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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 THE FIRST EXTRAORDINARY GENERAL MEETING OF 2011

Reference is made to the announcement issued by Guangzhou Automobile Group Co., Ltd. (the “**Company**”) on 22 March 2011 in relation to the proposed A Share Issue and the Proposed Merger.

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (the “**EGM**”) of the Company of 2011 will be held at Island Ballroom A, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 9 May 2011 immediately after the conclusion of the annual general meeting of the Company to consider and, if thought fit, approve (with or without modifications) the following ordinary and special resolutions:

SPECIAL RESOLUTIONS

1. **“THAT** conditional upon the obtaining of approvals from China Securities Regulatory Commission (the “**CSRC**”) and other relevant regulatory authorities, the allotment and issue of A shares by the Company in the People's Republic of China (the “**PRC**”) by way of initial public offering of A shares and the following terms and conditions of the proposed issue of not more than 470,113,336 A shares by the Company to be listed on the Shanghai Stock Exchange (the “**A Share Issue**”) for the implementation of a proposed merger of GAC Changfeng Motor Co., Ltd. (“**GC**”) with the Company (the “**Proposed Merger**”) be and are hereby approved one by one:
 - (1) Type of securities to be issued: A shares;
 - (2) Nominal value: RMB1.00 each;
 - (3) Number of A shares to be issued: not more than 470,113,336 A shares;
 - (4) Target allottees: All the shareholders of GC other than the Company, (the “**GC Target Shareholders**”) (in the event that GC Target Shareholders holding more than 190,467,173 GC Shares accept the cash alternative provided under the Proposed Merger to the GC Target Shareholders at the price of RMB12.65 per share of GC (the “**Cash Alternative**”)

and elect not to receive the A shares, in whole or in part, the provider(s) of the Cash Alternative other than the Company);

- (5) Issue price: RMB9.09 per A share;
 - (6) Use of proceeds: All A shares would be issued to implement the Proposed Merger and the Company will not raise fund from the public by the A Share Issue;
 - (7) Retained profits: Upon completion of the A Share Issue, the existing and new shareholders of the Company will be entitled to share the cumulative undistributed profits of the Company and GC as at the date of delisting of GC on the Shanghai Stock Exchange;
 - (8) Place of listing: The Shanghai Stock Exchange. All existing domestic shares of the Company will be converted into A shares and listed on the Shanghai Stock Exchange and they will rank pari passu in all respects with other A shares, subject to applicable lock-up requirements;
 - (9) Validity period of this resolution: This resolution shall be valid for a period of 12 months from the date of passing of this resolution.”
2. **“THAT** conditional upon the obtaining of approvals from the CSRC and other relevant regulatory authorities, the approval from the independent shareholders of GC and the passing of the above special resolution 1, the Proposed Merger be and is hereby approved, confirmed and/or ratified, and an agreement dated 22 March 2011 entered into between the Company and GC in relation to the Proposed Merger which incorporates all the principal terms and conditions of the Proposed Merger in all material respects (the **“Merger Agreement”**) be and is hereby approved, confirmed and/or ratified.”
 3. **“THAT** subject to the passing of the above special resolution 1 and conditional upon the completion of the A Share Issue, the proposed amendments to the articles of association of the Company (the **“Articles”**) as set out in Appendix II to the circular to be issued by the Company in respect of, among other things, the A Share Issue and the Proposed Merger (the **“Circular”**) be and are hereby approved and shall come into effect upon listing of the A Shares of the Company on the Shanghai Stock Exchange and the board of directors of the Company (the **“Board”**) be and is hereby authorised to make further amendments which in its opinion may be necessary, desirable and expedient in accordance with the mandatory requirements of the applicable laws and regulations, and as the government authorities of the PRC may require, and to apply for approvals from the relevant government authorities after completion of the A Share Issue.”
 4. **“THAT** the Board be and is authorised to handle all matters relating to implementation of the A Share Issue and the Proposed Merger, including but not limited to:
 - (1) the Board and any of its executive directors be and are authorised to handle all review, registration, filing, approval and consent procedures in relation to the A Share Issue and the Proposed Merger with onshore and offshore regulatory departments and authorities; draft, amend, execute, issue and submit to onshore and offshore regulatory departments and

authorities all necessary documents (including but not limited to the Merger Agreement, any prospectus, reports and related announcements and circulars) in relation to the A Share Issue and the Proposed Merger; to effect and carry out necessary formalities (including but not limited to listing application with the Shanghai Stock Exchange); to handle all registration and filing procedures in relation to the amendments to the Articles and the changes in the registered capital of the Company following completion of the A Share Issue and the Proposed Merger; to handle all registration and filing procedures, change in business registration and transfer of assets procedures in relation to the Proposed Merger; as well as to determine and deal with all other necessary or appropriate actions or matters in relation to the implementation of the A Share Issue and the Proposed Merger;

- (2) the Board be and is authorised to amend and make appropriate adjustment to the concrete plan for the A Share Issue and the Proposed Merger in accordance with the feedback from the relevant onshore and offshore regulatory authorities and the actual situation of the Company;
- (3) the Board and any of its executive directors be and are authorised to further revise and modify the Articles in accordance with the feedback from the relevant regulatory authorities and to prepare and/or revise other corporate governance documents of the Company; and
- (4) the Board be and is authorised to handle other concrete matters in relation to the A Share Issue and the Proposed Merger.”

This resolution shall be valid for a period of 12 months from the date of passing of this resolution.

ORDINARY RESOLUTION

5. “**THAT** PricewaterhouseCoopers and 立信羊城會計師事務所有限公司 (BDO China Guang Dong Shu Lun Pan Certified Public Accountants) be and are appointed as auditors of the Company in relation to the A Share Issue and the Proposed Merger and the Board be and is authorised to fix their remuneration.”

By order of the Board
Guangzhou Automobile Group Co., Ltd.
廣州汽車集團股份有限公司
Zhang Fangyou
Chairman

Guangzhou, the PRC, 25 March 2011

- 1 Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, votes of the shareholders of the Company at the EGM shall be taken by poll.
- 2 Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
- 3 To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited at the headquarters of the Company at 23/F, Chengyue Building, 448–458 Dong Feng Zhong Road, Yuexiu District, the People’s Republic of China (for holders of domestic shares), or the office of the Company’s H Share Registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong (for holders of H shares) as soon as possible and in any event not less than 24 hours before the time for holding of the meeting or appointed time for voting or any adjournment thereof.
- 4 Shareholders or their proxies shall present proofs of identities when attending the EGM.
- 5 In order to determine the list of the shareholders of the Company who are entitled to attend the EGM, the register of members of the Company will be closed from 9 April 2011 to 9 May 2011 (both days inclusive), during which no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on 8 April 2011 will be entitled to attend and vote at the EGM. In order to attend and vote at the EGM, all transfers of H Shares accompanied by relevant share certificates must be lodged with the Company’s H Share Registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong, not later than 4: 30 p.m. on 8 April 2011.
- 6 Shareholders entitled to attend the EGM are requested to deliver the reply slip for attendance not later than 20 days before the date of the EGM. i.e. no later than Monday, 18 April 2011 by hand, by post or by fax to the following address/fax number:
 - i. (for holders of domestic shares) to the headquarters of the Company at 23/F, Chengyue Building, 448–458 Dong Feng Zhong Road, Yuexiu District, the People’s Republic of China, fax no.: (86) 20 8315 1081;
 - ii. (for holders of H Shares) to the Company’s H Share Registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 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.

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