

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 first extraordinary general meeting (the “EGM”) of Guangzhou Automobile Group Co., Ltd. (the “**Company**”) will be held at Conference Room 1604, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Guangzhou, Guangdong Province, PRC at 2:00 p.m. on Tuesday, 6 August 2019 to consider and, if thought fit, approve the following resolutions:

Ordinary resolutions

1. The resolution on the appointment of auditors for the year 2019.
2. The resolution on the appointment of internal control auditors for the year 2019.

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

Guangzhou, PRC, 19 June 2019

Notes:

1. In relation to resolution (1), the board of directors of the Company proposes that the Company re-appoint BDO China Shu Lun Pan Certified Public Accountants LLP as auditor of the Company under the PRC accounting standard and PricewaterhouseCoopers as auditor of the Company under the Hong Kong accounting standard for the year 2019.

2. In relation to resolution (2), the board of directors of the Company proposes that the Company re-appoint BDO China Shu Lun Pan Certified Public Accountants LLP as the internal control auditor of the Company for the year 2019.
3. 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.
4. 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, not less than 24 hours before the time for holding the meeting (i.e. 2:00 p.m. on Monday, 5 August 2019 (Hong Kong time)) or 24 hours before the time appointed for taking the poll. The address of Tricor Investor Services Limited is currently 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. With effect from Thursday, 11 July 2019, Tricor Investor Services Limited will change its address to 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
5. Shareholders or their proxies shall present proofs of identities when attending the meeting.
6. The register of members of the Company will be closed from Sunday, 7 July 2019 to Tuesday, 6 August 2019 (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 EGM. In order to be eligible to attend and vote at the forthcoming EGM, 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 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 4:30 p.m. on Friday, 5 July 2019.
7. 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 Wednesday, 17 July 2019 by hand, by post or by fax to the Company's H Share Registrar, fax no.: (852) 2810 8185. The address of Tricor Investor Services Limited is currently 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. With effect from Thursday, 11 July 2019, Tricor Investor Services Limited will change its address to 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
8. Shareholders or their proxies attending the EGM are responsible for their own transportation and accommodation expenses.
9. 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.
10. The 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.gagc.com.cn>) and the Shanghai Stock Exchange (<http://www.sse.com.cn>).
11. 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 YAN Zhuangli, 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.