广汽集团
GAC GROUP

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 2017 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 first extraordinary general meeting (the "**EGM**") of Guangzhou Automobile Group Co., Ltd. (the "**Company**") will be held at Conference Room on the 7th Floor, GAC Center, No. 23 Xingguo Road, Zhujiang New Town, Guangzhou, Guangdong Province, PRC at 2:00 p.m. on Wednesday, 23 August 2017 to consider and, if thought fit, approve the following resolution:

SPECIAL RESOLUTION

1. To consider and approve the resolution on amendments to the Acticles of Association of Guangzhou Automobile Group Co., Ltd.

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

Guangzhou, PRC, 7 July 2017

Notes:

1. Details of the resolution are set out in the circular of the Company dated 7 July 2017.

2. Any shareholder of the Company ("**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 behalf. A proxy need not be a Shareholder.

3. In order to be valid, the 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 Tuesday, 22 August 2017).

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, 25 July 2017 to Wednesday, 23 August 2017 (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 EGM. In order to be eligible to attend and vote at the EGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar of the Company, Tricor Investor Services Limited at 22/F, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 4:30 p.m. on Monday, 24 July 2017.

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 Thursday, 3 August 2017 by hand, by post or by fax to the Company's H Share Registrar, Tricor Investor Services Limited at 22/F, Hopewell Centre, 183 Queen's Road East, Hong Kong, fax no.: (852) 2810 8185.

7. Shareholders or their proxies attending the EGM 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 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.

9. This notice of EGM is despatched to the holders of H Shares of the Company only. The notice of EGM to the holders of A Shares and the relevant reply slip and form of proxy are separately published on the websites of the Company (http://www.gagc.com.cn) and the Shanghai Stock Exchange (http://www.sse.com.cn).

10. The contact person of the EGM is Mr. Liu Yong and his contact number is (86)-20-83150281.

As at the date of this notice, the executive directors of the Company are ZENG Qinghong, FENG Xingya, YUAN Zhongrong, and WU Song, the non-executive directors of the Company are YAO Yiming, CHEN Maoshan, LI Pingyi and DING Hongxiang and the independent non-executive directors of the Company are FU Yuwu, LAN Hailin, LI Fangjin, LEUNG Lincheong and WANG Susheng.