SHAREHOLDERS' CLASS MEETING

As at the date 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 were 4,221,719,879 A Shares.

Shareholders and proxies who attended the A Shareholders' Class Meeting held 3,983,680,372 A Shares with voting right, representing approximately 94.36% of the Company's total number of A Shares entitling the holders to attend and vote at the A Shareholders' Class Meeting.

The resolutions at the A Shareholders' Class Meeting were put to vote by way of poll and were approved by the A Shareholders. The poll results of the resolutions voted at the A Shareholders' Class Meeting were as follows:

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 respectively, the resolutions were duly passed as special resolutions:					
Special Resolutions ^(Note)		For	Against	Abstain	Total
1.	Resolution in relation to the proposal of issuance of A Share Convertible Bonds by the Company				
	1.1 Type of bonds to be issued	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.2 Issue size	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.3 Term	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.4 Par value and issue price	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.5 Interest rate	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.6 Interest payment	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.7 Conversion period	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.8 Ascertaining the Conversion Price	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.9 Adjustments to Conversion Price and calculation formulae	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.10 Downward adjustment to Conversion Price	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.11 Conversion method of fractional share	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.12 Terms of redemption	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.13 Terms of sale back	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.14 Dividend rights during the years of conversion	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.15 Method of issuance and target subscribers	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.16 Subscription arrangement for the existing Shareholders	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)

	1.17 Matters relating to CB Holders' meetings	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.18 Use of proceeds from the issuance of the A Share Convertible Bonds	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.19 Guarantee	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.20 The validity period of the resolution of the issuance of the A Share Convertible Bonds and timing of the issuance	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
	1.21 Authorisation to the Board or its authorised persons at the Shareholders' meeting	3,983,577,672 (99.9974%)	94,700 (0.0024%)	8,000 (0.0002%)	3,983,680,372 (100.00%)
2.	Resolution in relation to the A Share Option Incentive Scheme of Guangzhou Automobile Group Co., Ltd (Amended Draft) and its summary				
	2.1 Basis and scope for confirming the Participants of the Scheme	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.2 The source and number of Subject Shares of the Scheme	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.3 Exact amount of Share Options granted to Participants under the Scheme	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.4 The Validity Period, Date of Grant, Vesting Period, Exercise Date and lock-up period	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.5 Exercise Price and Conditions of Exercise of the Share Options under the Scheme	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.6 Conditions of Grant and Conditions of Exercise of the Share Options under the Scheme	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.7 Adjustment method and procedures relating to the number of Share Options under the Scheme	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.8 The accounting treatment and impact on business performance of the Scheme	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.9 Method for implementation of the Scheme	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.10 Rights and liabilities of the Company and Participants	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)

	2.11 Principles regarding repurchase and cancellation of Share Options	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.12 Adjustments made in the event of special changes in relation to the Company and Participant	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.13 Amendments to and termination of the Scheme	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
	2.14 Other important matters	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
3.	Resolution in relation to the Share Option Incentive Scheme Performance Appraisal Measures of Guangzhou Automobile Group Co., Ltd.	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)
4.	Resolution to authorise the Board to deal with the matters relating to the Scheme of the Company	3,983,577,672 (99.9974%)	51,600 (0.0013%)	51,100 (0.0013%)	3,983,680,372 (100.00%)

Note: The full text of the above special resolutions was set out in the “Announcement relating to the additional proposed resolutions at the 2014 First Extraordinary General Meeting, the 2014 First Class Meeting for Holders of A Shares and the 2014 First Class Meeting for Holders of H Shares of Guangzhou Automobile Group Co., Ltd” (《廣州汽車集團股份有限公司關於2014年第一次臨時股東大會、2014年第一次A股類別股東會議及2014年第一次H股類別股東會議增加臨時提案的公告》) dated 2 September 2014 that was published on the websites of the Stock Exchange as an overseas regulatory announcement and the Shanghai Stock Exchange.

POLL RESULTS OF H SHAREHOLDERS’ CLASS MEETING

As at the date 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 were 2,213,300,218 H Shares.

Shareholders and proxies who attended the H Shareholders’ Class Meeting held 1,419,808,933 H Shares with voting right, representing approximately 64.15% of the Company’s total number of H Shares entitling the holders to attend and vote at the H Shareholders’ Class Meeting.

The resolutions at the H Shareholders' Class Meeting were put to vote by way of poll and were approved by the H Shareholders. The poll results of the resolutions voted at the H Shareholders' Class Meeting were as follows:

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 respectively, the resolutions were duly passed as special resolutions:					
Special Resolutions ^(Note)		For	Against	Abstain	Total
1.	Resolution in relation to the proposal of issuance of A Share Convertible Bonds by the Company				
	1.1 Type of bonds to be issued	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.2 Issue size	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.3 Term	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.4 Par value and issue price	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.5 Interest rate	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.6 Interest payment	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.7 Conversion period	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.8 Ascertaining the Conversion Price	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.9 Adjustments to Conversion Price and calculation formulae	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.10 Downward adjustment to Conversion Price	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.11 Conversion method of fractional share	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.12 Terms of redemption	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.13 Terms of sale back	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.14 Dividend rights during the years of conversion	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.15 Method of issuance and target subscribers	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)

	1.16 Subscription arrangement for the existing Shareholders	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.17 Matters relating to CB Holders' meetings	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.18 Use of proceeds from the issuance of the A Share Convertible Bonds	1,361,642,380 (95.90%)	58,166,533 (4.10%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.19 Guarantee	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.20 The validity period of the resolution of the issuance of the A Share Convertible Bonds and timing of the issuance	1,352,205,200 (95.24%)	67,603,733 (4.76%)	0 (0.00%)	1,419,808,933 (100.00%)
	1.21 Authorisation to the Board or its authorised persons at the Shareholders' meeting	1,361,642,380 (95.90%)	58,166,533 (4.10%)	0 (0.00%)	1,419,808,933 (100.00%)
2.	Resolution in relation to the A Share Option Incentive Scheme of Guangzhou Automobile Group Co., Ltd (Amended Draft) and its summary				
	2.1 Basis and scope for confirming the Participants of the Scheme	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.2 The source and number of Subject Shares of the Scheme	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.3 Exact amount of Share Options granted to Participants under the Scheme	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.4 The Validity Period, Date of Grant, Vesting Period, Exercise Date and lock-up period	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.5 Exercise Price and Conditions of Exercise of the Share Options under the Scheme	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.6 Conditions of Grant and Conditions of Exercise of the Share Options under the Scheme	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.7 Adjustment method and procedures relating to the number of Share Options under the Scheme	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.8 The accounting treatment and impact on business performance of the Scheme	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.9 Method for implementation of the Scheme	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)

	2.10 Rights and liabilities of the Company and Participants	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.11 Principles regarding repurchase and cancellation of Share Options	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.12 Adjustments made in the event of special changes in relation to the Company and Participant	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.13 Amendments to and termination of the Scheme	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
	2.14 Other important matters	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
3.	Resolution in relation to the Share Option Incentive Scheme Performance Appraisal Measures of Guangzhou Automobile Group Co., Ltd.	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)
4.	Resolution to authorise the Board to deal with the matters relating to the Scheme of the Company	1,405,158,644 (98.97%)	14,650,289 (1.03%)	0 (0.00%)	1,419,808,933 (100.00%)

Note: The full text of the above special resolutions was set out in the Supplemental H Shareholders' Class Meeting Notice.

By order of the Board
Guangzhou Automobile Group Co., Ltd.
Zhang Fangyou
Chairman

Guangzhou, the PRC, 19 September 2014

As at the date of this announcement, the executive directors of the Company are ZHANG Fangyou, ZENG Qinghong, YUAN Zhongrong and LU Sa, the non-executive directors of the Company are LIU Huilian, WEI Xiaoqin, LI Pingyi and DING Hongxiang and the independent non-executive directors of the Company are FU Yuwu, LAN Hailin, LI Fangjin, LEUNG Lincheong and WANG Susheng.