



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 2025 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 AGM 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 **2025 annual general meeting** of the Company to be held at Conference Room 102, Tower T2, No. 668 Jinshan Road East, Panyu District, Guangzhou, Guangdong Province, the PRC at 10:00 a.m. on Friday, 12 June 2026 (or at any adjournment thereof) (the "AGM") for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and to vote for me/us and in my/our name(s) at the AGM in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit.

RESOLUTIONS		FOR ^(Note 8)	AGAINST ^(Note 8)	ABSTAIN ^(Note 8)
1.	The resolution on the annual report and its summary for the year 2025			
2.	The resolution on the work report of the board of directors for the year 2025			
3.	The resolution on the financial report for the year 2025			
4.	The resolution on the proposal for profit distribution for the year 2025			
5.	The resolution on the appointment of auditors for the year 2026			
6.	The resolution on the appointment of internal control auditors for the year 2026			
7.	The resolution on the related party transactions concerning the financial services business with related parties			
8.	The resolution on requesting the general meeting to grant the board of directors a general mandate to issue debt financing instruments			
9.	The resolution on the engagement in forward foreign exchange transactions business			
10.	The resolution on the formulation of the Remuneration Management Rules of Directors and Senior Management			
RESOLUTIONS		CUMULATIVE VOTING^(Note 9) (Please fill in the number of shares to be voted)		
11.	The resolution on the by-election of director			
11.01	By-election of Mr. Cao Xiaojun as a non-executive director of the seventh session of the board of directors			
12.	The resolution on the election of independent non-executive directors			
12.01	Election of Mr. Yang Diange as an independent non-executive director			
12.02	Election of Mr. Zhang Yanlong as an independent non-executive director			
12.03	Election of Mr. Zhu Zhengfu as an independent non-executive director			
12.04	Election of Mr. Li Wenjing as an independent non-executive director			

Resolution nos. 1 to 7 and resolution nos. 9 to 12 above will be considered and approved by way of ordinary resolutions. Resolution no. 8 above will be considered and approved by way of special resolution. Cumulative voting system will be adopted for the voting of the resolution nos. 11 and 12 above on the by-election of director and election of independent non-executive directors as separate resolutions.

Dated this _____ day of _____ 2026

Signature(s) ^(Notes 10 & 11): _____

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 AGM 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 AGM 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 AGM, 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 AGM, 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 AGM or any director of the Company”. **If such words are not deleted, and your proxy does not attend the AGM or no names are provided, the Chairman of the AGM 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 resolutions is set out in the notice of the 2025 annual general meeting which is sent to the holder of H shares of the Company together with this form of proxy.
7. 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 AGM other than those referred to in the notice of the AGM.
8. **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 AGM, 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.
9. Cumulative voting system will be adopted for the by-election of director and the election of independent non-executive directors as separate resolutions. **Please fill in the blanks entitled “CUMULATIVE VOTING” in accordance with the following instructions:**
 - (1) For every share held by you, you will have the same number of voting rights equivalent to the number of directors to be elected in each resolution. For instance, if you hold 1 million shares of the Company, the total number of votes you will have (i) in respect of resolution no. 11.01 is 1 million; and (ii) in respect of resolution nos. 12.01 to 12.04 are 4 million (i.e. 1 million shares x 4 = 4 million votes).
 - (2) No ballot will be cast under “FOR”, “AGAINST” or “ABSTAIN” in cumulative voting. You are requested to fill in the corresponding number of votes in the “CUMULATIVE VOTING” column against the name of each candidate. You may vote from nil vote to the maximum number of votes under each 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 names of all candidates, you will be deemed to cast your total number of votes equally amongst the corresponding candidates under each resolution.
 - (3) Please note that you may either cast all your votes to one of the candidates, or cast equally or differently to more than one of the candidates.
 - (4) The total number of your votes cast on the candidates 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 candidates 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.
10. 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.
11. 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 AGM (i.e. 10:00 a.m. on Thursday, 11 June 2026) 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.