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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)**

## **NOTICE OF 2020 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2020 first extraordinary general meeting (the “**EGM**”) of Guangzhou Automobile Group Co., Ltd. (the “**Company**”) will be held at Conference Room 706, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 2:00 p.m. on Friday, 20 March 2020 to consider and, if thought fit, approve the following resolution:

### **ORDINARY RESOLUTION**

1. Resolution on the election of director.

1.01 Election of Mr. Chen Xiaomu as the non-executive director of the fifth session of the board of directors.

Cumulative voting system will be adopted in respect of the above resolution. The election of the candidate for director shall be treated as a group of resolution and numbered accordingly. Shareholders of the Company (the “**Shareholders**”) shall vote in respect of the candidate under the group of resolution in this notice. For the group of resolution, the total number of votes entitled for each share held by the Shareholders shall be equivalent to the number of director to be elected under the group of resolution. Upon completion of voting, the votes will be counted cumulatively in respect of the resolution.

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

Guangzhou, the PRC, 2 February 2020

*Notes:*

1. Details of the resolution in this notice are set out in the circular of the Company dated 2 February 2020. The biographical information of the candidate for the proposed election as the non-executive director of the Company is set out in the Appendix to the circular.
2. Any Shareholder entitled to attend and vote at the said meeting is entitled to appoint one or more than one proxy to attend and vote on his/her behalf. A proxy need not be a Shareholder.
3. In order to be valid, the Shareholder's form of proxy and, if such form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority shall be deposited at the Company's H Share Registrar, Tricor Investor Services Limited at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time for holding the meeting (i.e. 2:00 p.m. on Thursday, 19 March 2020) or 24 hours before the time appointed for taking the poll.
4. Shareholders or their proxies shall present proofs of identities when attending the meeting.
5. The register of members of the Company will be closed from Wednesday, 19 February 2020 to Friday, 20 March 2020 (both days inclusive), during which no transfer of shares will be effected so as to ascertain the holders of H shares' entitlement to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all relevant completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 4:30 p.m. on Tuesday, 18 February 2020.
6. Shareholders who are entitled to attend the said meeting are requested to deliver the reply slip for attendance not later than 20 days before the date of the meeting, i.e. no later than Saturday, 29 February 2020 by hand, by post or by fax to the Company's H Share Registrar, Tricor Investor Services Limited at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, fax no.: (852) 2810 8185.
7. Shareholders or their proxies attending the EGM are responsible for their own transportation and accommodation expenses.
8. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
9. This notice of the EGM is despatched to holders of H shares of the Company only. The notice of the EGM to holders of A shares of the Company and the relevant reply slip and form of proxy are separately published on the websites of the Company (<http://www.gac.com.cn>) and the Shanghai Stock Exchange (<http://www.sse.com.cn>).
10. The contact person of the EGM is Mr. Liu Yong and his contact number is (86)-20-83151012 / (86)-20-83151139, Ext. 8104.

*As at the date of this notice, the executive directors of the Company are ZENG Qinghong and FENG Xingya, the non-executive directors of the Company are CHEN Maoshan, CHEN Jun, DING Hongxiang and HAN Ying and the independent non-executive directors of the Company are FU Yuwu, LAN Hailin, LEUNG Lincheong and WANG Susheng.*