

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 2012

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2012 of Guangzhou Automobile Group Co., Ltd. (the "Company") will be held at Conference Room No.1, 23/F, Chengyue Building, 448 Dong Feng Zhong Road, Guangzhou, the PRC at 10:00 a.m. on Wednesday, 29 February 2012 to consider and, if thought fit, approve (with or without modifications) the following special resolution:

SPECIAL RESOLUTION

1. Resolution in respect of the adoption and implementation of the H Share Appreciation Rights Scheme of the Company:
 - (a) **THAT** the H Share Appreciation Rights Scheme of the Company, a summary of the terms of which is set out in the circular (the "Circular") dated 14 January 2012 which has been delivered to the Shareholders of the Company, be and is hereby adopted and approved;
 - (b) **THAT** the initial grant of 35,850,000 H Share Appreciation Rights pursuant to the H Share Appreciation Rights Scheme, the details of allocation of which is set out in the Circular, be and is hereby approved;
 - (c) **THAT** the Board be and is hereby authorised to handle all matters relating to the H Share Appreciation Rights Scheme, including to adjust the price or number of Share Appreciation Rights, amend the H Share Appreciation Rights Scheme, determine and formulate any matters relating to the H Share Appreciation Rights Scheme, and do all such acts, matters and things

that are necessary, expedient or desirable in respect of the H Share Appreciation Rights Scheme in accordance with the terms of the Share Appreciation Rights Scheme and that all such actions of the Board be and are hereby approved, ratified and confirmed.

By order of the Board
Guangzhou Automobile Group Co., Ltd.
Lu Sa
Company Secretary

Guangzhou, the PRC, 14 January 2012

Note:

1. 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 behalf according to the Articles of Association of the Company. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form and, if such proxy form 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 headquarters of the Company at 23/F, Chengyue Building, 448-458 Dong Feng Zhong Road, Yuexiu District, Guangzhou, the PRC (in case of holders of Domestic Shares) or at the Company's H Share Registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (in case of holders of H Shares) not less than 24 hours before the time for holding the meeting.
3. Shareholders or their proxies shall present proofs of identities when attending the meeting.
4. In order to determine the list of shareholders entitled to attend the EGM, the register of members of the Company will be closed from Saturday, 28 January 2012 to Wednesday, 29 February 2012 (both dates inclusive), during which period no transfer of shares will be registered.
5. Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on Friday, 27 January 2012 will be entitled to attend and vote at the meeting. In order to attend and vote at the meeting, all transfer documents together with the relevant share certificates must be lodged with the Company's H Share Registrar before 4:30 p.m. on Friday, 27 January 2012 to register the transfer of Shares.
6. Shareholders who intend to attend the meeting shall complete and return the reply slip of the meeting by mail, telegraph or fax to the headquarters of the Company at 23/F, Chengyue Building, 448-458 Dong Feng Zhong Road, Yuexiu District, Guangzhou, the PRC; (fax number: (86) 20 8315 1081) (in case of holders of Domestic Shares), or to Tricor Investor Services Limited (the Company's H Share Registrar) at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, (fax number is (852) 2810 8185) (in case of holders of H Shares) on or before Thursday, 9 February 2012.
7. The EGM is not expected to take more than half a day, Shareholders shall be responsible for their own travel and accommodation expenses.
8. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the meeting 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. 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.