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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) ELECTION OF NEW SESSIONS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY COMMITTEE AND (2) NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 5 to 9 of this circular.

The EGM of Guangzhou Automobile Group Co., Ltd. (the “**Company**”) will be held at Conference Room, 32/F, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 2:00 p.m. on Friday, 8 October 2021.

The EGM Notice containing the resolutions to be approved at the EGM is set out on pages 15 to 17 of this circular.

Whether or not you are able to attend the said meeting, you are requested to complete the form of proxy enclosed in accordance with the instructions printed thereon and return the same to the Company as soon as possible. The form of proxy of the EGM 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 (i.e. 2:00 p.m. on Thursday, 7 October 2021) or at least 24 hours before the designated time of voting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

17 September 2021

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DEFINITIONS

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

“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.
“associated company(ies)”	all entities over which the Company has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights of such entities
“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
“Da Sheng Technology”	Da Sheng Technology Co., Ltd.(大聖科技股份有限公司), a subsidiary of the Company established in June 2016 under PRC law, in which the Company and Urtrust Insurance hold approximately 74.30% equity interests in total
“Director(s)”	the director(s) of the Company
“EGM”	the 2021 first extraordinary general meeting of the Company to be held on Friday, 8 October 2021 at 2:00 p.m. at Conference Room, 32/F, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC
“EGM Notice”	the notice dated 17 September 2021 convening the EGM as set out on pages 15 to 17 of this circular
“GAC AION”	GAC AION New Energy Automobile Co., Ltd. (廣汽埃安新能源汽車有限公司) (formerly known as Guangzhou Automobile New Energy Automobile Co., Ltd. (廣汽新能源汽車有限公司)), a wholly-owned subsidiary of the Company incorporated in July 2017 under PRC law
“GAC Business”	GAC Business Co., Ltd. (廣汽商貿有限公司) (formerly known as Guangzhou Automobile Group Business Co., Ltd. (廣州汽車集團商貿有限公司)), a wholly-owned subsidiary of the Company incorporated in March 2000 under PRC law

DEFINITIONS

“GAC Component”	GAC Component Co., Ltd. (廣汽零部件有限公司) (formerly known as Guangzhou Automobile Group Component Co., Ltd. (廣州汽車集團零部件有限公司)), a wholly-owned subsidiary incorporated in August 2000 under PRC law by the Company and its subsidiaries
“GAC FCA”	GAC Fiat Chrysler Automobiles Co., Ltd. (廣汽菲亞特克萊斯勒汽車有限公司) (formerly known as GAC FIAT Automobiles Co., Ltd. (廣汽菲亞特汽車有限公司)), a jointly controlled entity incorporated in March 2010 under PRC law by the Company and Fiat Chrysler Automobiles (Fiat Chrysler Automobiles merged with the former Groupe PSA to form Stellantis Group in January 2021)
“GAC Hino”	GAC Hino Motors Co., Ltd. (廣汽日野汽車有限公司), a jointly controlled entity incorporated in November 2007 under PRC law by the Company and Hino Motors, Ltd.
“GAC Honda”	GAC Honda Automobile Co., Ltd. (廣汽本田汽車有限公司) (formerly known as Guangzhou Honda Automobile Co., Ltd. (廣州本田汽車有限公司)), a jointly controlled entity incorporated in May 1998 under PRC law by the Company, Honda Motor Co., Ltd. and Honda Motor (China) Investment Co., Ltd.
“GAC Mitsubishi”	GAC Mitsubishi Motor Co., Ltd. (廣汽三菱汽車有限公司), a jointly controlled entity incorporated in September 2012 under PRC law by the Company, Mitsubishi Motors Corporation and Mitsubishi Corporation
“GAC Toyota”	GAC Toyota Motor Co., Ltd. (廣汽豐田汽車有限公司) (formerly known as Guangzhou Toyota Motor Co., Ltd. (廣州豐田汽車有限公司)), a jointly controlled entity incorporated in September 2004 under PRC law by the Company, Toyota Motor Company and Toyota Motor (China) Investment Co., Ltd.
“GAC Toyota Engine”	GAC Toyota Engine Co., Ltd. (廣汽豐田發動機有限公司), an associated company incorporated in February 2004 under PRC law by the Company and Toyota Motor Company, in which the Company holds 30% equity interests
“GAIG”	Guangzhou Automobile Industry Group Co., Ltd. (廣州汽車工業集團有限公司), a state-owned enterprise incorporated in October 2000 under PRC law and the controlling Shareholder of the Company

DEFINITIONS

“GAMC”	GAC Motor Co., Ltd. (廣汽乘用車有限公司) (formerly known as Guangzhou Automobile Group Motor Co., Ltd. (廣州汽車集團乘用車有限公司)), a wholly-owned subsidiary of the Company incorporated in July 2008 under PRC law
“Group”	the Company and its subsidiaries
“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
“jointly controlled entity(ies)”	joint venture companies under direct or indirect joint control, and no participating party has unilateral control power over the economic activities of such jointly controlled entity as a result of such direct or indirect joint control
“Latest Practicable Date”	14 September 2021, 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 of Hong Kong Limited
“PRC”	the 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
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	shareholder(s) of the Company
“SSE”	the 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

DEFINITIONS

“Tong Fang Global”	Tong Fang Global (Tianjin) Logistics Co., Limited (同方環球(天津)物流有限公司), an associated company established by the Company, China First Automobile Works Group and Toyota Motor Company in July 2007, in which the Company holds 25% equity interests
“Urtrust Insurance”	Urtrust Insurance Co., Ltd. (眾誠汽車保險股份有限公司), a subsidiary of the Company incorporated in June 2011 under PRC law, in which the Company directly and indirectly holds a total of 53.55% equity interests

In this circular, the English names of Chinese entities are translated from their corresponding Chinese names and are for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

LETTER FROM THE BOARD



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:

Chen Xiaomu

Chen Maoshan

Chen Jun

Ding Hongxiang

Han Ying

Independent non-executive Directors:

Zhao Fuquan

Xiao Shengfang

Wong Hakkun

Song Tiebo

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

17 September 2021

To the Shareholders

Dear Sir or Madam,

(1) ELECTION OF NEW SESSIONS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY COMMITTEE

AND

(2) NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the election of new sessions of the Board and the Supervisory Committee, to issue the EGM Notice and to seek your approval of the resolutions relating to, inter alia, the aforesaid matters at the EGM.

LETTER FROM THE BOARD

2. RESOLUTIONS ON THE ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS

The fifth session of the Board currently comprises eleven Directors, including two executive Directors, namely Mr. Zeng Qinghong (Chairman) and Mr. Feng Xingya; five non-executive Directors, namely Mr. Chen Xiaomu, Mr. Chen Maoshan, Mr. Chen Jun, Mr. Ding Hongxiang and Mr. Han Ying; and four independent non-executive Directors, namely Mr. Zhao Fuquan, Mr. Xiao Shengfang, Mr. Wong Hakkun and Mr. Song Tiebo. Their terms of office have expired on 22 August 2021 and are eligible for re-election.

Mr. Chen Jun and Mr. Han Ying will not be candidates for the sixth session of the Board due to work reason. They confirmed that they have no disagreement with the Board, the Supervisory Committee and the Company and there are no other matters in relation to their retirement that need to be brought to the attention of the Shareholders.

In accordance with relevant requirements of the Articles of Association, the Board shall comprise eleven Directors with not less than four independent non-executive Directors. After consultation of the Shareholder's opinion and consideration and approval at the 71st meeting of the fifth session of the Board, Mr. Zeng Qinghong, Mr. Feng Xingya, Mr. Chen Xiaomu, Mr. Guan Dayuan, Mr. Ding Hongxiang, Mr. Liu Zhijun, Mr. Zhao Fuquan, Mr. Xiao Shengfang, Mr. Wong Hakkun and Mr. Song Tiebo are hereby nominated as candidates for Directors of the sixth session of the Board and their terms of office will be three years commencing on the date of approval at the EGM; and the remaining one staff representative Director shall be elected at the staff representatives' meeting. Among them, Mr. Zeng Qinghong and Mr. Feng Xingya are candidates for executive Directors; Mr. Chen Xiaomu, Mr. Guan Dayuan, Mr. Ding Hongxiang and Mr. Liu Zhijun are candidates for non-executive Directors; and Mr. Zhao Fuquan, Mr. Xiao Shengfang, Mr. Wong Hakkun and Mr. Song Tiebo are candidates for independent non-executive Directors. Other than Mr. Guan Dayuan and Mr. Liu Zhijun, all candidates are members of the current session of the Board.

Each of the executive Directors and non-executive Directors did not and will not receive any directors' fees and will only receive remuneration for being employee of the Company, which includes salaries, housing allowances, other allowances, benefits in kind and discretionary bonuses. The remuneration of each of the independent non-executive Directors will be determined in accordance with his duties and responsibilities with the Company, the Company's remuneration policy, and the Company's performance and profitability. As approved at the 2013 annual general meeting of the Company held on 30 June 2014, the allowance for each of the independent non-executive Directors is RMB150,000 (including tax) per annum, and they are entitled to an allowance of RMB1,000 (including tax) for each meeting of the Board, special committee and general meeting attended in person. No allowance will be given if the independent non-executive Director attends the meeting by proxy or by way of communication for any reasons. The independent non-executive Directors are entitled to out-of-pocket expenses incurred for attending to their duties at the meetings of the Board, the special committees and the general meetings.

The biographical details of the candidates proposed to be elected as Directors of the new session of the Board at the EGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. RESOLUTIONS ON THE ELECTION OF NEW SESSION OF THE SUPERVISORY COMMITTEE

The fifth session of the Supervisory Committee currently comprises six Supervisors, namely Ms. Chen Tian, Mr. Long Yong, Mr. Wang Junyang, Mr. Huang Zhuo (staff representative Supervisor), Mr. Shi Lei (staff representative Supervisor) and Ms. Wang Lu (staff representative Supervisor). Their terms of office have expired on 22 August 2021 and are eligible for re-election.

Mr. Long Yong and Mr. Wang Junyang will not be candidates for the sixth session of the Supervisory Committee due to work reason. They confirmed that they have no disagreement with the Board, the Supervisory Committee and the Company and there are no other matters in relation to their retirement that need to be brought to the attention of the Shareholders.

In accordance with the requirements of the Articles of Association, the Supervisory Committee shall comprise seven members, and shall include representatives of the Shareholders and an appropriate proportion of representatives of the Company's staff and workers, provided that the proportion of staff representative Supervisors shall not be less than one-third. Pursuant to the Shareholders' nomination and after consultation with various parties, and as considered and approved at the 28th meeting of the fifth session of the Supervisory Committee, Ms. Chen Tian, Mr. Cao Xiandong and Mr. Huang Cheng are hereby nominated as candidates for Supervisors representing the Shareholders of the sixth session of the Supervisory Committee and their terms of office will be three years commencing on the date of approval at the EGM. Other than Mr. Cao Xiandong and Mr. Huang Cheng, the remaining candidate is a member of the current session of the Supervisory Committee.

The sixth session of the Supervisory Committee will comprise Supervisors representing the Shareholders as elected at the EGM and staff representative Supervisors. Each of the Supervisors representing the Shareholders did not and will not receive remuneration from the Company.

The biographical details of the candidates proposed to be elected as Supervisors representing the Shareholders of the new session of the Supervisory Committee at the EGM are set out in Appendix II to this circular.

4. CUMULATIVE VOTING SYSTEM

In accordance with Article 106 of the Articles of Association, cumulative voting system will be adopted at the EGM for the election of Directors and Supervisors.

The election of Directors, independent non-executive Directors and Supervisors at the EGM shall each be treated as a group of resolutions and numbered respectively. Shareholders shall vote in respect of each candidate under each group of resolutions. The number of votes entitled for each Share held by the Shareholders shall be equivalent to the number of Directors or Supervisors to be elected under each group of resolutions. Shareholders may cast their votes at their own discretion for one candidate or different candidates in any combination. Upon completion of voting, the votes will be counted cumulatively in respect of each resolution.

LETTER FROM THE BOARD

5. EGM

The EGM Notice is set out on pages 15 to 17 of this circular for consideration of the resolutions relating to the election of new sessions of the Board and the Supervisory Committee.

The EGM will be held at Conference Room, 32/F, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 2:00 p.m. on Friday, 8 October 2021. The form of proxy for use at the EGM 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.

The register of members of the Company will be closed from Tuesday, 5 October 2021 to Friday, 8 October 2021 (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 EGM. In order to be eligible to attend and vote at the EGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 4:30 p.m. on Monday, 4 October 2021.

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 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.

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy enclosed in accordance with the instructions printed thereon and return the same to the Company as soon as possible. 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 EGM (i.e. 2:00 p.m. on Thursday, 7 October 2021) or at least 24 hours before the designated time of voting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

6. RECOMMENDATION

The Directors (including the independent non-executive Directors) believe that the resolutions relating to the election of new sessions of the Board and the Supervisory Committee would be in the best interests of the Company and its 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 EGM Notice.

7. 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 enquiries, 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.

LETTER FROM THE BOARD

8. 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

Biographical details of the candidates proposed to be elected as Directors at the EGM are set out as follows:

CANDIDATES FOR EXECUTIVE DIRECTORS

Mr. Zeng Qinghong, aged 60, is a senior engineer and a Ph.D. candidate in management science and engineering. He is currently chairman and party secretary of the Company, and also chairman and party secretary of GAIG. He first joined the Company in 1997. He had served as vice chairman of the Company from June 2005 to October 2016, general manager of the Company from June 2005 to November 2016, and director of the Executive Committee of the Company from June 2013 to November 2016. Mr. Zeng was vice chairman of GAIG from August 2008 to October 2016, general manager of GAIG from July 2013 to October 2016. He has been serving the current positions since October 2016. He was chairman of GAC Toyota and vice chairman of GAC Toyota Engine from June 2013 to December 2016. He acted as chairman of GAMC from August 2008 to June 2013, chairman of GAC Gonow Automobile Co., Ltd. from January 2011 to June 2013, and chairman of GAC FCA from January 2010 to June 2013. Prior to this, he held positions as chairman of GAC Business, GAC Component and GAC Hino, director and executive deputy general manager of GAC Honda, and deputy general manager of GAIG and the Company. Mr. Zeng is a delegate of the 10th, 11th and 13th National People's Congress, the chairman of the 5th and 6th Automobile Industry Association of Guangdong Province (廣東省汽車工業協會).

As at the Latest Practicable Date, Mr. Zeng Qinghong held 373,336 A Share options granted and still effective, and was beneficially interested in 531,000 A Shares.

Mr. Feng Xingya, aged 52, is a Director of the Company, general manager, and director of the Executive Committee. He is also a director of GAIG, chairman of GAMC and chairman of GAC AION. Mr. Feng joined the Group in 2004, he has held positions as a deputy head of sales department, deputy general manager, executive deputy general manager and a director of GAC Toyota, a director of GAC Mitsubishi and vice chairman of Tong Fang Global. He has been deputy general manager of the Company since 2008. Since 25 March 2015, he has been a Director of the Company. He was chairman of GAC FCA, GAC FCA Sales, Guang Ai Insurance Brokers Limited, Urtrust Insurance and Da Sheng Technology. Mr. Feng served as deputy general manager in Zhengzhou Nissan Automobile Company Limited from June 1998 to June 2004. Mr. Feng graduated from Xi'an Jiaotong University with a bachelor's degree in engineering in July 1988 and a master's degree in business administration in July 2001.

As at the Latest Practicable Date, Mr. Feng Xingya held 644,668 A Share options granted and still effective, and was beneficially interested in 766,533 A Shares.

CANDIDATES FOR NON-EXECUTIVE DIRECTORS

Mr. Chen Xiaomu, aged 45, is a Director of the Company, deputy party secretary and head of party work department of the Company. Mr. Chen is also a director of GAIG. He served as head of human resources department of the Company, party secretary, secretary to the disciplinary committee, chairman of labour union and a director of GAC Mitsubishi, and a director of GAC Mitsubishi Sales Co., Ltd. (廣汽三菱汽車銷售有限公司). He graduated from Jilin University of Technology majoring in international trade in 1999 as an undergraduate with a bachelor's degree in engineering. In 2011, Mr. Chen graduated from the School of Business Administration, South China University of Technology majoring in business administration as a postgraduate with a master's degree in business administration. He graduated from Jilin University majoring in business administration in 2018 as a postgraduate with a doctorate degree in management.

As at the Latest Practicable Date, Mr. Chen Xiaomu held 261,336 A Share options granted and still effective, and was beneficially interested in 97,367 A Shares and 98,000 H Shares.

Mr. Guan Dayuan, aged 57, a resident in Hangzhou, Zhejiang, holds a master's degree, and is a senior economist and a member of the Communist Party of China. He is currently chairman of Wanxiang Qianchao Co., Ltd. (萬向錢潮股份有限公司), chairman of the board of supervisors of Shunfa Hengye Co., Ltd. (順發恒業股份分公司), and chairman of Wanxiang Resources Co., Ltd. (萬向資源有限公司). He once served as an assistant to general manager and director of the general manager's office of Wanxiang Group Corporation Ltd. (萬向集團公司), general manager of Shenzhen Wanxiang Investment Co., Ltd. (深圳萬向投資有限公司), and senior executive vice president of Wanxiang Group Corporation Ltd. (萬向集團公司).

Mr. Ding Hongxiang, aged 55, is a Director of the Company, a member of the Strategy Committee of the Board, a member of the Remuneration and Assessment Committee of the Board, and a member of the Nomination Committee of the Board, and deputy general manager of China National Machinery Industry Corporation Limited (中國機械工業集團有限公司). Mr. Ding is vice president of China Association of Automobile Manufacturers, and vice president of Society of Automotive Engineers of China. Mr. Ding graduated from Huazhong Institute of Technology (undergraduate) majoring in materials management in 1986 and obtained a master's degree in western economics from Huazhong Institute of Technology in 1989. He obtained a doctoral degree in western economics from Huazhong University of Science and Technology in 2011.

Mr. Liu Zhijun, aged 58, is a Ph.D. candidate at the Guangzhou Institute of Geochemistry, Chinese Academy of Sciences. He currently serves as deputy party secretary and general manager of Guangzhou Industrial Investment Fund Management Co., Ltd. (廣州產業投資基金管理有限公司), and party branch secretary and chairman of Guangzhou Financial Innovation Investment Holding Co., Ltd. (廣州科技金融創新投資控股有限公司). He once served as head of the social, science and technology division, head of the industry division and head of the investment division of the Guangzhou Statistics Bureau, deputy director of Guangzhou Productivity Promotion Center, general manager of Guangzhou Keda Industrial Development Co., Ltd. (廣州市科達實業發展公司), chairman of Guangzhou Science and Technology Venture Capital Co., Ltd. (廣州科技風險投資有限公司), deputy general manager of Guangzhou Industrial Investment Fund Management Co., Ltd. (廣州產業投資基金管理有限公司), and chairman of Guangzhou Financial Innovation Investment Holding Co., Ltd. (廣州科技金融創新投資控股有限公司).

CANDIDATES FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhao Fuquan, aged 57, is an independent non-executive Director of the Company and a member of the Strategy Committee of the Board. He is a professor and Ph.D. supervisor of the School of Vehicle and Mobility of Tsinghua University, dean of Tsinghua Automotive Strategy Research Institute (TASRI), and chairman of the International Federation of Automotive Engineering Societies (FISITA) (2018-2021). He once served as research director of USA DaimlerChrysler, vice president and general manager of the R&D center of Shenyang Brilliance Jinbei Automobile Co., Ltd., vice president of Zhejiang Geely Holding Group Co., Ltd. and an executive director of Geely Automobile Holdings Limited, a director of BMW Brilliance Automotive Ltd., chairman of the board of Australia DSI Holdings Ltd., a director of Manganese Bronze Holdings, and an independent director of BAIC Motor Corporation Ltd. Mr. Zhao graduated from Jilin University of Technology as an undergraduate with a bachelor's degree in internal combustion engine in July 1985. He graduated from Hiroshima University as a postgraduate with a master's degree in mechanical engineering in March 1989, and graduated from Hiroshima University as a postgraduate with a doctorate degree in mechanical engineering in March 1992.

Mr. Xiao Shengfang, aged 51, is an independent non-executive Director of the Company, chairman of the Remuneration and Assessment Committee of the Board, chairman of the Nomination Committee of the Board and a member of the Audit Committee of the Board. He is supervisor of Guangdong Sino-Win Law Firm, an expert in complicated civil and commercial dispute resolution, a representative of the National People's Congress, chairman of the Guangdong Lawyers Association, a special supervisor of the Supreme People's Court and the Supreme People's Procuratorate, vice chairman of the Guangdong Province Law Society, a member of the Guangdong Provincial Judges and Prosecutors Disciplinary Committee, an arbitrator of each of the South China International Economic and Trade Arbitration Commission and the Guangzhou Arbitration Commission, and vice chairman of the Guangzhou Law Society; and an independent director of Guangzhou Lingnan International Enterprise Group Co., Ltd. (廣州嶺南國際企業集團有限公司), Guangzhou Municipal Construction Group Co., Ltd. (廣州市建築集團有限公司), Guangdong Fenghua High-tech Co., Ltd. (廣東風華高新科技股份有限公司) and Kingfa Technology Co., Ltd. (金發科技股份有限公司). He once served as vice president of Guangzhou Lawyers Association and deputy director of the Labor Law Professional Committee of All China Lawyers Association. He obtained a master's degree in business administration from Jinan University in 2002.

Mr. Wong Hakkun, aged 65, a resident in Hong Kong, is an independent non-executive Director of the Company and chairman of the Audit Committee of the Board. He is a member of each of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Institute of Chartered Management Accountants and the Institute of Chartered Secretaries and Administrators, an independent non-executive director of Haier Smart Home Co., Ltd. (stock code on the Stock Exchange: 6690), an independent non-executive director and chairman of audit committee of Yue Yuen Industrial (Holdings) Limited (stock code on the Stock Exchange: 0551), and an independent non-executive director and chairman of audit committee of Lung Kee (Bermuda) Holdings Limited (stock code on the Stock Exchange: 255). He once served as an independent non-executive director and chairman of audit committee of Zhejiang Cangnan Instrument Group Company Limited. He served as an audit partner of Deloitte China from 1992 to 2013 and as a national audit and assurance leading partner and a member of the management leadership team of Deloitte China from 2013 to 2017. Mr. Wong has extensive experience in auditing,

assurance and management. He graduated from the Faculty of Social Sciences of the University of Hong Kong as an undergraduate with a bachelor's degree in social sciences majoring in economics and management in May 1980.

Mr. Song Tiebo, aged 55, is an independent non-executive Director of the Company, a member of the Strategy Committee of the Board, a member of the Remuneration and Assessment Committee of the Board, a member of the Nomination Committee of the Board and a member of the Audit Committee of the Board. He is a professor and doctoral tutor of the China Enterprises Strategic Management Research Center of the South China University of Technology. He has been focusing on teaching and researching in the field of enterprise strategic management for a long time. He has recently focused on the research on the collaborative evolution of Chinese enterprises strategies and institutional environment. Mr. Song currently serves as an independent director of Guangdong Xinbao Electrical Appliances Holdings Co., Ltd., Guangzhou Zhujiang Brewery Group Co., Ltd. and Guangdong Sky Dragon Technology Group Co., Ltd. He graduated from South China University of Technology as an undergraduate with a bachelor's degree in inorganic nonmetallic materials science and engineering in June 1988. In December 1993, he graduated from South China University of Technology as a postgraduate with a master's degree in management science and engineering, and graduated from South China University of Technology as a postgraduate with a doctorate degree in enterprise management in July 2005.

Save as disclosed above:

- (1) the above candidates for Directors 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;
- (2) the above candidates for Directors have no interest in the Shares of the Company within the meaning of Part XV of the SFO;
- (3) the above candidates for Directors did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholder of the Company; and
- (4) there is no other information relating to the election of the above Directors 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.

APPENDIX II BIOGRAPHICAL INFORMATION OF CANDIDATES FOR SUPERVISORS REPRESENTING THE SHAREHOLDERS

Biographical details of the candidates proposed to be elected as Supervisors representing the Shareholders at the EGM are set out as follows:

Ms. Chen Tian, aged 43, is a Supervisor of the Company. She was a designated supervisor of Guangzhou Communications Investment Group Co., Ltd., a senior staff of the supervision office, office and legal department of the Guangzhou Municipal Commission of Commerce (Guangzhou Foreign Trade and Economic Cooperation Bureau). She graduated from Sun Yat-sen University majoring in law (undergraduate) in 2002 and obtained a master's degree in economic law from Sun Yat-sen University in 2008.

Mr. Cao Xiandong, aged 41, is party secretary, general manager and legal representative of Wanli Tire Co., Ltd. (萬力輪胎股份有限公司), and also deputy head of the auto parts division of Guangzhou Industrial Investment Holding Group Co., Ltd. (廣州工業投資控股集團有限公司). He once served as deputy general manager of the strategic planning department and deputy director of the general office of Guangzhou Industrial Investment Holding Group Co., Ltd. (廣州工業投資控股集團有限公司), and deputy party secretary, director and general manager of Wanli Tire Co., Ltd. (萬力輪胎股份有限公司).

Mr. Huang Cheng, aged 46, graduated from the School of Business Administration, South China University of Technology majoring in management science and engineering as a postgraduate with a doctorate degree in management. He currently serves as general manager of the investment management department of Guangzhou Finance Holdings Group Co., Ltd. (廣州金融控股集團有限公司), chairman and legal representative of Guangzhou Jinkong Fund Management Co., Ltd. (廣州金控基金管理有限公司), and a director of Guangdong Equity Exchange Co., Ltd. (廣東股權交易中心股份有限公司).

Save as disclosed above:

- (1) the above candidates for Supervisors 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;
- (2) the above candidates for Supervisors have no interest in the Shares of the Company within the meaning of Part XV of the SFO;
- (3) the above candidates for Supervisors did not have any relationship with any other Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholder of the Company; and
- (4) there is no other information relating to the election of the above Supervisors 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.

NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING



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 2021 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 first extraordinary general meeting (the “EGM”) of Guangzhou Automobile Group Co., Ltd. (the “**Company**”) will be held at Conference Room, 32/F, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Tianhe District, Guangzhou, Guangdong Province, the PRC at 2:00 p.m. on Friday, 8 October 2021 to consider and, if thought fit, approve the following resolutions:

ORDINARY RESOLUTIONS

1. The resolutions on the election of directors of the sixth session of the board of directors.
 - 1.01. Election of Mr. Zeng Qinghong as an executive director.
 - 1.02. Election of Mr. Feng Xingya as an executive director.
 - 1.03. Election of Mr. Chen Xiaomu as a non-executive director.
 - 1.04. Election of Mr. Guan Dayuan as a non-executive director.
 - 1.05. Election of Mr. Ding Hongxiang as a non-executive director.
 - 1.06. Election of Mr. Liu Zhijun as a non-executive director.
2. The resolutions on the election of independent non-executive directors of the sixth session of the board of directors.
 - 2.01. Election of Mr. Zhao Fuquan as an independent non-executive director.
 - 2.02. Election of Mr. Xiao Shengfang as an independent non-executive director.
 - 2.03. Election of Mr. Wong Hakkun as an independent non-executive director.
 - 2.04. Election of Mr. Song Tiebo as an independent non-executive director.

NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

3. The resolutions on the election of supervisors of the sixth session of the supervisory committee.

3.01. Election of Ms. Chen Tian as a supervisor.

3.02. Election of Mr. Cao Xiandong as a supervisor.

3.03. Election of Mr. Huang Cheng as a supervisor.

Cumulative voting system will be adopted for the voting of the above resolutions on the election of directors, independent non-executive directors and supervisors as separate resolutions. The election of the candidates for directors, independent non-executive directors and supervisors shall each be treated as a group of resolutions and numbered respectively. Shareholders of the Company (the “**Shareholders**”) shall vote in respect of each candidate under each group of resolutions in this notice. The number of votes entitled for each share held by the Shareholders shall be equivalent to the number of directors or supervisors to be elected under each group of resolutions. Shareholders may cast their votes at their own discretion for one candidate or different candidates in any combination. Upon completion of voting, the votes will be counted cumulatively in respect of each resolution.

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

Guangzhou, the PRC, 17 September 2021

Notes:

1. Details of the resolutions in this notice are set out in the circular of the Company dated 17 September 2021. The biographical information of the candidates for directors and supervisors of the Company is set out in Appendices I and II to the circular respectively.
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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the time for holding the meeting (i.e. 2:00 p.m. on Thursday, 7 October 2021) or 24 hours before the time appointed for taking the poll.
4. Shareholders or their proxies shall present proofs of identities when attending the meeting.
5. The register of members of the Company will be closed from Tuesday, 5 October 2021 to Friday, 8 October 2021 (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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong on or before 4:30 p.m. on Monday, 4 October 2021.

NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

6. Shareholders or their proxies attending the EGM are responsible for their own transportation and accommodation expenses.
7. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, all votes at the 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.
8. 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 and the form of proxy are separately published on the websites of the Company (<http://www.gac.com.cn>) and the Shanghai Stock Exchange (<http://www.sse.com.cn>).
9. 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 CHEN Xiaomu, CHEN Maoshan, CHEN Jun, DING Hongxiang and HAN Ying, and the independent non-executive directors of the Company are ZHAO Fuquan, XIAO Shengfang, WONG Hakkun and SONG Tiebo.