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潤東汽車

China Rundong Auto Group Limited

中國潤東汽車集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1365)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON THURSDAY, JUNE 8, 2017
(2) RETIREMENT OF DIRECTORS
AND
(3) APPOINTMENT OF DIRECTORS AND CHANGES OF
MEMBERS OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND
REMUNERATION COMMITTEE**

Reference is made to the circular of China Rundong Auto Group Limited (the “**Company**”) dated April 28, 2017 (the “**Circular**”) in relation to, among other things, the proposed re-election of retiring directors, the proposed appointment of executive director, the proposed appointment of independent non-executive director and the proposed granting of general mandates to repurchase shares and to issue shares of the Company.

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING OF THE COMPANY
(THE “AGM”)**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the AGM held on Thursday, June 8, 2017, all the proposed resolutions as set out in the notice of the AGM dated April 28, 2017 (the “**Notice**”) were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended December 31, 2016.	710,043,030 (100%)	0 (0%)
2(a).	To re-elect Mr. Yang Peng as an executive Director.	710,019,030 (99.997%)	24,000 (0.003%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2(b).	To re-elect Mr. Liu Dongli as an executive Director.	710,043,030 (100%)	0 (0%)
2(c).	To re-elect Mr. Zhao Zhongjie as an executive Director.	710,043,030 (100%)	0 (0%)
2(d).	To re-elect Mr. Liu Jian as an executive Director.	710,043,030 (100%)	0 (0%)
2(e).	To authorize the Board to fix the respective Directors' remuneration.	710,043,030 (100%)	0 (0%)
3(a).	To appoint Mr. Shen Mingming as an executive Director.	710,043,030 (100%)	0 (0%)
3(b).	To authorize the Board to fix the remuneration of Mr. Shen Mingming.	710,043,030 (100%)	0 (0%)
3(c).	To authorize the chairman of the Board or any executive Director to execute a director service contract or such other documents or supplemental agreements or deeds with Mr. Shen Mingming on behalf of the Company.	710,043,030 (100%)	0 (0%)
4(a).	To appoint Mr. Li Xin as an independent non-executive Director.	710,043,030 (100%)	0 (0%)
4(b).	To authorize the Board to fix the remuneration of Mr. Li Xin.	710,043,030 (100%)	0 (0%)
4(c).	To authorize the chairman of the Board or any executive Director to execute a letter of appointment or such other documents or supplemental agreements or deeds with Mr. Li Xin on behalf of the Company.	710,043,030 (100%)	0 (0%)
5.	To re-appoint Messrs. Ernst & Young as the Company's auditors and to authorize the Board to fix their remuneration.	710,043,030 (100%)	0 (0%)
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	710,043,030 (100%)	0 (0%)
7.	To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	709,859,030 (99.974%)	184,000 (0.026%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
8.	Conditional upon the passing of the resolutions set out in items 6 and 7 of the Notice, to extend the general mandate granted to the Directors to issue, allot and deal with additional shares of the Company pursuant to item 7 of the Notice by adding the total number of shares of the Company repurchased by the Company pursuant to item 6 of the Notice.	709,859,030 (99.974%)	184,000 (0.026%)

As more than 50% of the votes were cast in favor of each of the resolutions numbered 1 to 8, all resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the issued share capital of the Company comprised (i) 946,476,000 ordinary shares, which were the total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM; and (ii) 664,268,747 non-voting convertible preference shares. There were no shares of the Company entitling the holder to attend and abstain from voting in favor 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 of the Company 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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

(2) RETIREMENT OF DIRECTORS

As set out in the Circular, each of Mr. Yan Sujian (“**Mr. Yan**”) and Mr. Peng Zhenhuai (“**Mr. Peng**”) did not offer himself for re-election as a non-executive Director and independent non-executive Director, respectively, at the AGM due to his other commitments, and has therefore retired from the Board after the conclusion of the AGM. As a result of Mr. Yan and Mr. Peng’s retirement, Mr. Yan also ceased to be a member of the Audit Committee of the Company and Mr. Peng also ceased to be a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company.

Both Mr. Yan and Mr. Peng have confirmed that they have no disagreement with the Board and that there is no other matter in respect of their retirement which needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its appreciation to Mr. Yan and Mr. Peng for their valuable contributions towards the Company during their respective terms of service.

(3) APPOINTMENT OF DIRECTORS AND CHANGES OF MEMBERS OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

As set out above, the ordinary resolution item 3 regarding the appointment of Mr. Shen Mingming (“**Mr. Shen**”) as an executive Director and the ordinary resolution item 4 regarding the appointment of Mr. Li Xin (“**Mr. Li**”) as an independent non-executive Director were approved by the shareholders of the Company at the AGM. Accordingly, Mr. Shen has been appointed as an executive Director and Mr. Li has been appointed as an independent non-executive Director with effect from June 8, 2017.

The Board further announces that, with effect from the conclusion of the AGM, Mr. Li has been appointed as a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company and Mr. Xiao Zhengsan, an independent non-executive Director, has been appointed as a member of the Audit Committee of the Company.

Please refer to the Circular for the biographical details of Mr. Shen and Mr. Li. As at the date of this announcement, there has been no change of such information.

The Board would like to take this opportunity to express its warmest welcome to Mr. Shen and Mr. Li for joining the Board.

By order of the Board
China Rundong Auto Group Limited
Yang Peng
Chairman

Hong Kong, June 8, 2017

As at the date of this announcement and subsequent to the conclusion of the AGM, the executive Directors are Mr. Yang Peng, Mr. Liu Dongli, Mr. Shen Mingming, Mr. Zhao Zhongjie and Mr. Liu Jian; and the independent non-executive Directors are Mr. Mei Jianping, Mr. Lee Conway Kong Wai, Mr. Xiao Zhengsan and Mr. Li Xin.