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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

**If you have sold or transferred** all your shares in **Guangzhou Automobile Group Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed dealer in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

- (1) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD  
TO ISSUE SHARES**
  - (2) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD  
TO ISSUE DEBT FINANCING INSTRUMENTS**
  - (3) PROPOSED PURCHASE OF LIABILITY INSURANCE  
FOR DIRECTORS**
  - (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
  - (5) PROPOSED ELECTION OF SUPERVISOR**
- AND**
- (6) NOTICE OF 2018 ANNUAL GENERAL MEETING**
- 

A letter from the Board is set out on pages 3 to 9 of this circular.

The 2018 AGM of Guangzhou Automobile Group Co., Ltd. (the “**Company**”) will be held at Conference Room 1604, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, PRC at 2:00 p.m. on Friday, 31 May 2019.

The 2018 AGM Notice containing the resolutions to be approved at the 2018 AGM are set out on pages 29 to 31 of this circular.

Whether or not you are able to attend the said meeting, you are requested to complete the reply slip and form of proxy enclosed in accordance with the instructions printed thereon and return the same to the Company as soon as possible.

The reply slip shall be sent in person, by post or fax to the Company’s H Share Registrar, Tricor Investor Services Limited, at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (fax number: (852) 2810 8185) on or before Saturday, 11 May 2019. The form of proxy of the 2018 AGM shall be returned to the Company’s H Share Registrar, Tricor Investor Services Limited, at least 24 hours before the time of holding of such meeting or at least 24 hours before the designated time of voting (i.e. 2:00 p.m. on Thursday, 30 May 2019). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

15 April 2019

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## DEFINITIONS

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*In this circular (other than those set out in the 2018 AGM Notice), the following expressions shall have the meanings set out below unless the context requires otherwise:*

“2018 AGM”	the 2018 annual general meeting of the Company to be held on Friday, 31 May 2019 at 2:00 p.m. at Conference Room 1604, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, PRC
“2018 AGM Notice”	the notice dated 15 April 2019 convening the 2018 AGM as set out on pages 29 to 31 of this circular
“A Share(s)”	domestic listed shares of par value of RMB1.00 each in the ordinary share capital of the Company which are listed on the SSE (Stock Code: 601238)
“Articles of Association”	the Articles of Association of Guangzhou Automobile Group Co., Ltd.
“Board”	the board of Directors of the Company
“Company”	Guangzhou Automobile Group Co., Ltd., a joint stock limited company incorporated in the PRC, the issued H Shares and A Shares of which are listed on the Stock Exchange and the SSE respectively
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“H Shares”	overseas listed foreign shares of nominal value of RMB1.00 each in the ordinary share capital of the Company which are listed on the Stock Exchange (Stock Code: 2238)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“PRC”	People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	shareholder(s) of the Company
“SSE”	Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Zeng Qinghong (*Chairman*)

Feng Xingya (*General Manager*)

*Non-executive Directors:*

Yan Zhuangli

Chen Maoshan

Chen Jun

Ding Hongxiang

Han Ying

*Independent non-executive Directors:*

Fu Yuwu

Lan Hailin

Leung Lincheong

Wang Susheng

*Registered office:*

23/F, Chengyue Building

448-458 Dong Feng Zhong Road

Yuexiu District

Guangzhou, the PRC

*Office address:*

GAC Center

No. 23 Xingguo Road

Zhujiang New Town

Tianhe District

Guangzhou, the PRC

*Principal place of business*

*in Hong Kong:*

Room 808, Citicorp Centre

18 Whitfield Road

Causeway Bay, Hong Kong

15 April 2019

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD  
TO ISSUE SHARES**
- (2) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD  
TO ISSUE DEBT FINANCING INSTRUMENTS**
- (3) PROPOSED PURCHASE OF LIABILITY INSURANCE  
FOR DIRECTORS**
- (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (5) PROPOSED ELECTION OF SUPERVISOR**
- AND**
- (6) NOTICE OF 2018 ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with information regarding (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) the proposed purchase of liability insurance for Directors; (4) the proposed amendments to the Articles of Association; and (5) the proposed election of Supervisor, and to issue the 2018 AGM Notice, in order to seek your approval of the resolutions relating to, inter alia, the aforesaid matters at the 2018 AGM.

### 2. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE SHARES

In order to give discretion to the Board and maintain flexibility, the Company proposes to seek the Shareholders' approval to grant a general and unconditional mandate to the Board to separately or concurrently allot, issue and/or deal with A Shares or H Shares or securities convertible into such Shares or similar rights (not exceeding 20% of the number of A Shares or H Shares respectively in issue on the date of passing the relevant resolution).

Based on the 7,135,104,312 issued A Shares and 3,098,620,305 issued H Shares of the Company as at the Latest Practicable Date, a maximum of 1,427,020,862 A Shares and 619,724,061 H Shares may be issued pursuant to the general mandate to issue Shares.

The general mandate to issue Shares shall be effective from the date of passing the relevant resolution until the earliest of the following:

- (1) the date falling the expiration of 12 months following the passing of the special resolution at the 2018 AGM approving the general mandate to issue Shares;
- (2) the conclusion of the next annual general meeting of the Company; and
- (3) the date on which the Shareholders at any general meeting has by way of special resolution revoked or amended the resolution approving the general mandate to issue Shares.

Pursuant to the prevailing PRC laws and regulations, the Company will need to seek further approval from the Shareholders at a general meeting in respect of the specific details of each issuance of new A Shares or similar rights even if the general mandate to issue Shares has been granted.

The above resolution has been considered and approved at the 15th meeting of the fifth session of the Board, and is subject to the approval by the Shareholders at the 2018 AGM by way of a special resolution.

Details of the general mandate to issue Shares are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### **3. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE DEBT FINANCING INSTRUMENTS**

For the purpose of a more flexible choice of financing instruments, timely fulfillment of funds requirements, improvement in debt structure and reduction in finance costs, pursuant to the relevant laws and regulations, the Articles of Association and the actual circumstances, the Company proposes to the Shareholders for granting a general and unconditional mandate to the Board to determine, within the limit of the amount of the bonds issuable, the matters on the issuance of domestic and overseas debt financing instruments in domestic and overseas bond markets with a principal amount of not more than RMB20 billion or equivalent amount in foreign currencies, including (but not limited to) determining the actual amount to be issued, the interest rate, the term, the target of issuance and use of proceeds, the preparation, signing and disclosure of all necessary documents and the handling of all other matters in relation to the issuance of debt financing instruments pursuant to this resolution. The relevant debt financing instruments include without limitation to short-term debentures, super-short-term debentures, medium-term notes, corporate bonds of the Company, convertible bonds of A Shares or H Shares, and other domestic and overseas debt financing instruments in RMB or foreign currencies approved by the regulatory authorities. If convertible bonds are to be issued, the principal amount of each tranche shall not exceed RMB10 billion or equivalent amount in foreign currencies, and the new A Shares or H Shares to be issued upon conversion by the holders of convertible bonds may be issued pursuant to the general mandate to issue Shares approved at the 2018 AGM.

The above resolution has been considered and approved at the 15th meeting of the fifth session of the Board, and is subject to the approval by the Shareholders at the 2018 AGM by way of a special resolution. The validity period of the above mandate will commence on the date on which the relevant resolution is passed until the conclusion of the 2019 annual general meeting of the Company.

### **4. PROPOSED PURCHASE OF LIABILITY INSURANCE FOR DIRECTORS**

With the further opening up of the PRC capital market, the standardisation of the operation of listed companies and the increased awareness of investors' self-protection, the liabilities borne and risks faced by listed companies, directors and relevant management personnel of listed companies may increase. Risks of regulatory investigations, litigations derived from shareholders, claims for inappropriate employment behaviour and other legal proceedings may arise.

According to the requirements that *“upon approval at general meeting, a listed company may purchase liability insurance for directors”* as stated in the Code of Corporate Governance of Listed Companies promulgated by the CSRC and that *“an issuer should arrange appropriate insurance cover in respect of legal action against its directors”* under the Corporate Governance Code of the Listing Rules, in order to mitigate the risks possibly resulting from usual performance of duties, and to safeguard the interests of the Company, it is proposed that the Company purchase liability insurance at an annual insurance premium of not more than RMB500,000.

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## LETTER FROM THE BOARD

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The above resolution has been considered and approved at the 15th meeting of the fifth session of the Board, and is subject to the approval of the Shareholders at the 2018 AGM by way of an ordinary resolution.

### 5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Based on the amendments to the provisions of the Company Law in relation to share repurchase by the Sixth Session of the Standing Committee of the 13th National People's Congress, the amendments to the Code of Corporate Governance of Listed Companies by the CSRC, and actual circumstances such as that the Company's total share capital had been changed to 10,232,497,472 Shares as at 31 December 2018 after the Company had successively implemented the issuance of convertible corporate bonds, A Share option incentive scheme, non-public issuance of A Shares, conversion of capital reserve into Shares during the period from 2014 to 2018, corresponding proposed amendments to the Articles of Association have been considered and approved at the 15th meeting of the fifth session of the Board. The proposed amendments to the Articles of Association are subject to the approval by the Shareholders at the 2018 AGM by way of a special resolution.

Details of the amendments to the Articles of Association are set out in Appendix II to this circular.

### 6. PROPOSED ELECTION OF SUPERVISOR

According to the Articles of Association, the Supervisory Committee shall comprise seven Supervisors. In view of the fact that the number of supervisors is currently less than seven, after the consideration and approval of at the 7th meeting of the fifth session of the Supervisory Committee, Mr. Long Yong has been proposed to be elected as the candidate for Supervisor for the fifth session of the Supervisory Committee with terms of office covering the remaining term of the fifth session of the Supervisory Committee. The election of Mr. Long Yong as Supervisor for the fifth session of the Supervisory Committee will be submitted for approval at the 2018 AGM. The Supervisor will not receive any remuneration from the Company after being appointed.

The biographical details of Mr. Long Yong are as follows:

**Mr. Long Yong** ("Mr. Long"), aged 44, is currently the head of planning and development department of Guangzhou Iron & Steel Enterprises Group Co., Ltd. (廣州鋼鐵企業集團有限公司). He previously served as the deputy officer and the officer of the Guangzhou Non-ferrous Metals Group (廣州有色金屬集團), the secretary of the board, officer of the board office and officer of the company office of Guangzhou Iron & Steel Enterprises Group. Mr. Long graduated from Hengyang branch of Hunan University (湖南大學衡陽分校) in 1995 and graduated with a major in economics from the Graduate School of Party School of the Central Committee of C.P.C. in 2011.

Save as disclosed above, Mr. Long did not hold any directorship in any other listed companies in Hong Kong or overseas or any other position with the Company and other members of the Group in the past three years prior to the date of this circular.



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## LETTER FROM THE BOARD

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Save as disclosed above, as at the Latest Practicable Date, Mr. Long did not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Long did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there are no other matters relating to the election of the Supervisor above that are required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Cumulative voting system will be adopted for the election of Supervisor at the 2018 AGM. In compliance with Rule 13.51 of the Listing Rules, the Company will make an announcement as soon as possible after the resolution in relation to the election of Supervisor has been passed by the Shareholders at the 2018 AGM.

### **7. DUTY REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS**

According to the relevant laws and regulations of the Company Law, the Securities Law of the PRC, Guiding Opinions on Establishing Independent Director System of Listed Companies (《關於在上市公司建立獨立董事的指導意見》), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Listing Rules and the regulations and requirements of the Articles of Association, the independent non-executive Directors of the Company will present the duty report of the independent non-executive Directors for 2018 at the 2018 AGM. Such report will be presented at the 2018 AGM, but no Shareholders' approval is required.

The full text of the duty report of the independent Directors for 2018 was published on the SSE website ([www.sse.com.cn](http://www.sse.com.cn)) and the Company's website ([www.gagc.com.cn](http://www.gagc.com.cn)) on 29 March 2019.

### **8. 2018 AGM**

The 2018 AGM Notice is set out on pages 29 to 31 of this circular for consideration of the resolutions relating to, inter alia, (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) the proposed purchase of liability insurance for Directors; (4) the proposed amendments to the Articles of Association; and (5) the proposed election of Supervisor.

The 2018 AGM will be held at Conference Room 1604, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, PRC at 2:00 p.m. on Friday, 31 May 2019. The reply slip and form of proxy for use at the 2018 AGM are enclosed with this circular. The Board confirms that no Shareholder has material interest in the relevant resolutions and therefore, no Shareholder is required to abstain from voting at the above meeting.

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## LETTER FROM THE BOARD

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The register of members of the Company will be closed from Wednesday, 1 May 2019 to Friday, 31 May 2019 (both days inclusive), during which no transfer of Shares will be effected so as to ascertain the H Shareholders' entitlement to attend and vote at the 2018 AGM. In order to be eligible to attend and vote at the 2018 AGM, all relevant 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 Tuesday, 30 April 2019.

Pursuant to Rule 13.39(4) of 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 2018 AGM 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.

Whether or not you are able to attend the 2018 AGM, you are requested to complete the reply slip and form of proxy enclosed in accordance with the instructions printed thereon and return the same to the Company as soon as possible. The reply slip shall be sent in person, by post or fax to the Company's H Share Registrar, Tricor Investor Services Limited, at 22nd Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (fax number: (852) 2810 8185) on or before Saturday, 11 May 2019. The form of proxy shall be returned to the Company's H Share Registrar, Tricor Investor Services Limited, at least 24 hours before the time of holding of the 2018 AGM or at least 24 hours before the designated time of voting (i.e. 2:00 p.m. on Thursday, 30 May 2019). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

### **9. RECOMMENDATION**

The Directors (including the independent non-executive Directors) believe that the adoption of (1) the proposed grant of general mandate to the Board to issue Shares; (2) the proposed grant of general mandate to the Board to issue debt financing instruments; (3) the proposed purchase of liability insurance for Directors; (4) the proposed amendments to the Articles of Association; and (5) the proposed election of Supervisor would be in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend all Shareholders to vote in favour of the relevant resolutions as set out in the 2018 AGM Notice.

### **10. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement contained herein misleading.

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## LETTER FROM THE BOARD

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### 11. GENERAL INFORMATION

Should there be any discrepancies between the Chinese and English versions of this circular, the Chinese version shall prevail.

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

Details in relation to the grant of general mandate to the Board to issue Shares are as follows:

- (1) Subject to paragraphs (3) and (4) and pursuant to the Company Law and the relevant regulations of the places where the Shares of the Company are listed (as amended from time to time), the Board is hereby granted an unconditional general mandate to exercise all powers of the Company to separately or concurrently allot, issue and deal with A Shares and/or H Shares and similar rights, and to determine the terms and conditions for allotting, issuing and dealing with such new Shares or similar rights, including but not limited to the following:
  - a. the class and number of new Shares to be issued;
  - b. the pricing mechanism and/or issue price of the new Shares to be issued (including price range);
  - c. the commencement and closing dates of issue;
  - d. the class and number of new Shares to be issued to existing Shareholders; and/or
  - e. the making or granting of proposals, agreements, options, convertible rights and other relevant rights for the purpose of exercising the power mentioned above.
- (2) The mandate mentioned in paragraph (1) shall authorise the Board to, within the Relevant Period (as defined below), make or grant any proposals, agreements and options which might be exercised after the expiry of the Relevant Period.
- (3) The number of new A Shares or new H Shares conditionally or unconditionally, separately or concurrently allotted, issued and dealt with (whether pursuant to a share option or otherwise) by the Board within the Relevant Period pursuant to the mandate mentioned in paragraph (1) (excluding Shares issued by way of conversion of capital reserve into Shares in accordance with the Company Law and the Articles of Association) shall not exceed 20% of the A Shares or H Shares of the Company respectively in issue at the time of passing this resolution at the 2018 AGM.

- (4) In exercising the power pursuant to paragraph (1) above, the Board shall:
- a. comply with the Company Law, Measures for the Supervision and Administration of State-owned Equities of Listed Companies (No. 36 Order by SASAC, Minister of Finance and CSRC) and the relevant regulatory requirements (as amended from time to time) of the places where the Shares of the Company are listed; and
  - b. obtain approval from the CSRC, state-owned assets supervision authorities and other relevant PRC government departments.
- (5) For the purpose of this resolution, “Relevant Period” means the period from the date of passing this resolution at the 2018 AGM until the earliest of the following:
- a. the date falling the expiration of 12 months following the passing of the resolution at the 2018 AGM;
  - b. the conclusion of the next annual general meeting of the Company; and
  - c. the date on which the Shareholders at any general meeting has by way of special resolution revoked or amended the mandate under this resolution.
- (6) The Board is hereby authorised to sign any necessary documents, complete any necessary formalities and procedures and take other necessary steps to complete the allotment, issuance and listing of the new Shares upon the exercise of the powers pursuant to paragraph (1) above, provided that the same does not violate the relevant laws, administrative regulations, the relevant regulatory requirements of the places where the Shares of the Company are listed, and the Articles of Association.
- (7) Subject to the approval of the relevant PRC authorities, the Board is hereby authorised to make appropriate and necessary amendments to the Articles of Association after completion of the allotment and issue of new Shares with reference to the method, class and number of new Shares of the Company allotted and issued and the shareholding structure of the Company at the time of completion of the allotment and issue of new Shares in order to reflect the alteration of the Share capital structure and registered capital of the Company as a result of the exercise of this mandate.

Proposed amendments to the Articles of Association are as follows:

No.	Original Articles	Amended Articles
1	<p><b>Article 9</b> The Articles of Association are binding on the Company and its shareholders, Directors, Supervisors, managers and other senior management, all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association.</p> <p>In accordance with the Articles of Association, shareholders may sue other shareholders, shareholders may sue the Company, shareholders may sue the Directors, Supervisors, managers and other members of senior management of the Company and the Company may sue shareholders, Directors, Supervisors, managers and other members of senior management of the Company.</p> <p>...</p>	<p><b>Article 9</b> The Articles of Association are binding on the Company and its shareholders, Directors, Supervisors, <b>general</b> managers and other senior management, all of whom are entitled to claim rights regarding the Company's affairs in accordance with the Articles of Association.</p> <p>In accordance with the Articles of Association, shareholders may sue other shareholders, shareholders may sue the Company, shareholders may sue the Directors, Supervisors, <b>general</b> managers and other members of senior management of the Company and the Company may sue shareholders, Directors, Supervisors, <b>general</b> managers and other members of senior management of the Company.</p> <p>...</p>
2	<p><b>Article 12</b> Other members of senior management members under these Articles of Association shall refer to the deputy manager, Secretary to the Board and the chief financial officer of the Company.</p>	<p><b>Article 12</b> Other members of senior management members under these Articles of Association shall refer to the deputy <b>general</b> manager, Secretary to the Board and the chief financial officer of the Company.</p>
3	<p><b>Article 21</b></p> <p>...</p> <p>Subsequent to the increase in capital by issuing shares to the domestic public referred to in the preceding paragraph, the share capital structure of the Company were as follows: 6,435,020,097 ordinary shares, of which 3,934,757,457 shares are held by the promoters, 286,962,422 shares are held by holders of domestic shares and 2,213,300,218 shares are held by holders of H Shares, representing 61.15%, 4.46% and 34.39% of the total number of ordinary shares, respectively.</p>	<p><b>Article 21</b></p> <p>...</p> <p>Subsequent to the increase in capital by issuing shares to the domestic public referred to in the preceding paragraph, the share capital structure of the Company were as follows: 6,435,020,097 ordinary shares, of which 3,934,757,457 shares are held by the promoters, 286,962,422 shares are held by holders of domestic shares and 2,213,300,218 shares are held by holders of H Shares, representing 61.15%, 4.46% and 34.39% of the total number of ordinary shares, respectively.</p> <p><b><u>From 2014 to 2018, the Company has implemented the issuance of convertible corporate bonds, share option incentive scheme, non-public issuance of shares, and capital reserve capitalisation. The share capital structure as of 31 December 2018 were as follows: 10,232,497,472 ordinary shares, of which 7,133,877,167 shares were held by holders of A Shares and 3,098,620,305 shares were held by holders of H Shares, representing 69.72% and 30.28% of the total number of ordinary shares, respectively.</u></b></p>

No.	Original Articles	Amended Articles
4	<p><b>Article 24</b> The Company's registered capital is RMB6,148,057,675. Subsequent to the increase in share capital by issuing shares to the domestic public referred to in Article 20, the Company's registered capital is RMB6,435,020,097.</p>	<p><b>Article 24</b> The Company's registered capital is <del>RMB6,148,057,675</del><b>10,232,497,472</b>. <del>Subsequent to the increase in share capital by issuing shares to the domestic public referred to in Article 20, the Company's registered capital is</del> RMB6,435,020,097.</p>
5	<p><b>Article 28</b> The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the department as authorized by the State Council, repurchase its outstanding shares under the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) cancellation of shares for the purpose of reducing its capital;</li> <li>(2) merging with another company that holds shares in the Company;</li> <li>(3) granting shares to the Company's directors, members of the senior management and other employees as designated by the Board of the Company as incentives;</li> <li>(4) acquiring shares held by shareholders who vote against any resolution proposed in any general meeting on the merger or division of the Company upon their request;</li> <li>(5) other circumstances as permitted by laws and administrative regulations.</li> </ol>	<p><b>Article 28</b> The Company may, in accordance with the procedures set out in the Articles of Association and with the approval of the department as authorized by the State Council, repurchase its outstanding shares under the following circumstances:</p> <ol style="list-style-type: none"> <li>(1) cancellation of <b>registered</b> shares for the purpose of reducing its capital;</li> <li>(2) merging with another company that holds shares in the Company;</li> <li>(3) <del>granting shares to the Company's directors, members of the senior management and other employees as designated by the Board of the Company as incentives;</del> <b>using the shares in the employee stock ownership plan or as share incentive;</b></li> <li>(4) acquiring shares held by shareholders who vote against any resolution proposed in any general meeting on the merger or division of the Company upon their request;</li> <li>(5) <b>using the shares for the conversion of corporate bonds convertible into shares issued by the Company;</b></li> <li>(6) <b>safeguarding corporate value and interests of shareholders as the Company deems necessary;</b></li> <li>(57) other circumstances as permitted by laws and administrative regulations.</li> </ol>

No.	Original Articles	Amended Articles
	<p>The Company shall not engage in the trading of its shares save for the circumstances specified above.</p> <p>After the purchase by the Company of its shares pursuant to the circumstances described under the first paragraph of this Article, shares purchased under sub-paragraph (1) shall be cancelled within ten (10) days from the date of acquisition; under the circumstances described in sub-paragraphs (2) and (4), the shares shall be transferred or cancelled within six (6) months.</p> <p>Shares purchased by the Company under sub-paragraph (3) of the first paragraph of this Article shall not exceed 5% of the total number of shares of the Company in issue; payment by the Company for purchase shall be made out of the after-tax profit of the Company; and the shares purchased shall be transferred to the employees within one (1) year.</p>	<p><del>The Company shall not engage in the trading of its shares save for the circumstances specified above. Any acquisition of the shares of the Company under sub-paragraphs (1) and (2) referred to above shall be resolved at a shareholders' general meeting; any acquisition of the shares of the Company under sub-paragraphs (3), (5) and (6) referred to above could be resolved by the Board's meetings where over two-thirds of the directors are present, according to the authority granted by the shareholders' general meeting.</del></p> <p>After the purchase by the Company of its shares pursuant to the circumstances described under the first paragraph of this Article, shares purchased under sub-paragraph (1) shall be cancelled within ten (10) days from the date of acquisition; under the circumstances described in sub-paragraphs (2) and (4), the shares shall be transferred or cancelled within six (6) months.</p> <p><del>Shares purchased by the Company under sub-paragraph (3) of the first paragraph of this Article shall not exceed 5% of the total number of shares of the Company in issue; payment by the Company for purchase shall be made out of the after-tax profit of the Company; and the shares purchased shall be transferred to the employees within one (1) year. For repurchases under sub-paragraphs (3), (5) and (6), the total shares of the Company held by the Company itself shall not exceed 10% of its total shares in issue and shall be transferred or cancelled within 3 years.</del></p>



No.	Original Articles	Amended Articles
6	<p><b>Article 29</b> The Company may, with the approval of the examining and approval department authorized by the State Council for repurchasing its shares, conduct the repurchase in one of the following manners:</p> <p>(1) to make an offer of repurchase to all of its shareholders in the same proportion;</p> <p>(2) to repurchase shares through public trading on a stock exchange;</p> <p>(3) to repurchase through an off-market agreement;</p> <p>(4) other means as permitted by the laws, administrative regulations and the examining and approval department authorized by the State Council.</p>	<p><b>Article 29</b> The Company may, with the approval of the examining and approval department authorized by the State Council for repurchasing its shares, conduct the repurchase in one of the following manners:</p> <p>(1) to make an offer of repurchase to all of its shareholders in the same proportion;</p> <p>(2) to repurchase shares through public trading on a stock exchange;</p> <p>(3) to repurchase through an off-market agreement;</p> <p>(4) other means as permitted by the laws, administrative regulations and the examining and approval department authorized by the State Council.</p> <p><b><u>If the Company acquires its own shares, it shall comply with the Securities Law of the PRC and perform its relevant disclosure obligations. If the Company acquires its own shares under the circumstances as described in sub-paragraphs (3), (5) and (6) of Article 28 in the Articles of Association, it shall be carried out in a public and centralised manner.</u></b></p>
7	<p><b>Article 44</b> The share certificates shall be signed by the Chairman. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by the Company's manager or other senior management, the share certificates shall also be signed by such manager or other senior management.</p> <p>...</p>	<p><b>Article 44</b> The share certificates shall be signed by the Chairman. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by the Company's <b>general</b> manager or other senior management, the share certificates shall also be signed by such <b>general</b> manager or other senior management.</p> <p>...</p>

No.	Original Articles	Amended Articles
8	<p><b>Article 56</b> The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>...</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. to obtain a copy of the Articles of Association, subject to payment of the cost of making such copy;</li> <li>2. to inspect free of charge and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> <li>(i) all parts of the register of shareholders;</li> <li>(ii) personal particulars of each of the Company's Directors, Supervisors, managers and other senior management, including:</li> </ol> </li> </ol> <p>...</p>	<p><b>Article 56</b> The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>...</p> <p>(5) the right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. to obtain a copy of the Articles of Association, subject to payment of the cost of making such copy;</li> <li>2. to inspect free of charge and copy, subject to payment of a reasonable charge: <ol style="list-style-type: none"> <li>(i) all parts of the register of shareholders;</li> <li>(ii) personal particulars of each of the Company's Directors, Supervisors, <b>general</b> managers and other senior management, including:</li> </ol> </li> </ol> <p>...</p>
9	<p><b>Article 57</b> Upon the payment of reasonable fee, shareholders are entitled to photocopy the document listed in (i) to (v) under sub-paragraph (5) of Article 55. Shareholders demanding inspection of the relevant information or copies of the materials shall provide to the Company written notice and documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide such information at the shareholder's request.</p>	<p><b>Article 57</b> <del>Upon the payment of reasonable fee, shareholders are entitled to photocopy the document listed in (i) to (v) under sub-paragraph (5) of Article 55.</del> Shareholders demanding inspection of the relevant information or copies of the materials <b>under sub-paragraph (5) of Article 56</b> shall provide to the Company written notice and documents evidencing the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide such information at the shareholder's request.</p>
10	<p><b>Article 64</b> The general meeting is the organ of authority of the Company, and may exercise its functions and powers in accordance with law.</p> <p>The general meeting may exercise the following functions and powers:</p> <p>...</p> <p>(14) to examine and approve the Company's share incentive schemes;</p> <p>...</p>	<p>Article 64 The general meeting is the organ of authority of the Company, and may exercise its functions and powers in accordance with law.</p> <p>The general meeting may exercise the following functions and powers:</p> <p>...</p> <p>(14) to examine and approve the Company's <b>employee stock ownership plan and</b> share incentive schemes;</p> <p>...</p>

No.	Original Articles	Amended Articles
11	<p><b>Article 67</b> Unless prior approval is obtained in a general meeting, the Company shall not enter into any contract with any party other than the Directors, Supervisors, managers and other senior management pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business</p>	<p><b>Article 67</b> Unless prior approval is obtained in a general meeting, the Company shall not enter into any contract with any party other than the Directors, Supervisors, <b>general</b> managers and other senior management pursuant to which such party shall be responsible for managing the whole or any substantial part of the Company's business</p>
12	<p><b>Article 72</b> The notice of a general meeting shall meet the following criteria:</p> <p>...</p> <p>(5) disclosing the nature and degree of the material interest of any Director, Supervisor, manager and other senior management in the matters to be considered. In case that the impact of the matters to be considered on such Director, Supervisor, manager and other senior management as a shareholder is different from that on other holders of the same class of shares, the difference shall be stated;</p> <p>...</p>	<p><b>Article 72</b> The notice of a general meeting shall meet the following criteria:</p> <p>...</p> <p>(5) disclosing the nature and degree of the material interest of any Director, Supervisor, <b>general</b> manager and other senior management in the matters to be considered. In case that the impact of the matters to be considered on such Director, Supervisor, <b>general</b> manager and other senior management as a shareholder is different from that on other holders of the same class of shares, the difference shall be stated;</p> <p>...</p>
13	<p><b>Article 87</b> Supervisory Committee or shareholders, if decided to convene general meetings on their own, shall inform the Board in writing and make filing with the appointed organization of the CSRC in the locality of the Company for record.</p>	<p>Article 87 Supervisory Committee or shareholders, if decided to convene general meetings on their own, shall inform the Board in writing and make filing with the appointed organization of the CSRC in the locality of the Company for record.</p> <p><b><u>The shareholding of the convening shareholders shall not be lower than 10% prior to the announcement of the resolutions of the general meeting.</u></b></p> <p><b><u>The convening shareholder shall submit relevant supporting materials to the appointed organisation of CSRC in the locality of the Company and the stock exchange(s) upon the issuance of the notice of general meeting and the announcement of the resolutions of the general meeting.</u></b></p>
14	<p><b>Article 91</b> During the general meeting, all of the Company's Directors, Supervisors and the secretary to the Board shall attend the meeting, the managers and other senior management shall attend as observers.</p>	<p><b>Article 91</b> During the general meeting, all of the Company's Directors, Supervisors and the secretary to the Board shall attend the meeting, the <b>general</b> managers and other senior management shall attend as observers.</p>

No.	Original Articles	Amended Articles
15	<p><b>Article 95</b> The secretary to the Board shall be responsible for taking minutes of the general meetings. The minutes shall record the following information:</p> <p>(1) the time, venue, agenda and the name of the convener of the meeting;</p> <p>(2) the name of the chairman of the general meeting, and the names of the Directors, Supervisors, managers and other senior management who attend or observe in the meeting;</p> <p>...</p>	<p><b>Article 95</b> The secretary to the Board shall be responsible for taking minutes of the general meetings. The minutes shall record the following information:</p> <p>(1) the time, venue, agenda and the name of the convener of the meeting;</p> <p>(2) the name of the chairman of the general meeting, and the names of the Directors, Supervisors, <b>general</b> managers and other senior management who attend or observe in the meeting;</p> <p>...</p>
16	<p><b>Article 105</b> The list of candidates for Director and Supervisor shall be proposed to the general meeting for voting.</p> <p>When voting on the election of Directors and Supervisors, the general meeting may implement accumulative voting system according to these Articles of Association or the resolution of the general meeting.</p> <p>Accumulative voting system referred to in the preceding paragraph means a system whereby each share, in an election of Directors or Supervisors at a general meeting, carries the number of voting rights equivalent to the number of the Directors or Supervisors to be elected, and a shareholder may concentrate his voting rights. The Board shall make available to the shareholders the resume and general information of the candidates for Directors and Supervisors in an announcement.</p>	<p><b>Article 105</b> The list of candidates for Director and Supervisor shall be proposed to the general meeting for voting.</p> <p>When voting on the election of Directors and Supervisors, the cumulative voting method <b><u>shall be adopted if a sole shareholder and its concert parties are interested in 30% or more of the shares of the Company.</u></b></p> <p>Accumulative voting system referred to in the preceding paragraph means a system whereby each share, in an election of Directors or Supervisors at a general meeting, carries the number of voting rights equivalent to the number of the Directors or Supervisors to be elected, and a shareholder may concentrate his voting rights. The Board shall make available to the shareholders the resume and general information of the candidates for Directors and Supervisors in an announcement.</p>

No.	Original Articles	Amended Articles
		<p><u>Details of operation of cumulative voting system are as follows:</u></p> <p>(1) <u>Where cumulative voting system is used to elect Directors and Supervisors, the list of candidates of independent Directors, non-independent Directors and Supervisors shall be divided into different groups of resolutions for voting at the shareholders' general meeting;</u></p> <p>(2) <u>Shareholders attending the shareholders' general meeting shall have the same number of votes as the number of Directors or Supervisors to be elected under each group of resolution for each share held in respect of resolutions subject to cumulative voting system;</u></p> <p>(3) <u>The number of votes held by shareholders can be concentrated to vote for one candidate or several candidates. Shareholders should vote within the number of votes for each group of resolutions. The elections of independent Directors, non-independent Directors and shareholder representative Supervisors shall be carried out separately and no cumulative vote can be used across different groups of resolutions.</u></p>
17	<p><b>Article 132</b></p> <p>... Directors may concurrently serve as manager or other members of senior management, provided that the aggregate number of the Directors who concurrently serve as manager or other members of senior management and the Directors who are representatives of employees shall not exceed one half of all the Directors of the Company.</p>	<p><b>Article 132</b></p> <p>... Directors may concurrently serve as <b>general</b> manager or other members of senior management, provided that the aggregate number of the Directors who concurrently serve as <b>general</b> manager or other members of senior management and the Directors who are representatives of employees shall not exceed one half of all the Directors of the Company.</p>

No.	Original Articles	Amended Articles
18	<p><b>Article 143</b> A Board of Directors shall be established by the Company and accountable to the general meeting.</p> <p>The Board shall comprise eleven (11) Directors, with one Chairman and ten (10) Directors. The Chairman shall be elected and dismissed by the majority of all the Directors, with tenure of office of three (3) years and eligible for re-election. There shall not be less than four (4) independent Directors, of which at least one shall be from the financial or accounting profession</p>	<p><b>Article 143</b> A Board of Directors shall be established by the Company and accountable to the general meeting.</p> <p>The Board shall comprise eleven (11) Directors, with one Chairman and ten (10) Directors. <b><u>The Company will appoint 1 employee representative Director. Such employee representative of the Board shall be elected through the employee representatives meetings, employee meetings or other forms of democratic election.</u></b> The Chairman shall be elected and dismissed by the majority of all the Directors, with tenure of office of three (3) years and eligible for re-election. There shall not be less than four (4) independent Directors, of which at least one shall be from the financial or accounting profession</p>
19	<p><b>Article 148</b> The Board shall report to the general meeting and exercise the following powers:</p> <p>...</p> <p>(9) to decide on the Company's external investments, sale and purchase of assets, pledge of assets, provision of external guarantees, loans, appointment of financial management, disposal of assets and connected transactions etc., excluding matters which have to be decided by the Company in general meeting pursuant to the laws, regulations, the Articles of Association and other constitutional documents;</p> <p>(11) to appoint or remove the general manager and the secretary to the Board based on the nomination by the Chairman of the Board; to appoint or remove the deputy manager and other senior management (including the chief financial officer) of the Company based on the nomination by the general manager and to determine their remunerations and rewards and penalties;</p> <p>...</p>	<p><b>Article 148</b> The Board shall report to the general meeting and exercise the following powers:</p> <p>...</p> <p>(9) to decide on the Company's <b><u>material</u></b> external investments, sale and purchase of assets, pledge of assets, provision of external guarantees, loans, appointment of financial management, disposal of assets and connected transactions etc., excluding matters which have to be decided by the Company in general meeting pursuant to the laws, regulations, the Articles of Association and other constitutional documents;</p> <p>(11) to appoint or remove the general manager and the secretary to the Board based on the nomination by the Chairman of the Board; to appoint or remove the deputy <b><u>general</u></b> manager and other senior management (including the chief financial officer) of the Company based on the nomination by the general manager and to determine their remunerations and rewards and penalties;</p> <p>...</p>

No.	Original Articles	Amended Articles
20	<p><b>Article 159</b> Directors shall attend Board meetings in person. Where a Director is unable to attend a meeting for any reason, he may by a written power of attorney appoint another Director to attend the meeting on his behalf. The power of attorney shall set out the name of the proxy, the subject and scope of authorization and the period of the validity of the power of attorney, which shall be signed or officially sealed by the authorizing party. A Director appointed as the representative of another Director to attend the meeting shall exercise the rights of a Director within the scope of authority conferred by the appointing Director. Where a Director is unable to attend a Board meeting (including attending in person or via electronic communication) and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.</p>	<p><b>Article 159</b> Directors shall attend Board meetings in person. Where a Director is unable to attend a meeting for any reason, he may by a written power of attorney appoint another Director to attend the meeting on his behalf. The power of attorney shall set out the name of the proxy, the subject and scope of authorization and the period of the validity of the power of attorney, which shall be signed or officially sealed by the authorizing party. A Director appointed as the representative of another Director to attend the meeting shall exercise the rights of a Director within the scope of authority conferred by the appointing Director. Where a Director is unable to attend a Board meeting (including attending in person or via electronic communication) and has not appointed a proxy to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting. <b><u>Independent Directors cannot appoint non-independent Directors to vote on his/her behalf.</u></b></p>
21	<p><b>Article 164</b> Directors or other members of senior management of the Company, save for manager and the chief financial officer, may concurrently hold the post of the secretary to the Board. Supervisors of the Company and accountants of the certified public accountants' firm appointed by the Company shall not concurrently hold the post of the secretary to the Board. Where the office of the secretary to the Board is held concurrently by a Director, and an act is required to be done by a Director and the secretary to the Board separately, the person who holds the office of Director and secretary to the Board may not perform such act in dual capacity.</p>	<p><b>Article 164</b> Directors or other members of senior management of the Company, save for <b><u>general</u></b> manager and the chief financial officer, may concurrently hold the post of the secretary to the Board. Supervisors of the Company and accountants of the certified public accountants' firm appointed by the Company shall not concurrently hold the post of the secretary to the Board. Where the office of the secretary to the Board is held concurrently by a Director, and an act is required to be done by a Director and the secretary to the Board separately, the person who holds the office of Director and secretary to the Board may not perform such act in dual capacity.</p>
22	<p><b>Article 167</b> The general manager of the Company shall be accountable to the Board and exercise the following powers:</p> <p>...</p> <p>(6) to propose the appointment or dismissal of the Company's deputy manager(s) and chief financial officer;</p> <p>...</p>	<p><b>Article 167</b> The general manager of the Company shall be accountable to the Board and exercise the following powers:</p> <p>...</p> <p>(6) to propose the appointment or dismissal of the Company's deputy <b><u>general</u></b> manager(s) and chief financial officer;</p> <p>...</p>
23	<p><b>Article 171</b> In exercising the duties, the general manager, deputy manager(s) and the chief financial officer shall not alter the resolutions of the general meeting and the Board or act beyond their scope of authority.</p>	<p><b>Article 171</b> In exercising the duties, the general manager, deputy <b><u>general</u></b> manager(s) and the chief financial officer shall not alter the resolutions of the general meeting and the Board or act beyond their scope of authority</p>

No.	Original Articles	Amended Articles
24	<p><b>Article 172</b> The general manager, deputy manager(s) and the chief financial officer in performing their functions, shall act honestly and diligently and in accordance with the laws, administrative regulations, departmental rules and the Articles of Association</p>	<p><b>Article 172</b> The general manager, deputy <u>general</u> manager(s) and the chief financial officer in performing their functions, shall act honestly and diligently and in accordance with the laws, administrative regulations, departmental rules and the Articles of Association</p>
25	<p><b>Article 173</b> The general manager, deputy general manager(s) and the chief financial officer who violate any of the laws, administrative regulations, departmental rules or the Articles of Association during the course of performing their duties and cause losses to the Company shall be liable for compensation to any loss caused to the Company.</p> <p>A person who serves a function in the controlling shareholder and de facto controlling person of the Company other than as director shall not be eligible to assume a senior management position of the Company.</p>	<p><b>Article 173</b> The general manager, deputy general manager(s) and the chief financial officer who violate any of the laws, administrative regulations, departmental rules or the Articles of Association during the course of performing their duties and cause losses to the Company shall be liable for compensation to any loss caused to the Company.</p> <p><del>A person who serves a function in the controlling shareholder and de facto controlling person of the Company other than as director shall not be eligible to assume a senior management position of the Company.</del> <b>Senior management of the Company shall not take up administration positions in the controlling shareholder other than director and supervisor.</b></p>
26	<p><b>Chapter 11</b> Qualifications and Duties of the Directors, Supervisors, Managers and other Members of Senior Management</p>	<p><b>Chapter 11</b> Qualifications and Duties of the Directors, Supervisors, <u>General</u> Managers and other Members of Senior Management</p>
27	<p><b>Article 189</b> A person may not serve as a Director, Supervisor, manager, or any other member of senior management of the Company if any of the following circumstances applies:</p> <p>...</p> <p>(3) being a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation due to poor operation and management and being personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p> <p>...</p>	<p><b>Article 189</b> A person may not serve as a Director, Supervisor, <u>general</u> manager, or any other member of senior management of the Company if any of the following circumstances applies:</p> <p>...</p> <p>(3) being a former director, factory manager or <u>general</u> manager of a company or enterprise which has entered into insolvent liquidation due to poor operation and management and being personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p> <p>...</p>
28	<p><b>Article 190</b> The validity of an act of a Director, manager, and any other member of senior management member on behalf of the Company vis-a-vis a bona fide third party is not affected by any irregularity in his office, election or qualification.</p>	<p><b>Article 190</b> The validity of an act of a Director, <u>general</u> manager, and any other member of senior management member on behalf of the Company vis-a-vis a bona fide third party is not affected by any irregularity in his office, election or qualification.</p>



No.	Original Articles	Amended Articles
29	<p><b>Article 191</b> In addition to obligations imposed by the laws, administrative regulations or listing rules of the stock exchanges on which the Company's shares are listed, each of the Company's Directors, Supervisors, managers, and other members of senior management owes the following duties to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:</p> <p>...</p>	<p><b>Article 191</b> In addition to obligations imposed by the laws, administrative regulations or listing rules of the stock exchanges on which the Company's shares are listed, each of the Company's Directors, Supervisors, <b>general</b> managers, and other members of senior management owes the following duties to each shareholder, in the exercise of the functions and powers of the Company entrusted to him:</p> <p>...</p>
30	<p><b>Article 192</b> Each of the Company's Directors, Supervisors, managers, and other members of senior management owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p><b>Article 192</b> Each of the Company's Directors, Supervisors, <b>general</b> managers, and other members of senior management owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>
31	<p><b>Article 193</b> Each of the Company's Directors, Supervisors, managers and other members of senior management shall exercise his powers or carry out his duties in accordance with the principle of honesty and shall not put himself in a position where his duty and his interest may conflict. Such principle includes (without limitation) discharging the following obligations:</p> <p>...</p> <p>(12) unless otherwise permitted by informed shareholders in general meeting, to keep in confidence information relating to the Company acquired by him in the course of and during his tenure and not to use such information for purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <ol style="list-style-type: none"> <li>1. disclosure is made pursuant to the law;</li> <li>2. the interests of the public require disclosure;</li> <li>3. the interests of the relevant Director, Supervisor, manager and other members of senior management require disclosure.</li> </ol>	<p><b>Article 193</b> Each of the Company's Directors, Supervisors, <b>general</b> managers and other members of senior management shall exercise his powers or carry out his duties in accordance with the principle of honesty and shall not put himself in a position where his duty and his interest may conflict. Such principle includes (without limitation) discharging the following obligations:</p> <p>...</p> <p>(12) unless otherwise permitted by informed shareholders in general meeting, to keep in confidence information relating to the Company acquired by him in the course of and during his tenure and not to use such information for purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <ol style="list-style-type: none"> <li>1. disclosure is made pursuant to the law;</li> <li>2. the interests of the public require disclosure;</li> <li>3. the interests of the relevant Director, Supervisor, <b>general</b> manager and other members of senior management require disclosure.</li> </ol>

No.	Original Articles	Amended Articles
32	<p><b>Article 194</b> Each Director, Supervisor, manager and other members of senior management of the Company shall not cause the following persons or entities (“associates”) to do what he or it is prohibited from doing:</p> <ol style="list-style-type: none"> <li>(1) the spouse or minor child of that Director, Supervisor, manager, and other members of senior management;</li> <li>(2) a person acting in the capacity of trustee of that Director, Supervisor, manager, and other members of senior management or any person referred to in paragraph (1) of this Article;</li> <li>(3) a person acting in the capacity of partner of that Director, Supervisor, manager, and other members of senior management or any person referred to in paragraphs (1) and (2) of this Article;</li> <li>(4) a company in which that Director, Supervisor, manager and other members of senior management, alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) above or other Directors, Supervisors, managers, and other members of senior management of the Company have a de facto controlling interest; and</li> </ol> <p>the Directors, Supervisors, managers, and other members of senior management of the controlled company referred to in paragraph (4) of this Article.</p>	<p><b>Article 194</b> Each Director, Supervisor, <u>general</u> manager and other members of senior management of the Company shall not cause the following persons or entities (“associates”) to do what he or it is prohibited from doing:</p> <ol style="list-style-type: none"> <li>(1) the spouse or minor child of that Director, Supervisor, <u>general</u> manager, and other members of senior management;</li> <li>(2) a person acting in the capacity of trustee of that Director, Supervisor, <u>general</u> manager, and other members of senior management or any person referred to in paragraph (1) of this Article;</li> <li>(3) a person acting in the capacity of partner of that Director, Supervisor, <u>general</u> manager, and other members of senior management or any person referred to in paragraphs (1) and (2) of this Article;</li> <li>(4) a company in which that Director, Supervisor, <u>general</u> manager and other members of senior management, alone or jointly with one or more persons referred to in paragraphs (1), (2) and (3) above or other Directors, Supervisors, managers, and other members of senior management of the Company have a de facto controlling interest; and</li> </ol> <p>the Directors, Supervisors, <u>general</u> managers, and other members of senior management of the controlled company referred to in paragraph (4) of this Article.</p>
33	<p><b>Article 195</b> The fiduciary duties of the Directors, Supervisors, managers, and other members of senior management of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.</p>	<p><b>Article 195</b> The fiduciary duties of the Directors, Supervisors, <u>general</u> managers, and other members of senior management of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances under which the relationships between them and the Company are terminated.</p>

No.	Original Articles	Amended Articles
34	<p><b>Article 196</b> Except for circumstances prescribed in Article 60 of the Articles of Association, a Director, Supervisor, manager, and other members of senior management of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.</p>	<p><b>Article 196</b> Except for circumstances prescribed in Article 60 of the Articles of Association, a Director, Supervisor, <b>general</b> manager, and other members of senior management of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.</p>
35	<p><b>Article 197</b> Where a Director, Supervisor, manager, and other members of senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or Articles of Association 47 arrangement made or proposed to be made with the Company (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board. A Director shall not vote nor shall be counted in the quorum on any resolution approving any contract, arrangement or any other proposal in which he or any of his associates has a material interest.</p> <p>Unless the interested Director, Supervisor, manager, and other members of senior management has disclosed his interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested Director, Supervisor, manager, and other members of senior management is not counted in the quorum and refrained from voting, the Company is entitled to rescind the contract, transaction or arrangement in which that Director, Supervisor, manager, and other members of senior management is materially interested except as against a bona fide party thereto acting without notice of the breach of duty by the interested Director, manager, and other members of senior management. A Director, Supervisor, manager, and other members of senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him is interested.</p>	<p><b>Article 197</b> Where a Director, Supervisor, <b>general</b> manager, and other members of senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or Articles of Association 47 arrangement made or proposed to be made with the Company (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board. A Director shall not vote nor shall be counted in the quorum on any resolution approving any contract, arrangement or any other proposal in which he or any of his associates has a material interest.</p> <p>Unless the interested Director, Supervisor, <b>general</b> manager, and other members of senior management has disclosed his interests in accordance with the preceding paragraph of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested Director, Supervisor, <b>general</b> manager, and other members of senior management is not counted in the quorum and refrained from voting, the Company is entitled to rescind the contract, transaction or arrangement in which that Director, Supervisor, <b>general</b> manager, and other members of senior management is materially interested except as against a bona fide party thereto acting without notice of the breach of duty by the interested Director, <b>general</b> manager, and other members of senior management. A Director, Supervisor, <b>general</b> manager, and other members of senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him is interested.</p>

No.	Original Articles	Amended Articles
36	<p><b>Article 198</b> Where a Director, Supervisor, manager, and other member of senior management of the Company gives to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding paragraph of this Article to be a sufficient declaration of his interests, so far as the relevant content has been stated in such notice, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>	<p><b>Article 198</b> Where a Director, Supervisor, <u>general</u> manager, and other member of senior management of the Company gives to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding paragraph of this Article to be a sufficient declaration of his interests, so far as the relevant content has been stated in such notice, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>
37	<p><b>Article 199</b> The Company shall not in any manner pay taxes for or on behalf of its Directors, Supervisors, managers, and other members of senior management.</p>	<p><b>Article 199</b> The Company shall not in any manner pay taxes for or on behalf of its Directors, Supervisors, <u>general</u> managers, and other members of senior management.</p>
38	<p><b>Article 200</b> The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan to, a Director, Supervisor, manager, and other members of senior management of the Company or of the Company’s parent company or any of their respective associates. However, the following transactions are not subject to such prohibition:</p> <ul style="list-style-type: none"> <li>(1) the provision by the Company of a loan or a guarantee for a loan to a company which is a subsidiary of the Company;</li> <li>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its Directors, Supervisors, managers, and other members of senior management to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in general meeting; and</li> </ul>	<p><b>Article 200</b> The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan to, a Director, Supervisor, <u>general</u> manager, and other members of senior management of the Company or of the Company’s parent company or any of their respective associates. However, the following transactions are not subject to such prohibition:</p> <ul style="list-style-type: none"> <li>(1) the provision by the Company of a loan or a guarantee for a loan to a company which is a subsidiary of the Company;</li> <li>(2) the provision by the Company of a loan or a guarantee in connection with the making of a loan or any other funds to any of its Directors, Supervisors, <u>general</u> managers, and other members of senior management to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties properly, in accordance with the terms of a service contract approved by the shareholders in general meeting; and</li> </ul>

No.	Original Articles	Amended Articles
	(3) The Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant Directors, Supervisors, managers, and other members of senior management or their respective associates if the ordinary course of business of the Company includes the lending of money or the giving of guarantee, provided that the loan or the guarantee is on normal commercial terms.	(3) The Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant Directors, Supervisors, <b>general</b> managers, and other members of senior management or their respective associates if the ordinary course of business of the Company includes the lending of money or the giving of guarantee, provided that the loan or the guarantee is on normal commercial terms.
39	<p><b>Article 202</b> A loan guarantee provided by the Company in breach of paragraph (1) of Article 196 shall be unenforceable against the Company, except that:</p> <p>the loan was advanced to an associate of any of the Directors, Supervisors, managers, and other members of senior management of the Company or of the Company's parent company where the lender did not know the relevant circumstances; or</p> <p>the security provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p><b>Article 202</b> A loan guarantee provided by the Company in breach of paragraph (1) of Article 196 shall be unenforceable against the Company, except that:</p> <p>the loan was advanced to an associate of any of the Directors, Supervisors, <b>general</b> managers, and other members of senior management of the Company or of the Company's parent company where the lender did not know the relevant circumstances;</p> <p>or the security provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>
40	<p><b>Article 204</b> In addition to any rights and remedies provided by the laws and administrative regulations, where a Director, Supervisor, manager, and other member of senior management of the Company is in breach of his duties to the Company, the Company has a right to:</p> <p>(1) claim damages from the Director, Supervisor, manager, and other member of senior management in compensation for losses sustained by the Company as a result of such breach;</p> <p>(2) rescind any contract or transaction entered into by the Company with the Director, Supervisor, manager, and other member of senior management or with a third party (where such third party knows or should know that there is such a breach of duties by such Director, Supervisor, manager, and other member of senior management);</p>	<p><b>Article 204</b> In addition to any rights and remedies provided by the laws and administrative regulations, where a Director, Supervisor, <b>general</b> manager, and other member of senior management of the Company is in breach of his duties to the Company, the Company has a right to:</p> <p>(1) claim damages from the Director, Supervisor, <b>general</b> manager, and other member of senior management in compensation for losses sustained by the Company as a result of such breach;</p> <p>(2) rescind any contract or transaction entered into by the Company with the Director, Supervisor, <b>general</b> manager, and other member of senior management or with a third party (where such third party knows or should know that there is such a breach of duties by such Director, Supervisor, <b>general</b> manager, and other member of senior management);</p>

No.	Original Articles	Amended Articles
	<p>(3) demand the Director, Supervisor, manager, and other member of senior management to surrender the profits made by him in breach of his duties;</p> <p>(4) recover any monies received by the Director, Supervisor, manager, and other member of senior management which should have been otherwise received by the Company, including (without limitation) commissions; and</p> <p>(5) demand payment of the interest earned or which may have been earned by the Director, Supervisor, manager, and other member of senior management on the monies that should have been paid to the Company.</p>	<p>(3) demand the Director, Supervisor, <b>general</b> manager, and other member of senior management to surrender the profits made by him in breach of his duties;</p> <p>(4) recover any monies received by the Director, Supervisor, <b>general</b> manager, and other member of senior management which should have been otherwise received by the Company, including (without limitation) commissions; and</p> <p>(5) demand payment of the interest earned or which may have been earned by the Director, Supervisor, <b>general</b> manager, and other member of senior management on the monies that should have been paid to the Company.</p>

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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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 2018 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2018 annual general meeting (the “**2018 AGM**”) of Guangzhou Automobile Group Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Friday, 31 May 2019 at Conference Room 1604, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, PRC to consider and, if thought fit, approve the following resolutions:

1. The resolution on the annual report and its summary for the year 2018.
2. The resolution on the work report of the board of directors for the year 2018.
3. The resolution on the work report of the supervisory committee for the year 2018.
4. The resolution on the financial report for the year 2018.
5. The resolution on the proposal for profit distribution for the year 2018.
6. The resolution on the proposal to be submitted to the general meeting in relation to the grant of general mandate to the board of directors of the Company to issue shares.
7. The resolution on the proposal to be submitted to the general meeting in relation to the grant of general mandate to the board of directors of the Company to issue debt financing instruments.
8. The resolution on the purchase of liability insurance for directors.
9. The resolution on the proposed change of registered capital of the Company and amendments to the Articles of Association.
10. The resolution on the election of supervisor.

10.01 Mr. Long Yong.

The above resolutions (1) to (4), (8) and (10) will be considered and approved by way of ordinary resolutions. The above resolutions (5) to (7) and (9) will be considered and approved by way of special resolutions.

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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Cumulative voting system will be adopted in respect of the above resolution (10) The election of the candidate for supervisor shall be treated as a group of resolution and numbered accordingly. Shareholders of the Company (the “**Shareholders**”) shall vote in respect of the candidate under the group of resolution in this notice. The number of votes entitled for each share held by the Shareholders shall be equivalent to the number of Supervisor to be elected under the group of resolution. Upon completion of voting, the votes will be counted cumulatively in respect of the resolution.

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

Guangzhou, PRC, 15 April 2019

*Notes:*

1. Details of the above resolutions (6) to (10) are set out in the circular of the Company dated 15 April 2019.
2. 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.
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 22/F, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll (i.e. 2:00 p.m. on Thursday, 30 May 2019).
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, 1 May 2019 to Friday, 31 May 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 2018 AGM. In order to be eligible to attend and vote at the forthcoming 2018 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 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong on or before 4:30 p.m. on Tuesday, 30 April 2019.
6. 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 Saturday, 11 May 2019 by hand, by post or by fax to the Company’s H Share Registrar, Tricor Investor Services Limited at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, fax no.: (852) 2810 8185.
7. Shareholders or their proxies attending the 2018 AGM are responsible for their own transportation and accommodation expenses.
8. 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 2018 AGM 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.
9. At the 2018 AGM, the independent non-executive directors of the Company will present the duty report of the independent directors for 2018. Such report will be presented at the annual general meeting, but no Shareholder’s approval is required.



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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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10. The book closure arrangement in relation to the final dividend in respect of the financial year ended 31 December 2018 will be separately announced.
11. The notice of the 2018 AGM is despatched to holders of H shares of the Company only. The notice of the 2018 AGM to holders of A shares and the relevant reply slip and form of proxy are separately published on the websites of the Company (<http://www.gage.com.cn>) and the Shanghai Stock Exchange (<http://www.sse.com.cn>).
12. The contact person of the 2018 AGM is Mr. Liu Yong and his contact number is (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.*