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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 2023 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2023 annual general meeting (the “AGM”) of Guangzhou Automobile Group Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Monday, 20 May 2024 at Conference Room, 32/F, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC to consider and, if thought fit, approve the following resolutions:

1. The resolution on the annual report and its summary for the year 2023
2. The resolution on the work report of the board of directors for the year 2023
3. The resolution on the work report of the supervisory committee for the year 2023
4. The resolution on the financial report for the year 2023
5. The resolution on the proposal for profit distribution for the year 2023
6. The resolution on the appointment of auditors for the year 2024
7. The resolution on the appointment of internal control auditors for the year 2024
8. The resolution on the completion of certain investment projects funded by proceeds from non-public issuance of A shares and utilisation of the remaining proceeds for permanent replenishment of working capital
9. The resolution on the change in use of part of the proceeds
10. The resolution on the related transactions concerning GAC Finance’s provision of financial services to related parties

11. The resolution on the formulation of dividend distribution plan for Shareholders from 2024 to 2026
12. The resolution on the plan of repurchase of shares through centralized price bidding
13. The resolution on the amendments to the Rules for the Independent Directors
14. The resolution on the amendments to the Administrative System of Proceeds

The above resolutions (1) to (7) and resolutions (10) to (14) will be considered and approved by way of ordinary resolutions. The above resolutions (8) to (9) will be considered and approved by way of special resolutions.

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

Guangzhou, the PRC, 26 April 2024

*Notes:*

1. Details of the above resolutions (8) to (14) are set out in the circular of the Company dated 26 April 2024.
2. Any shareholder of the Company (the “**Shareholder(s)**”) 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 authority shall be deposited at the Company’s H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the meeting (i.e. 2:00 p.m. on Sunday, 19 May 2024) 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, 15 May 2024 to Monday, 20 May 2024 (both days inclusive), during which no transfer of shares will be effected so as to ascertain the Shareholders’ entitlement to attend and vote at the forthcoming AGM. In order to be eligible to attend and vote at the forthcoming AGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong on or before 4:30 p.m. on Tuesday, 14 May 2024.

6. Shareholders or their proxies attending the AGM are responsible for their own transportation and accommodation expenses.
7. 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 AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.
8. At the AGM, the independent non-executive directors of the Company will present the duty report of the independent directors for 2023. Such report will be presented at the AGM, but no Shareholder’s approval is required.
9. The book closure arrangement in relation to the final dividend in respect of the financial year ended 31 December 2023 will be separately announced.
10. The notice of the AGM is despatched to holders of H shares of the Company only. The notice of the AGM to holders of A shares and the 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>).
11. The contact person of the AGM is Mr. Liu Yong and his contact number is (86)-20-83151202/(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 Xiaomu, DING Hongxiang, GUAN Dayuan, DENG Lei and WANG Yiwei, and the independent non-executive directors of the Company are ZHAO Fuquan, XIAO Shengfang, WONG Hakkun and SONG Tiebo.*