



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)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Geely Automobile Holdings Limited (the “**Company**”) will be held at Room 2301, 23rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, on Wednesday, 20 December 2006 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) the conditional agreement dated 25 October 2006 (as supplemented by a supplemental agreement dated 27 November 2006, together the “**Zhejiang Kingkong JV Agreements**”) entered into between Geely Holding Limited and Centurion Industries Limited (“**Centurion**”), a wholly-owned subsidiary of the Company, copies of which are tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purposes, pursuant to which Geely Holding Limited and Centurion will establish a Sino-foreign equity joint venture with a total investment of RMB701,648,000.00 and registered capital of RMB234,992,552.97 and to be owned as to 53.19% by Geely Holding Limited and as to 46.81% by Centurion respectively, together with the transactions contemplated under the Zhejiang Kingkong JV Agreements be and is hereby approved, confirmed and ratified; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is hereby authorised on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the transactions contemplated under the Zhejiang Kingkong JV Agreements.”

(2) “**THAT:**

- (a) the conditional agreement dated 25 October 2006 (as supplemented by a supplemental agreement dated 27 November 2006, together the “**Zhejiang Ruhoo JV Agreements**”) entered into between Zhejiang Haoqing Automobile Manufacturing Company Limited (“**Zhejiang Haoqing**”) and Centurion Industries Limited (“**Centurion**”), a wholly-owned subsidiary of the Company, copies of which are tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purposes, pursuant to which Zhejiang Haoqing and Centurion will establish a Sino-foreign equity joint venture with a total investment of RMB389,320,000.00 and registered capital of RMB151,676.992.10 and to be owned as to 53.19% by Zhejiang Haoqing and as to 46.81% by Centurion respectively, together with the transactions contemplated under the Zhejiang Ruhoo JV Agreements be and is hereby approved, confirmed and ratified; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is hereby authorised on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the transactions contemplated under the Zhejiang Ruhoo JV Agreements.”

SPECIAL RESOLUTION

(3) **“THAT** the articles of association of the Company be amended as follow:

(a) in Article 80:

(i) by deleting the full-stop at the end of the existing Article 80(d) and replacing therewith a semicolon and the word “or”; and

(ii) by inserting the following as new Article 80(e):

“(e) if required by the Listing Rules of the Exchange, by any Director or any Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”; and

(iii) by inserting the following words at the end of Article 80:

“If a poll is duly demanded the result of the poll shall be deemed to be the resolutions of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules of the Exchange.”

(b) in Article 99:

(i) by inserting the words “the next following general meeting of the Company (in the case of filling a casual vacancy) or” immediately after the words “Any Director so appointed shall hold office only until” appearing in the second sentence;

(ii) by inserting the words “(in the case of an addition to their number)” immediately after the words “annual general meeting of the Company” appearing in the second sentence;

(c) by deleting the words “a special” and replacing therewith the words “an ordinary” in Article 106(vii);

(d) by deleting Article 116 in its entirety and substituting therefor the following:

“116 Notwithstanding any other provisions in these Articles and subject to the manner of retirement by rotation of Directors as from time to time prescribed under the Listing Rules, at each annual general meeting, one third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting, provided always that any Director appointed pursuant to Article 119 or Article 122(a) shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. A retiring director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.”;

- (e) by deleting Article 119 in its entirety and substituting therefor the following:
- “119(a) The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two;
 - 119(b) The Company may from time to time in general meeting by ordinary resolution elect any person as Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting; and
 - 119(c) The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the Members in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number), and shall then be eligible for re-election at the meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.”;
- (f) by deleting Article 122(a) in its entirety and substituting therefor with the following new Article 122(a):
- “122(a) Subject to any provision to the contrary in these Articles the Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of such meeting convened for the purpose of removing a Director shall contain a statement of the intention to do so and be served on such Director fourteen (14) days before the meeting and at such meeting such Directors shall be entitled to be heard on the motion for his removal. A vacancy on the Board created by the removal of a Director under the provisions of Article 122(a) may be filled by the election or appointment by ordinary resolution of the Members at the general meeting at which such Director is removed.”;
- (g) by inserting the words “Regular board meetings should be held at least four (4) times a year at approximately quarterly intervals.” immediately after the first sentence in Article 123.
- (h) by inserting the words “Notice of at least 14 days should be given for a regular board meeting. For all other board meetings, reasonable notice should be given.” immediately after the first sentence in Article 124.

and **THAT** the reprinted new memorandum and articles of association of the Company, incorporating all resolutions passed in connection with the amendments to the articles of association of the Company up to the conclusion of this meeting, marked “C” produced to this meeting and for identification purpose signed by the chairman of this meeting, be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for the existing memorandum and articles of association of the Company.”

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

Hong Kong, 27 November 2006

Head office and principal place of business in Hong Kong:
Room 2301, 23rd Floor
Great Eagle Centre
23 Harbour Road, Wanchai
Hong Kong

Notes:

1. A form of proxy for use at the meeting is enclosed with the circular of the Company dated 28 November 2006.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either executed under its common seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person (who must be an individual) as his/her proxy to attend and vote, in the event of a poll, instead of him/her. A proxy need not be a member of the Company but must attend the meeting in person to represent him/her.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Room 1803, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting thereof (as the case may be) should they so wish and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint holders of any share(s), any one of such joint holders may vote at the meeting, either in person or by proxy (in the case of a poll), in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy (in the case of a poll). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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.