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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 SECOND EXTRAORDINARY GENERAL MEETING OF 2012**

**NOTICE IS HEREBY GIVEN** that the second 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, 448-458 Dong Feng Zhong Road, Yuexiu District, Guangzhou, the People's Republic of China at 9:30 a.m. on Friday, 20 April 2012 to consider and, if thought fit, approve (with or without modifications) the following ordinary resolution:

### **ORDINARY RESOLUTION**

1. **"THAT** BDO China Shu Lun Pan Certified Public Accountants LLP be and is hereby appointed as the domestic auditors of the Company and its subsidiaries for the year of 2011 to fill the causal vacancy occasioned by the resignation of BDO China Gangdong Shu Lun Pan Certified Public Accountants Co., Ltd., to hold office until the conclusion of the annual general meeting of 2011 of the Company and the board of directors of the Company be and is hereby authorised to fix their remuneration."

By order of the board of directors  
**Guangzhou Automobile Group Co., Ltd.**

**Lu Sa**  
*Company Secretary*

Guangzhou, the PRC, 5 March 2012

*Notes:*

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 People's Republic of China (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 extraordinary general meeting, the register of members of the Company will be closed from Tuesday, 20 March 2012 to Friday, 20 April 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 Monday, 19 March 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 Monday, 19 March 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 People's Republic of China (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 Friday, 30 March 2012.
7. The second extraordinary general meeting 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.