



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)

Form of Proxy For the Extraordinary General Meeting to be held on Wednesday, 20 October 2010

I/We of being the registered holder(s) of H shares of RMB1.00 each in the share capital of Guangzhou Automobile Group Co., Ltd. (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING or of

as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at Harbour View Ballroom II & III, Level 4, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong, at 10 a.m. on Wednesday, 20 October 2010 (the "EGM") (and any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below. Unless otherwise indicated, the capitalised terms used in this form of proxy shall have the same meaning as those defined in the circular of the Company dated 3 September 2010 to convene the EGM.

Table with 4 columns: Ordinary Resolution, For, Against, Abstain. Row 1: To consider and approve the distribution of interim dividend for the six months ended 30 June 2010.

Date: 2010 Signature(s):

Notes:

- 1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) to which this proxy related.
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN".
5. This form of proxy must be signed by you or your attorney duly authorised in writing.
6. In case of joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he is solely entitled thereto.
7. In order to be valid, the form of proxy together with the power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Company for holders of H Shares not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof.
8. Shareholders or their proxies attending the EGM shall produce their identity documents.