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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)**

**APPOINTMENT OF JOINT COMPANY SECRETARY;  
WAIVER FROM STRICT COMPLIANCE WITH  
RULES 3.28 AND 8.17 OF THE LISTING RULES; AND  
CHANGE OF AUTHORISED REPRESENTATIVES**

Reference is made to the announcement of Guangzhou Automobile Group Co., Ltd. (the “**Company**”) dated 31 March 2017 in relation to, amongst others, the resignation of Ms. Lu Sa (“**Ms. Lu**”) as the company secretary of the Company.

**APPOINTMENT OF JOINT COMPANY SECRETARY**

The board of directors of the Company (the “**Board**”) is pleased to announce that Ms. Xu Li (“**Ms. Xu**”) has been appointed as a joint company secretary of the Company (the “**Joint Company Secretary**”) with effect from 28 September 2017 and a term of office same as the current session of the Board.

Biographical details of Ms. Xu are set out as follows:

**Ms. Xu Li**, aged 49, is currently the head of the office of the Board of the Company, as well as director of GAC Capital Co., Ltd. (廣汽資本有限公司), a wholly-owned subsidiary of the Company. Prior to this, Ms. Xu had served as the deputy head of the securities department, head of the investment department and head (senior assistant level) of the office of the Board of the Company. Ms. Xu had worked and served in the investment banking department of GF Securities Co., Ltd. (廣發證券股份有限公司) and the Office Secretariat of Guangzhou City People's Government (廣州市人民政府辦公廳秘書處). Ms. Xu graduated from the Macau University of Science and Technology in June 2011 as a postgraduate with a doctorate degree in business administration, and graduated from Jinan University in March 2001 with a master's degree in business administration. Ms. Xu also has the title of an economist.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), a listed issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules stipulates that a listed issuer must appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Notwithstanding that Ms. Xu does not currently possess the qualifications of company secretary as required under Rule 3.28 of the Listing Rules, she has extensive knowledge and experience in corporate administrative management and is familiar with the business and operations of the Company. As such, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years from the date of Ms. Xu’s appointment as Joint Company Secretary (the “**Waiver Period**”), on the conditions that:

- (i) Ms. Xu will be assisted by Mr. Leung Chong Shun (“**Mr. Leung**”), who possesses the qualifications of company secretary as required under Rules 3.28 of the Listing Rules, during the Waiver Period;
- (ii) The Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Ms. Xu satisfies Rule 3.28 of the Listing Rules, having had the benefit of Mr. Leung’s assistance such that a further waiver will not be necessary; and
- (iii) The Company will announce details of the waiver, including its reasons and conditions.

## **CHANGE OF AUTHORISED REPRESENTATIVES**

The Board announces that Ms. Lu has ceased to be the authorised representative of the Company under Rule 3.05 of the Listing Rules (the “**Authorised Representative(s)**”) as a result of her aforesaid resignation, and Mr. Leung has also ceased to be the Authorised Representative due to change of personnel, both with effect from 28 September 2017. Ms. Lu and Mr. Leung have confirmed that they have no disagreement with the Board and there are no relevant matters that need to be brought to the attention of the shareholders of the Company.

The Board further announces that Mr. Zeng Qinghong, chairman of the Company, and Ms. Xu have been appointed as the Authorised Representatives with effect from 28 September 2017.

By order of the Board  
**Guangzhou Automobile Group Co., Ltd.**  
**Zeng Qinghong**  
*Chairman*

Guangzhou, the PRC, 28 September 2017

*As at the date of this announcement, the executive directors of the Company are ZENG Qinghong and FENG Xingya, the non-executive directors of the Company are CHEN Maoshan, YAN Zhuangli, LI Pingyi and DING Hongxiang, and the independent non-executive directors of the Company are FU Yuwu, LAN Hailin, LEUNG Lincheong and WANG Susheng.*