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BAOXIN AUTO GROUP LIMITED

寶信汽車集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1293)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON THURSDAY, JUNE 16, 2016

Reference is made to the circular of Baoxin Auto Group Limited (the “**Company**”) dated April 29, 2016 (the “**Circular**”) in relation to, among other things, general mandates to issue shares and to repurchase shares and re-election of retiring directors. Unless the context requires otherwise, terms used herein shall have the same meanings as defined in the Circular.

The board of directors (the “**Board**”) of the Company is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on Thursday, June 16, 2016, all the proposed resolutions as set out in the notice of the AGM were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended December 31, 2015.	2,081,610,689 (100.00%)	0 (0.00%)
2(a).	To re-elect the retiring directors:		
	(i) Mr. DIAO Jianshen as an independent non-executive director.	2,080,885,163 (99.97%)	707,526 (0.03%)
	(ii) Mr. WANG Keyi as an independent non-executive director.	2,081,610,689 (100.00%)	0 (0.00%)
	(iii) Mr. CHAN Wan Tsun Adrian Alan as an independent non-executive director.	2,081,610,689 (100.00%)	0 (0.00%)
2(b).	To authorize the Board of the Company to fix the respective directors’ remuneration.	2,081,610,689 (100.00%)	0 (0.00%)
3.	To re-appoint Ernst & Young as the Company’s auditors and to authorize the Board of the Company to fix their remuneration.	2,081,610,689 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares not exceeding 20% of the aggregate number of issued shares of the Company as at the date of passing this resolution.	1,912,074,317 (91.86%)	169,536,372 (8.14%)
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.	2,081,610,689 (100.00%)	0 (0.00%)
6.	Conditional upon the passing of resolutions numbered 4 and numbered 5 set out in the notice convening this meeting, the total number of shares in the Company which are repurchased or otherwise acquired by the Company pursuant to resolution numbered 5 shall be added to the aggregate number of shares which may be issued pursuant to resolution numbered 4.	1,910,699,317 (91.79%)	170,911,372 (8.21%)

As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 6, all resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the number of issued shares of the Company was 2,557,311,429 shares, which was the total number of shares entitling the holders to attend and vote for and against the resolutions at the AGM. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By order of the Board
Baoxin Auto Group Limited
YANG Aihua
Chairman

Shanghai, the People’s Republic of China, June 16, 2016

As at the date of this announcement, the executive directors are Mr. YANG Aihua, Mr. YANG Hansong, Mr. YANG Zehua, Ms. HUA Xiuzhen and Mr. ZHAO Hongliang, the non-executive director is Mr. LU Linkui, and the independent non-executive directors are Mr. DIAO Jianshen, Mr. WANG Keyi and Mr. CHAN Wan Tsun Adrian Alan.