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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 2023 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 first class meeting for holders of H shares (“**H Shareholders’ Class Meeting**”) 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 9:30 a.m. on Friday, 20 January 2023 (in the order of the 2023 first extraordinary general meeting, the 2023 first class meeting for holders of A shares and the 2023 first H Shareholders’ Class Meeting of the Company) to consider and, if thought fit, approve the following resolutions:

SPECIAL RESOLUTIONS

1. The resolution in relation to the adoption of the Fourth Share Option Incentive Scheme (Draft) and its summary
2. The resolution in relation to the Appraisal Management Measures for Implementation of the Fourth Share Option Incentive Scheme
3. The resolution in relation to the proposed grant of mandate to the Board and its authorized person to deal with in full discretion all matters relating to the Fourth Share Option Incentive Scheme of the Company

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

Guangzhou, the PRC, 4 January 2023

Notes:

1. Details of the resolutions (1) to (3) are set out in the circular of the Company dated 4 January 2023.
2. Any holder of H share of the Company (“**H Shareholder(s)**”) entitled to attend and vote at the above-mentioned H Shareholders’ Class 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 of the Company.
3. The H Shareholder’s form of proxy must be signed by the H Shareholder or his attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or signed by its director(s) or other duly authorised person(s). If H Shareholder’s form of proxy is signed by other duly authorised person(s), the power of attorney authorising that attorney to sign or other authorisation document must be notarised. The H Shareholder’s form of proxy together with the power of attorney or other authorisation document (if any), shall be deposited at the Company’s H Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the meeting (i.e. 9:30 a.m. on Thursday, 19 January 2023) or 24 hours before the time designated for taking the poll.
4. In view of the current situation and requirements of pandemic prevention and control, the Company advises the H Shareholders to appoint the chairman of the meeting to attend and vote at the meeting as far as possible.
5. H Shareholders or their proxies shall present proofs of identities when attending the meeting.
6. The record date and time for ascertaining the entitlement of the Shareholders to attend and vote at the EGM and the H Shareholders’ Class Meeting is at 4:30 p.m. on Tuesday, 17 January 2023. In order to be eligible to attend and vote at the forthcoming H Shareholders’ Class Meeting, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong on or before 4:30 p.m. on Tuesday, 17 January 2023.
7. H Shareholders or their proxies attending the H Shareholders’ Class Meeting 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 “**Hong Kong 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 H Shareholders’ Class Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Hong Kong Listing Rules.
9. The notice of H Shareholders’ Class Meeting is despatched to the H Shareholders of the Company only.
10. The contact person of the H Shareholders’ Class Meeting 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, DING Hongxiang, GUAN Dayuan and LIU Zhijun, and the independent non-executive directors of the Company are ZHAO Fuquan, XIAO Shengfang, WONG Hakkun and SONG Tiebo.