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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:

(annrovimate %)

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						
owing resolutions respectively, the resolution	ns were duly passed	as ordinary resolutio	ns:			
Ordinary Resolutions (Note)	For	Against	Abstain	Total		
Resolution in relation to the	5,364,024,255	7,302,950	46,100	5,371,373,305		
amendments to the Administrative	(99.85%)	(0.14%)	(0.01%)	(100.00%)		
System of Proceeds of Guangzhou						
Automobile Group Co., Ltd.						
Resolution in relation to the provision	5,364,024,255	7,349,050	5,000	5,371,373,305		
of guarantee to bank borrowings of	(99.85%)	(0.14%)	(0.01%)	(100.00%)		
Guangzhou United Exchange Park						
Business Investment Co., Ltd. by						
Guangzhou Automobile Business Group						
Co., Ltd.						
	Ordinary Resolutions (Note) Resolution in relation to the amendments to the Administrative System of Proceeds of Guangzhou Automobile Group Co., Ltd. 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	Ordinary Resolutions (Note) Resolution in relation to the amendments to the Administrative (99.85%) System of Proceeds of Guangzhou Automobile Group Co., Ltd. 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	nore than one half (1/2) of the votes from the Shareholders who attended and voted owing resolutions respectively, the resolutions were duly passed as ordinary resolution of the Resolution in relation to the Administrative (99.85%) (0.14%) System of Proceeds of Guangzhou Automobile Group Co., Ltd. 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	nore than one half (1/2) of the votes from the Shareholders who attended and voted at the EGM were owing resolutions respectively, the resolutions were duly passed as ordinary resolutions: Ordinary Resolutions		

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'	5,303,664,872	67,700,433	8,000	5,371,373,305
	meetings	(98.73%)	(1.26%)	(0.01%)	(100.00%)
	4.18. Use of proceeds from the issuance	5,312,514,052	58,263,253	596,000	5,371,373,305
	of the A Share Convertible Bonds	(98.91%)	(1.08%)	(0.01%)	(100.00%)
	4.19. Guarantee	5,303,664,872	67,700,433	8,000	5,371,373,305
		(98.73%)	(1.26%)	(0.01%)	(100.00%)
	4.20. The validity period of the	5,303,664,872	67,700,433	8,000	5,371,373,305
	resolution of the issuance of the	(98.73%)	(1.26%)	(0.01%)	(100.00%)
	A Share Convertible Bonds and				
	timing of the issuance				
	4.21. Authorisation to the Board or	5,313,102,052	58,263,253	8,000	5,371,373,305
	its authorised persons at the Shareholders' meeting	(98.91%)	(1.08%)	(0.01%)	(100.00%)
5.	Resolution in relation to the Proposal on	5,310,834,052	60,488,153	51,100	5,371,373,305
	Feasibility of the Use of Proceeds of the	(98.86%)	(1.13%)	(0.01%)	(100.00%)
	Issuance of A Share Convertible Bonds				
	towards Investment Projects of the				
	Company				
6.	Resolution in relation to the Report on	5,364,019,255	7,302,950	51,100	5,371,373,305
	the Utilisation of the Proceeds from Provious Fund Poising Activity of the	(99.85%)	(0.14%)	(0.01%)	(100.00%)
	Previous Fund-Raising Activity of the Company				
7.	Resolution in relation to the	5,343,421,076	27,901,129	51,100	5,371,373,305
	amendments to the Articles of	(99.47%)	(0.52%)	(0.01%)	(100.00%)
	Association of Guangzhou Automobile				
	Group Co., Ltd.				
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	5 256 620 216	14 701 990	51 100	5 271 272 205
	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	5,356,620,316	14,701,889	51,100	5,371,373,305
	Shares of the Scheme	(99.72%)	(0.27%)	(0.01%)	(100.00%)
	8.3. Exact amount of Share Options	5,356,620,316	14,701,889	51,100	5,371,373,305
	granted to Participants under the	(99.72%)	(0.27%)	(0.01%)	(100.00%)
	Scheme Scheme	(22.12.10)	(0.21/0)	(0.01/0)	(100.0070)
	8.4. The Validity Period, Date of Grant,	5,356,620,316	14,701,889	51,100	5,371,373,305
	Vesting Period, Exercise Date and lock-up period	(99.72%)	(0.27%)	(0.01%)	(100.00%)
	8.5. Exercise Price and Conditions	5,356,620,316	14,701,889	51,100	5,371,373,305
	of Evening of the Chang Ontions	(99.72%)	(0.27%)	(0.01%)	(100.00%)
	of Exercise of the Share Options under the Scheme	(77.7270)	(0.2770)	(0.0170)	(100.0070)

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

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	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.2 Issue size	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.3 Term	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.4 Par value and issue price	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.5 Interest rate	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.6 Interest payment	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.7 Conversion period	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.8 Ascertaining the Conversion Price	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.9 Adjustments to Conversion Price and calculation formulae	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.10 Downward adjustment to	3,983,577,672	94,700	8,000	3,983,680,372
Conversion Price	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.11 Conversion method of fractional share	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.12 Terms of redemption	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.13 Terms of sale back	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.14 Dividend rights during the years of conversion	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.15 Method of issuance and target subscribers	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
1.16 Subscription arrangement for the existing Shareholders	3,983,577,672	94,700	8,000	3,983,680,372
	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)

	1.17 Matters relating to CB Holders'	3,983,577,672	94,700	8,000	3,983,680,372
	meetings	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
	1.18 Use of proceeds from the issuance	3,983,577,672	94,700	8,000	3,983,680,372
	of the A Share Convertible Bonds	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
	1.19 Guarantee	3,983,577,672	94,700	8,000	3,983,680,372
		(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
	1.20 The validity period of the	3,983,577,672	94,700	8,000	3,983,680,372
	resolution of the issuance of the	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
	A Share Convertible Bonds and				
\vdash	timing of the issuance	2 002 555 (52	0.4.700	0.000	2 002 (00 272
	1.21 Authorisation to the Board or	3,983,577,672	94,700	8,000	3,983,680,372
	its authorised persons at the	(99.9974%)	(0.0024%)	(0.0002%)	(100.00%)
2.	Shareholders' meeting 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	3,983,577,672	51,600	51,100	3,983,680,372
	Participants of the Scheme	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
	2.2 The source and number of Subject	3,983,577,672	51,600	51,100	3,983,680,372
	Shares of the Scheme	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
	2.3 Exact amount of Share Options	3,983,577,672	51,600	51,100	3,983,680,372
	granted to Participants under the	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
	Scheme				
	2.4 The Validity Period, Date of Grant,	3,983,577,672	51,600	51,100	3,983,680,372
	Vesting Period, Exercise Date and	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
	lock-up period				
	2.5 Exercise Price and Conditions	3,983,577,672	51,600	51,100	3,983,680,372
	of Exercise of the Share Options	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
	under the Scheme	2 002 577 672	71 (00	71.100	2 002 (00 272
	2.6 Conditions of Grant and Conditions of Exercise of the	3,983,577,672 (99.9974%)	51,600	51,100	3,983,680,372
	Share Options under the Scheme	(99.99/4%)	(0.0013%)	(0.0013%)	(100.00%)
	2.7 Adjustment method and procedures	3,983,577,672	51,600	51,100	3,983,680,372
	relating to the number of Share	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
	Options under the Scheme	(55.557470)	(0.001370)	(0.001370)	(100.0070)
	2.8 The accounting treatment and	3,983,577,672	51,600	51,100	3,983,680,372
	impact on business performance of	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
	the Scheme		(' '-')	(,	
	2.9 Method for implementation of the	3,983,577,672	51,600	51,100	3,983,680,372
	Scheme	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
	2.10 Rights and liabilities of the	3,983,577,672	51,600	51,100	3,983,680,372
	Company and Participants	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)

		1	1	1
2.11 Principles regarding repurchase	3,983,577,672	51,600	51,100	3,983,680,372
and cancellation of Share Options	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
2.12 Adjustments made in the event of	3,983,577,672	51,600	51,100	3,983,680,372
special changes in relation to the	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
Company and Participant				
2.13 Amendments to and termination of	3,983,577,672	51,600	51,100	3,983,680,372
the Scheme	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
2.14 Other important matters	3,983,577,672	51,600	51,100	3,983,680,372
	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
Resolution in relation to the Share	3,983,577,672	51,600	51,100	3,983,680,372
Option Incentive Scheme Performance	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
Appraisal Measures of Guangzhou				
Automobile Group Co., Ltd.				
Resolution to authorise the Board to deal	3,983,577,672	51,600	51,100	3,983,680,372
with the matters relating to the Scheme	(99.9974%)	(0.0013%)	(0.0013%)	(100.00%)
of the Company				
	and cancellation of Share Options 2.12 Adjustments made in the event of special changes in relation to the Company and Participant 2.13 Amendments to and termination of the Scheme 2.14 Other important matters Resolution in relation to the Share Option Incentive Scheme Performance Appraisal Measures of Guangzhou Automobile Group Co., Ltd. Resolution to authorise the Board to deal with the matters relating to the Scheme	and cancellation of Share Options 2.12 Adjustments made in the event of special changes in relation to the Company and Participant 2.13 Amendments to and termination of the Scheme 2.14 Other important matters 3,983,577,672 (99.9974%) Resolution in relation to the Share Option Incentive Scheme Performance Appraisal Measures of Guangzhou Automobile Group Co., Ltd. Resolution to authorise the Board to deal with the matters relating to the Scheme (99.9974%)	and cancellation of Share Options (99.9974%) (0.0013%) 2.12 Adjustments made in the event of special changes in relation to the Company and Participant 2.13 Amendments to and termination of the Scheme (99.9974%) (0.0013%) 2.14 Other important matters (99.9974%) (0.0013%) Resolution in relation to the Share Option Incentive Scheme Performance Appraisal Measures of Guangzhou Automobile Group Co., Ltd. Resolution to authorise the Board to deal with the matters relating to the Scheme (99.9974%) (0.0013%)	and cancellation of Share Options (99.9974%) (0.0013%) (0.0013%) 2.12 Adjustments made in the event of special changes in relation to the Company and Participant 3,983,577,672 51,600 51,100 2.13 Amendments to and termination of the Scheme 3,983,577,672 51,600 51,100 2.14 Other important matters 3,983,577,672 51,600 51,100 2.14 Other important matters 3,983,577,672 51,600 51,100 (99.9974%) (0.0013%) (0.0013%) Resolution in relation to the Share Option Incentive Scheme Performance Appraisal Measures of Guangzhou Automobile Group Co., Ltd. (99.9974%) (0.0013%) (0.0013%) Resolution to authorise the Board to deal with the matters relating to the Scheme 3,983,577,672 51,600 51,100 (0.0013%) (0.0013%) (0.0013%) (0.0013%)

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	67,603,733	0	1,419,808,933
	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.2 Issue size	1,352,205,200	67,603,733	0	1,419,808,933
	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.3 Term	1,352,205,200	67,603,733	0	1,419,808,933
	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.4 Par value and issue price	1,352,205,200	67,603,733	0	1,419,808,933
	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.5 Interest rate	1,352,205,200	67,603,733	0	1,419,808,933
	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.6 Interest payment	1,352,205,200	67,603,733	0	1,419,808,933
	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.7 Conversion period	1,352,205,200	67,603,733	0	1,419,808,933
	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.8 Ascertaining the Conversion Price	1,352,205,200	67,603,733	0	1,419,808,933
	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.9 Adjustments to Conversion Price	1,352,205,200	67,603,733	0	1,419,808,933
and calculation formulae	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.10 Downward adjustment to	1,352,205,200	67,603,733	0	1,419,808,933
Conversion Price	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.11 Conversion method of fractional	1,352,205,200	67,603,733	0	1,419,808,933
share	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.12 Terms of redemption	1,352,205,200	67,603,733	0	1,419,808,933
	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.13 Terms of sale back	1,352,205,200	67,603,733	0	1,419,808,933
	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.14 Dividend rights during the years of	1,352,205,200	67,603,733	0	1,419,808,933
conversion	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.15 Method of issuance and target	1,352,205,200	67,603,733	0	1,419,808,933
subscribers	(95.24%)	(4.76%)	(0.00%)	(100.00%)

1.1	6 Subscription arrangement for the	1,352,205,200	67,603,733	0	1,419,808,933
	existing Shareholders	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.1	7 Matters relating to CB Holders'	1,352,205,200	67,603,733	0	1,419,808,933
	meetings	(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.1	8 Use of proceeds from the issuance	1,361,642,380	58,166,533	0	1,419,808,933
	of the A Share Convertible Bonds	(95.90%)	(4.10%)	(0.00%)	(100.00%)
1.1	9 Guarantee	1,352,205,200	67,603,733	0	1,419,808,933
		(95.24%)	(4.76%)	(0.00%)	(100.00%)
1.2	20 The validity period of the	1,352,205,200	67,603,733	0	1,419,808,933
	resolution of the issuance of the	(95.24%)	(4.76%)	(0.00%)	(100.00%)
	A Share Convertible Bonds and				
	timing of the issuance				
1.2	21 Authorisation to the Board or	1,361,642,380	58,166,533	0	1,419,808,933
	its authorised persons at the	(95.90%)	(4.10%)	(0.00%)	(100.00%)
	Shareholders' meeting				
	solution in relation to the A Share				
_	otion Incentive Scheme of Guangzhou				
	tomobile Group Co., Ltd (Amended				
	aft) and its summary	ı			
2.1		1,405,158,644	14,650,289	0	1,419,808,933
	Participants of the Scheme	(98.97%)	(1.03%)	(0.00%)	(100.00%)
2.2	3	1,405,158,644	14,650,289	0	1,419,808,933
	Shares of the Scheme	(98.97%)	(1.03%)	(0.00%)	(100.00%)
2.3	1	1,405,158,644	14,650,289	0	1,419,808,933
	granted to Participants under the Scheme	(98.97%)	(1.03%)	(0.00%)	(100.00%)
2.4		1 405 159 644	14,650,289	0	1 410 909 022
2.4	The Validity Period, Date of Grant, Vesting Period, Exercise Date and	1,405,158,644 (98.97%)	(1.03%)	(0.00%)	1,419,808,933 (100.00%)
	lock-up period	(70.7170)	(1.0370)	(0.0070)	(100.0070)
2.5	1 1	1,405,158,644	14,650,289	0	1,419,808,933
2.3	of Exercise of the Share Options	(98.97%)	(1.03%)	(0.00%)	(100.00%)
	under the Scheme	(50.5770)	(1.0370)	(0.0070)	(100.0070)
2.6		1,405,158,644	14,650,289	0	1,419,808,933
2.0	Conditions of Exercise of the	(98.97%)	(1.03%)	(0.00%)	(100.00%)
	Share Options under the Scheme	(50.5770)	(1.0570)	(0.0070)	(100.0070)
2.7		1,405,158,644	14,650,289	0	1,419,808,933
2.7	relating to the number of Share	(98.97%)	(1.03%)	(0.00%)	(100.00%)
	Options under the Scheme	(5015770)	(1100 / 0)	(0.0070)	(100,00,0)
2.8	_	1,405,158,644	14,650,289	0	1,419,808,933
0	impact on business performance of	(98.97%)	(1.03%)	(0.00%)	(100.00%)
	impact on business periormance or i	(/	()	(/-)	
	the Scheme				
2.9	the Scheme	1,405,158,644	14,650,289	0	1,419,808,933

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

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.