



# 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)

### FORM OF PROXY FOR HOLDERS OF H SHARES FOR 2020 FIRST EXTRAORDINARY GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ overseas listed foreign shares (H shares) in the share capital of **Guangzhou Automobile Group Co., Ltd.** (the "Company") HEREBY APPOINT <sup>(Notes 3 & 4)</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him <sup>(Notes 3 & 4)</sup> \_\_\_\_\_ or failing him, the **Chairman of the Meeting or any director of the Company** as my/our proxy/proxies to attend and act for me/us <sup>(Note 5)</sup> in respect of \_\_\_\_\_

H shares in the share capital of the Company, at the **2020 First Extraordinary General Meeting** of the Company to 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 (or at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and to vote for me/us and in my/our name(s) at the Meeting in respect of the resolution as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit.

ORDINARY RESOLUTION		CUMULATIVE VOTING <sup>(Note 8)</sup> (Please insert the number of votes)
1.	<b>Resolution on the election of director.</b>	
1.01	Election of Mr. Chen Xiaomu as the non-executive director of the fifth session of the board of directors.	

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020 Signature <sup>(Notes 9 & 10)</sup> : \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of all H shares of the Company registered in your name(s).
- Any holder of H shares of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a holder of H shares of the Company but must attend the Meeting in person to represent you. Any alteration made to this form of proxy must be initiated by the person(s) who sign(s) it. In case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
- Please insert the name and address of the proxy desired in the space provided and strike out the words "or failing him, the Chairman of the Meeting or any director of the Company". **If such words are not deleted, and your proxy does not attend the Meeting or no names are provided, the Chairman of the Meeting or any director of the Company will act as your proxy.**
- Please insert the number of shares registered in your name(s) to which this form of proxy relates.** If no number is inserted, this form of proxy will be deemed to relate to all H shares of the Company registered in your name(s).
- The full text of the resolution is set out in the notice of the 2020 First Extraordinary General Meeting which is sent to the holder of H shares of the Company together with this form of proxy.
- Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice of the Meeting.
- Cumulative voting system will be adopted for the election of director. Please fill in the blanks entitled "Cumulative Voting" in accordance with the following instructions:
  - For every share held by you, you will have the same number of voting rights equivalent to the number of director to be elected in the resolution. For instance, if you hold 1 million shares of the Company, the total number of votes you will have in respect of the aforementioned resolution is 1 million.
  - You are requested to fill in the corresponding number of votes in the "Cumulative Voting" column against the name of the candidate. You may vote from nil vote to the maximum number of votes under the resolution. The number of votes does not need to be the integral multiples of the number of shares held by you. If you mark "✓" in the blank against the name of the candidate, you will be deemed to cast your total number of votes equally amongst the corresponding candidate.
  - The total number of your votes cast on the candidate shall not exceed the total number of votes to which you are entitled, otherwise all the votes cast will become invalid and be regarded as abstain votes; if the total votes cast by you for the candidate are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain votes.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or attorney duly authorised in writing.
- To be valid, this 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 authority, must 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 of the Meeting (i.e. 2:00 p.m. on Thursday, 19 March 2020) or appointed time for voting.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this form of proxy.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Company's share registrar.