



**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)

**SECOND FORM OF PROXY FOR HOLDERS OF H SHARES  
FOR 2014 FIRST CLASS MEETING FOR HOLDERS OF H SHARES**

I/We<sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ overseas listed foreign shares (H shares) in the share capital of **Guangzhou Automobile Group Co., Ltd** (the “**Company**”) HEREBY APPOINT <sup>(Notes 3 & 4)</sup> \_\_\_\_\_ of \_\_\_\_\_ failing him<sup>(Notes 3 & 4)</sup> \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ or failing him, the **Chairman of the Meeting or any director of the Company** as my/our proxy/proxies to attend and act for me/us in respect of<sup>(Note 5)</sup> \_\_\_\_\_

H shares in the share capital of the Company, at the **2014 first class meeting for holders of H shares** of the Company to be held at the conference room on 7th Floor of GAC Center, Xingguo Road No. 23, Zhujiang New Town, Tianhe District, Guangzhou at 2:00 p.m. (to be convened in the order of the 2014 first extraordinary general meeting, 2014 first class meeting for holders of A shares and 2014 first class meeting for holders of H shares of the Company) on Friday, 19 September 2014 (or at any adjournment thereof) (the “**Meeting**”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the supplemental notice convening the Meeting and to vote for me/us and in my/our name(s) at the Meeting (or any adjournment thereof) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our voting proxy thinks fit.

	<b>SPECIAL RESOLUTIONS</b>	<b>FOR</b> <sup>(Note 7)</sup>	<b>AGAINST</b> <sup>(Note 7)</sup>	<b>ABSTAIN</b> <sup>(Note 7)</sup>
1.	Resolution to the proposal of issuance of A Share Convertible Bonds by the Company:			
	1.1 Type of bonds to be issued			
	1.2 Issue size			
	1.3 Term			
	1.4 Par value and issue price			
	1.5 Interest rate			
	1.6 Interest payment			
	1.7 Conversion period			
	1.8 Ascertaining the Conversion Price			
	1.9 Adjustments to Conversion Price and calculation formulae			
	1.10 Downward adjustment to Conversion Price			
	1.11 Conversion method of fractional share			
	1.12 Terms of redemption			
	1.13 Terms of sale back			
	1.14 Dividend rights during the years of conversion			

	1.15 Method of issuance and target subscribers			
	1.16 Subscription arrangement for the existing Shareholders			
	1.17 Matters relating to CB Holders' meetings			
	1.18 Use of proceeds from the issuance of the A Share Convertible Bonds			
	1.19 Guarantee			
	1.20 The validity period of the resolution of the issuance of the A Share Convertible Bonds and timing of the issuance			
	1.21 Authorisation to the Board or its authorised persons at the Shareholders' meeting			
2.	Resolution in relation to the A Share Option Incentive Scheme of Guangzhou Automobile Group Co., Ltd (Amended Draft) and its summary.			
	2.1 Basis and scope for confirming the Participants of the Scheme			
	2.2 The source and number of Subject Shares of the Scheme			
	2.3 Exact amount of Share Options granted to Participants under the Scheme			
	2.4 The Validity Period, Date of Grant, Vesting Period, Exercise Date and lock-up period			
	2.5 Exercise Price and Conditions of Exercise of the Share Options under the Scheme			
	2.6 Conditions of Grant and Conditions of Exercise of the Share Options under the Scheme			
	2.7 Adjustment method and procedures relating to the number of Share Options under the Scheme			
	2.8 The accounting treatment and impact on business performance of the Scheme			
	2.9 Method for implementation of the Scheme			
	2.10 Rights and liabilities of the Company and Participants			
	2.11 Principles regarding repurchase and cancellation of Share Options			
	2.12 Adjustments made in the event of special changes in relation to the Company and Participant			
	2.13 Amendments to and termination of the Scheme			
	2.14 Other important matters			
3.	Resolution in relation to the Share Option Incentive Scheme Performance Appraisal Measures of Guangzhou Automobile Group Co., Ltd..			

4.	Resolution to authorise the Board to deal with the matters relating to the Scheme of the Company.			
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Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature<sup>(Notes 8 & 9)</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of all H shares of the Company registered in your name(s).
3. Any holder of H shares entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a holder of H shares of the Company but must attend the Meeting in person to represent you. Any alternation made to this form of proxy must be initialed by the person(s) who sign(s) it. In case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
4. Please insert the name and address of the proxy desired in the space provided and strike out the words “or failing him, the Chairman of the Meeting or any director of the Company”. **If such words are not deleted, and your proxy does not attend the Meeting or no names are provided, the Chairman of the Meeting or any director of the Company will act as your proxy.**
5. **Please insert the number of shares registered in your name(s) to which this proxy form relates.** If no number is inserted, this form of proxy will be deemed to relate to all H shares of the Company registered in your name(s).
6. The full text of the resolutions are set out in the supplemental notice of the 2014 first class meeting for holders of H shares which is sent to the holder of H shares of the Company together with this form of proxy.
7. **IMPORTANT: If you wish to vote for a resolution, tick in the box marked “FOR”. If you wish to vote against a resolution, tick in the box marked “AGAINST”. If you wish to abstain for a resolution, tick in the box marked “ABSTAIN”.** In calculating the poll results, abstention will not be counted as voting for or against a resolution at the Meeting, but will be counted in the total number of voting shares. If you wish to vote in respect of part of the H shares to which this form of proxy relates, please insert the number of shares you wish to vote instead of a tick in the relevant boxes. A tick in the relevant box indicates that the votes attached to all the shares to which this form relates will be cast accordingly. Unless you have indicated otherwise in this form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the supplemental notice of the Meeting.
8. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or attorney duly authorised in writing.
9. To be valid, this form of proxy 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, must 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 of the Meeting or appointed time for voting.

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**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Company’s branch share registrar.