



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 2023 ANNUAL GENERAL MEETING**

I/We ^(Note 1) _____ of _____ being the registered holder(s) of ^(Note 2) _____ overseas listed foreign shares (H shares) in the share capital of **Guangzhou Automobile Group Co., Ltd.** (the “**Company**”) HEREBY APPOINT ^(Notes 3 & 4) _____ of _____ or failing him ^(Notes 3 & 4) _____ 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 ^(Note 5) in respect of _____ H shares in the share capital of the Company, at the **2023 annual general meeting** of the Company to be held at Conference Room, 32/F, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 2:00 p.m. on Monday, 20 May 2024 (or at any adjournment thereof) (the “**Meeting**”) for the purpose of considering and, if thought fit, passing the resolutions 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 resolutions as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 7)	AGAINST ^(Note 7)	ABSTAIN ^(Note 7)
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			
SPECIAL RESOLUTIONS		FOR ^(Note 7)	AGAINST ^(Note 7)	ABSTAIN ^(Note 7)
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			
ORDINARY RESOLUTIONS		FOR ^(Note 7)	AGAINST ^(Note 7)	ABSTAIN ^(Note 7)
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			

Dated this _____ day of _____ 2024 Signature(s) ^(Notes 8 & 9): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of all H shares of the Company registered in your name(s).
3. Any holder of H shares of the Company entitled to attend, speak and vote at the Meeting is entitled to appoint one or more than one proxy to attend, speak 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 initialed 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).
4. 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.**
5. **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).
6. The full text of the resolution is set out in the notice of the 2023 annual general meeting which is sent to the holder of H shares of the Company together with this form of proxy.
7. **IMPORTANT: If you wish to vote for any resolution, tick in the box marked “FOR”. If you wish to vote against any resolution, tick in the box marked “AGAINST”. If you wish to abstain for any resolution, tick in the box marked “ABSTAIN”.** In calculating the poll results, abstention will not be counted as voting for or against a resolution at the Meeting, but will be counted in the total number of voting shares. If you wish to vote in respect of part of the H shares to which this form of proxy relates, please insert the number of shares you wish to vote instead of a tick in the relevant boxes. A tick in the relevant box indicates that the votes attached to all the shares to which this form relates will be cast accordingly. 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.
8. 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.
9. If the form of proxy is signed by an attorney, the power of attorney authorising that attorney to sign or other authorisation document must be notarised. In order to be valid, this form of proxy together with the power of attorney or other authorisation document (if any), must 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 of the Meeting (i.e. 2:00 p.m. on Sunday, 19 May 2024) or appointed time for voting.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “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**”).
- (ii) 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.
- (iii) 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.
- (iv) 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.