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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 THIRD EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2023 third 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 Tuesday, 31 October 2023 to consider and, if thought fit, approve the following resolutions:

**ORDINARY RESOLUTIONS**

1. The resolution on the related transactions regarding adjustment to the limit of financial services provided by GAC Finance to related parties
2. The resolution on the proposed by-election of Director

2.01. By-election of Mr. Wang Yiwei as a non-executive Director of the sixth session of the Board

Cumulative voting system will be adopted in respect of the above resolution (2). The by-election of the candidate for Director 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. In respect of that group of resolution, the number of votes entitled for each share held by the Shareholders shall be equivalent to the number of Director 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, the PRC, 13 October 2023

*Notes:*

1. Details of the above resolutions (1) to (2) are set out in the circular of the Company dated 13 October 2023. The biographical details of the candidate proposed for by-election as a non-executive Director of the Company are set out in the appendix to the circular.
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. The Shareholder's form of proxy must be signed by the 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 the 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. In order to be valid, the 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. 2:00 p.m. on Monday, 30 October 2023) or 24 hours before the time designated for taking the poll.
4. Shareholders or their proxies shall present proofs of identities when attending the meeting.
5. The record date and time for determining the entitlement of the Shareholders to attend and vote at the EGM will be 4:30 p.m. on Thursday, 26 October 2023. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong on or before 4:30 p.m. on Thursday, 26 October 2023.
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 "**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 EGM 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.
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, DING Hongxiang, GUAN Dayuan and DENG Lei, and the independent non-executive directors of the Company are ZHAO Fuquan, XIAO Shengfang, WONG Hakkun and SONG Tiebo.*