



**吉利汽車控股有限公司**  
**GEELY AUTOMOBILE HOLDINGS LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

(Stock code: 175)

**DISCLOSEABLE AND CONNECTED TRANSACTIONS  
RELATING TO THE ESTABLISHMENT OF  
ZHEJIANG KINGKONG AUTOMOBILE COMPANY LIMITED  
AND  
ZHEJIANG RUHOO AUTOMOBILE COMPANY LIMITED  
AND  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**DISCLOSEABLE AND CONNECTED TRANSACTIONS  
RELATING TO THE FORMATION OF THE JV  
AND  
ENTERING INTO OF THE MASTER AGREEMENT**

**VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETINGS**

The Board is pleased to announce that the ordinary resolutions in relation to the establishment of the Zhejiang Kingkong JV and the Zhejiang Ruhoo JV and the special resolution in relation to the amendment to the Articles as set out in the notice of the extraordinary general meeting dated 27 November 2006 were duly passed by the Independent Shareholders as ordinary resolutions and by the Shareholders as a special resolution respectively by way of poll at the extraordinary general meeting of the Company held on 20 December 2006.

The Board is pleased to announce that the ordinary resolution in relation to the establishment of the JV set out in the notice of the extraordinary general meeting dated 1 December 2006 was duly passed by the Independent Shareholders as an ordinary resolution at the extraordinary general meeting of the Company held on 20 December 2006.

References are made to (a) the circular of the Company dated 28 November 2006 (the “Zhejiang JVs Circular”) in relation to the establishment of the Zhejiang Kingkong JV and the Zhejiang Ruhoo JV and amendments to the Articles; and (b) the circular of the Company dated 1 December 2006 (the “Shanghai JV Circular”) in relation to formation of the JV and entering into of the Master Agreement. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Zhejiang JVs Circular and the Shanghai JV Circular respectively.

**POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD IN RELATION TO THE ESTABLISHMENT OF THE ZHEJIANG KINGKONG JV AND THE ZHEJIANG RUHOO JV AND AMENDMENT TO THE ARTICLES**

The Board is pleased to announce that the ordinary resolutions in relation to the establishment of Zhejiang Kingkong JV and Zhejiang Ruhoo JV and the special resolution in relation to the amendment to the Articles as set out in the notice of the extraordinary general meeting dated 27 November 2006 were duly passed by the Independent Shareholders as ordinary resolutions and by the Shareholders as a special resolution respectively by way of poll at the extraordinary general meeting of the Company held on 20 December 2006 (the “Zhejiang JVs EGM”). Union Registrars Limited, the Company’s share registrars in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the Zhejiang JVs EGM.

As at the date of the Zhejiang JVs EGM, the Company had 4,151,388,496 Shares in issue. Proper Glory and Geely Group, both wholly-owned by Mr. Li, and holding 2,500,000,000 and 87,000 Shares, respectively, representing 60.22% and 0.002%, respectively, in the issued share capital of the Company had abstained from voting for the ordinary resolutions at the Zhejiang JVs EGM. Shareholders holding a total of 1,651,301,496 Shares were entitled to attend and vote for or against the ordinary resolutions to approve the Zhejiang Kingkong JV Agreements and the Zhejiang Ruhoo JV Agreements at the Zhejiang JVs EGM. There were no Shares entitling the Shareholder to attend and vote only against the resolutions at the Zhejiang JVs EGM.

Set out below are the results of the voting by poll by the Independent Shareholders and Shareholders in respect of the ordinary resolutions and the special resolution, respectively, put to vote at the Zhejiang JVs EGM:

<b>ORDINARY RESOLUTIONS</b>		<b>No. of votes (%) of poll</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	To approve, confirm and ratify the Zhejiang Kingkong JV Agreements (as defined in the Zhejiang JVs Circular) and the transactions contemplated thereunder.	487,222,484 (99.86%)	700,000 (0.14%)
2.	To approve, confirm and ratify the Zhejiang Ruhoo JV Agreements (as defined in the Zhejiang JVs Circular) and the transactions contemplated thereunder.	487,222,484 (99.86%)	700,000 (0.14%)
<b>SPECIAL RESOLUTION</b>		<b>FOR</b>	<b>AGAINST</b>
3.	To approve and confirm the amendments to the articles of association of the Company.	487,222,484 (99.86%)	700,000 (0.14%)

On the basis of votes set out above, all the above resolutions were duly passed, with resolutions 1 and 2 passed as ordinary resolutions and resolution 3 passed as a special resolution of the Company.

## **POLL RESULTS AT THE EXTRAORDINARY GENERAL MEETING HELD IN RELATION TO THE FORMATION OF THE JV AND ENTERING INTO OF THE MASTER AGREEMENT**

The Board is pleased to announce that the ordinary resolution in relation to the establishment of the JV set out in the notice of the extraordinary general meeting dated 1 December 2006 was duly passed by the Independent Shareholders as an ordinary resolution at the extraordinary general meeting of the Company held on 20 December 2006 (the "Shanghai JV EGM"). Union Registrars Limited, the Company's share registrars in Hong Kong, acted as the scrutineer for the purpose of vote-taking at the Shanghai JV EGM.

As at the date of the Shanghai JV EGM, the Company had 4,151,388,496 Shares in issue. Proper Glory and Geely Group, both wholly-owned by Mr. Li, and holding 2,500,000,000 and 87,000 Shares, respectively, representing 60.22% and 0.002%, respectively, in the issued share capital of the Company had abstained from voting for the ordinary resolution at the Shanghai JV EGM. Shareholders holding a total of 1,651,301,496 Shares were entitled to attend and vote for or against the ordinary resolution to approve the JV Agreement at the Shanghai JV EGM. There were no Shares entitling the Shareholder to attend and vote only against the ordinary resolution at the Shanghai JV EGM.

Set out below is the result of the voting by poll by the Independent Shareholders in respect of the ordinary resolution put to vote at the Shanghai JV EGM:

<b>ORDINARY RESOLUTION</b>		<b>No. of votes (%) of poll</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	To approve, confirm and ratify the JV Agreement (as defined in the Shanghai JV Circular) and the transactions contemplated thereunder.	487,296,684 (99.86%)	700,000 (0.14%)

On the basis of votes set out above, the above ordinary resolution was duly passed as an ordinary resolution of the Company.

By order of the Board of  
**Geely Automobile Holdings Limited**  
**David C.Y. Cheung**  
*Company Secretary*

Hong Kong, 20 December 2006

*As at the date of this announcement, the executive directors of the Company are Mr. Li Shu Fu, Mr. Gui Sheng Yue, Mr. Xu Gang, Mr. Yang Jian, Mr. Ang Siu Lun, Lawrence, Mr. Yin Da Qing, Richard, Mr. Liu Jin Liang, Mr. Zhao Jie and Dr. Zhao Fuquan and the independent non-executive directors of the Company are Mr. Lee Cheuk Yin, Dannis, Mr. Song Lin and Mr. Yeung Sau Hung, Alex.*

Please also refer to the published version of this announcement in The Standard.