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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)**

## **SUPPLEMENTAL NOTICE OF 2014 FIRST EXTRAORDINARY GENERAL MEETING**

Reference is made to the circular of Guangzhou Automobile Group Co., Ltd. (the “**Company**”) dated 5 August 2014 (the “**Circular**”) and the Notice of the First Extraordinary General Meeting of 2014 (the “**EGM**”) dated 5 August 2014 (the “**EGM Notice**”), which contain the resolutions to be tabled before the EGM for approval of the shareholders of the Company. Due to the reasons set out in the supplemental circular of the Company on the proposed adoption of A share option incentive scheme and the proposed grant under the scheme dated 3 September 2014 (the “**Supplemental Circular**”), the board of directors of the Company (the “**Board**”) will propose additional resolutions numbered 8 to 10 as set out below in this supplemental notice, details of which are set out in the Supplemental Circular. All resolutions to be proposed at the EGM are now set out in this supplemental notice as follows.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM will be held as originally scheduled at the conference room on 7th Floor of GAC Centre, Xingguo Road No. 23, Zhujiang New Town, Tianhe District, Guangzhou at 2:00 p.m. on Friday, 19 September 2014 to consider and, if thought fit, approve the following resolutions.

Expressions used in this supplemental notice shall have the same meanings as set out in the Circular and Supplemental Circular unless the context requires otherwise.

### **ORDINARY RESOLUTIONS**

- 1 To consider and approve the resolution in relation to the amendments to the Administrative System of Proceeds of Guangzhou Automobile Group Co., Ltd.
- 2 To consider and approve the resolution in relation to the provision of guarantee to bank borrowings of Guangzhou United Exchange Park Business Investment Co., Ltd. by Guangzhou Automobile Business Group Co., Ltd.

## SPECIAL RESOLUTIONS

- 3 To consider and approve the resolution in relation to the compliance with conditions for the issuance of A Share Convertible Bonds by the Company.
- 4 To consider and approve the resolution to the proposal of issuance of A Share Convertible Bonds by the Company:
  - 4.1 Type of bonds to be issued
  - 4.2 Issue size
  - 4.3 Term
  - 4.4 Par value and issue price
  - 4.5 Interest rate
  - 4.6 Interest payment
  - 4.7 Conversion period
  - 4.8 Ascertaining the Conversion Price
  - 4.9 Adjustments to Conversion Price and calculation formulae
  - 4.10 Downward adjustment to Conversion Price
  - 4.11 Conversion method of fractional share
  - 4.12 Terms of redemption
  - 4.13 Terms of sale back
  - 4.14 Dividend rights during the years of conversion
  - 4.15 Method of issuance and target subscribers
  - 4.16 Subscription arrangement for the existing Shareholders
  - 4.17 Matters relating to CB Holders' meetings
  - 4.18 Use of proceeds from the issuance of the A Share Convertible Bonds
  - 4.19 Guarantee

- 4.20 The validity period of the resolution of the issuance of the A Share Convertible Bonds and timing of the issuance
- 4.21 Authorisation to the Board or its authorised persons at the Shareholders' meeting
- 5 To consider and approve the resolution in relation to the Proposal on Feasibility of the Use of Proceeds of the Issuance of A Share Convertible Bonds towards Investment Projects of the Company.
- 6 To consider and approve the resolution in relation to the Report on the Utilisation of the Proceeds from Previous Fund-Raising Activity of the Company.
- 7 To consider and approve the resolution in relation to the amendments to the Articles of Association of Guangzhou Automobile Group Co., Ltd.
- 8 To consider and approve the resolution in relation to the A Share Option Incentive Scheme of Guangzhou Automobile Group Co., Ltd (Amended Draft) and its summary.
  - 8.1 Basis and scope for confirming the Participants of the Scheme
  - 8.2 The source and number of Subject Shares of the Scheme
  - 8.3 Exact amount of Share Options granted to Participants under the Scheme
  - 8.4 The Validity Period, Date of Grant, Vesting Period, Exercise Date and lock-up period
  - 8.5 Exercise Price and Conditions of Exercise of the Share Options under the Scheme
  - 8.6 Conditions of Grant and Conditions of Exercise of the Share Options under the Scheme
  - 8.7 Adjustment method and procedures relating to the number of Share Options under the Scheme
  - 8.8 The accounting treatment and impact on business performance of the Scheme
  - 8.9 Method for implementation of the Scheme
  - 8.10 Rights and liabilities of the Company and Participants
  - 8.11 Principles regarding repurchase and cancellation of Share Options
  - 8.12 Adjustments made in the event of special changes in relation to the Company and Participant
  - 8.13 Amendments to and termination of the Scheme
  - 8.14 Other important matters

- 9 To consider and approve the resolution in relation to the Share Option Incentive Scheme Performance Appraisal Measures of Guangzhou Automobile Group Co., Ltd..
- 10 To consider and approve the resolution to authorise the Board to deal with the matters relating to the Scheme of the Company.

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

Guangzhou, the PRC, 3 September 2014

*Notes:*

1. Details of the resolutions were referred to in the Circular and Supplemental Circular.
2. Any Shareholder 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. Since the form of proxy sent together with the Circular (the “**First Form of Proxy**”) does not contain the additional proposed resolutions no. 8 to 10 as contained in this supplemental notice, a new form of proxy (the “**Second Form of Proxy**”) is enclosed with the Supplemental Circular. The Second Form of Proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.gac.com.cn>).
4. A H Shareholder who wishes to appoint a proxy to attend and vote at the EGM but has not yet lodged the First Form of Proxy with the Company’s H Share registrar should complete and return the enclosed Second Form of Proxy to the Company’s H Share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
5. A H Shareholder who has already lodged the First Form of Proxy with the Company’s H share registrar should note that:
  - i. If no Second Form of Proxy is lodged with the H Share registrar of the Company in accordance with the instructions printed thereon, the First Form of Proxy will be treated as a valid form of proxy lodged by the H Shareholder if duly completed. Apart from the resolutions referred to in the EGM Notice and the First Form of Proxy, the proxy so appointed by the H Shareholder pursuant to the First Form of Proxy will be entitled to vote or to abstain from voting at his or her discretion on any resolution properly put to the EGM, including the additionally proposed resolutions no. 8 to 10 as set out in this supplemental notice.
  - ii. If the Second Form of Proxy is lodged with the H Share registrar of the Company at or before 2:00 p.m. on Thursday, 18 September 2014 in accordance with the instructions printed thereon, the Second Form of Proxy, whether duly completed or not, will revoke and supersede the First Form of Proxy previously lodged by the H Shareholder. The Second Form of Proxy will be treated as a valid form of proxy if duly completed.

- iii. If the Second Form of Proxy is lodged with the H Share registrar of the Company after 2:00 p.m. on Thursday, 18 September 2014, the Second Form of Proxy will be deemed invalid. It will not revoke the First Form of Proxy previously lodged by the H Shareholder. The First Form of Proxy will be treated as a valid form of proxy if duly completed. Apart from the resolutions referred to in the EGM Notice and the First Form of Proxy, the proxy so appointed by the H Shareholder pursuant to the First Form of Proxy will be entitled to vote or to abstain from voting at his or her discretion on any resolution properly put to the EGM, including the additionally proposed resolutions no. 8 to 10 as set out in this supplemental notice.
6. Shareholders are reminded that completion and return of the First Form of Proxy and/or the Second Form of Proxy will not preclude them from attending and voting in person at the EGM or any adjournment thereof.
7. 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 Company's H Share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
8. Shareholders or their proxies shall present proofs of identities when attending the meeting.
9. The register of members of the Company are closed from Wednesday, 20 August 2014 to Friday, 19 September 2014 (both days inclusive), during which no transfer of Shares will be effected so as to ascertain the Shareholders' entitlement to attend and vote at the forthcoming EGM. In order to be eligible to attend and vote at the forthcoming EGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 4:30 p.m. on Tuesday, 19 August 2014.
10. Shareholders who are entitled to attend the said meeting are requested to deliver the reply slip for attendance not later than 20 days before the date of the meeting, i.e. no later than Saturday, 30 August 2014 by hand, by post or by fax to the Company's H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, fax no.: (852) 2810 8185.
11. Shareholders or their proxies attending the EGM are responsible for their own transportation and accommodation expenses.
12. Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, all votes at the EGM 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 Hong Kong Listing Rules.
13. This supplemental notice is despatched to the H Shareholders only. The notice of EGM to A Shareholders and the relevant reply slip and proxy form are separately published on the websites of the Company (<http://www.gagc.com.cn>) and the SSE (<http://www.sse.com.cn>).
14. The contact persons of the EGM are Li Wei and Liu Yong, and their contact numbers are 020-83151683 and 020-83150281.

*As at the date of this supplemental 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 LIU Huilian, WEI Xiaoqin, LI Tun, LI Pingyi and DING Hongxiang and the independent non-executive directors of the Company are FU Yuwu, LAN Hailin, LI Fangjin, LEUNG Lincheong and WANG Susheng.*