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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Guangzhou Automobile Group Co., Ltd. (the “Company”) will be held at 10 a.m. on Wednesday, 20 October 2010 at Harbour View Ballroom II & III, Level 4, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong for the purpose of considering, and, if thought fit, passing the ordinary resolution to consider and approve the distribution of interim dividend for the six months ended 30 June 2010.

By order of the board of
Guangzhou Automobile Group Co., Ltd.
Mr. Zhang Fangyou
Chairman

Guangzhou, the PRC, 3 September 2010

As at the date of this notice, the executive directors of the Company are ZHANG Fangyou, ZENG Qinghong, YUAN Zhongrong and LU Sa, the non-executive directors of the Company are FU Shoujie, LIU Huilian, WEI Xiaoqin, LI Tun, WANG Songlin and LI Pingyi and the independent non-executive directors of the Company are WU Gaogui, MA Guohua, XIANG Bing, LAW Albert Yu Kwan and LI Zhengxi.

Notes:

1. The voting at the EGM shall be conducted by way of poll.
2. The holders of domestic shares and H Shares will vote as one class of shareholders. The Company's register of members for the H Shares will be closed from Sunday, 19 September 2010 to Wednesday, 20 October 2010, both days inclusive, during which period no transfer of H Shares will be effected. The holders of H Shares whose names appear on the Company's register of members on Wednesday, 20 October 2010 are entitled to attend the EGM. In order to qualify for attending the EGM, the holders of H Shares whose transfers have not been registered must deposit transfer documents together with the relevant share certificates at the H share registrar of the Company, Tricor Investor Services Limited, not later than 4:30 p.m. on Friday, 17 September 2010. The address of Tricor Investor Services Limited is 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
3. Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. Each Shareholder who wishes to appoint one or more proxies should first review this notice to the EGM.

4. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarized.
5. In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) signed by the authorised person or notarially certified power of attorney must be deposited to Tricor Investor Services Limited for holders of H Shares at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM if he so wishes.
6. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip to Tricor Investor Services Limited for holders of H Shares on or before Thursday, 30 September 2010. The address of Tricor Investor Services Limited is 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
7. The EGM is expected to last for no more than half a day. Shareholders (or their proxies) attending the meeting are responsible for their own transportation and accommodation expenses. Shareholders (or their proxies) attending the meeting shall present identity certification.