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GEELY
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)

**SHARE TRANSACTION AND CONNECTED TRANSACTION IN RELATION
TO THE ACQUISITION INVOLVING ISSUE OF CONSIDERATION SHARES
UNDER SPECIFIC MANDATE**

Financial Adviser to Geely Automobile Holdings Limited



**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**

BALLAS
C A P I T A L

ACQUISITION OF SHARES IN ZEEKR

As one of the industrial pioneers in the field of electrified and intelligentized vehicles, the Company has begun, through forming ZEEKR with Geely Holding, to engage in the research and development, purchase and sale of electric mobility related products such as intelligent electric vehicles under the ZEEKR Brand. In addition, in August 2021, the Pre-A Share Purchase Agreement was entered into among ZEEKR and five independent investors, in relation to the agreement on allotting and issuing the Pre-A Preferred Shares.

On 18 October 2021, as part of the business strategic planning of the Group, the Company entered into a Framework Agreement with Geely Group Limited pursuant to which the Company proposed to acquire 220,000,000 ordinary shares of ZEEKR from Geely Group Limited for a consideration to be agreed between the parties.

Following the Framework Agreement, on 29 October 2021, the Company, as the Purchaser, and Geely Group Limited, as the Seller, entered into the Share Purchase Agreement, pursuant to which Geely Group Limited conditionally agreed to sell, and the Company conditionally agreed to purchase or cause its nominee to purchase, the Sale Shares, representing approximately 10.34% of the issued share capital of ZEEKR as at the date of this announcement (on an As-Converted Basis) and approximately 9.66% of the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis).

The Consideration payable by the Purchaser for the Acquisition is approximately RMB5,602.2 million. The Purchaser will settle the Consideration as to approximately RMB1,807.4 million by cash and as to the remaining amount (equivalent to approximately RMB3,794.8 million) by the allotment and issue of the 196,410,000 Consideration Shares at the Issue Price of HK\$23.34 per Consideration Share. The Consideration Shares will be allotted and issued under the Specific Mandate to be sought at the EGM. An application will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares.

Immediately after Closing, the Company will be interested in approximately 58.31% of the issued share capital of ZEEKR (on an As-Converted Basis) and approximately 54.47% of the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis). ZEEKR will remain a non-wholly owned subsidiary of the Company and its financial results will continue to be consolidated with the consolidated financial statements of the Group.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Geely Group Limited is wholly owned by Mr. Li, who is an executive Director and a substantial shareholder of the Company. Geely Group Limited is therefore a connected person of the Company under the Listing Rules. Accordingly, the Share Purchase Agreement and the transactions contemplated thereunder constitute a connected transaction for the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios in respect of the Acquisition exceed 0.1% but all of the applicable percentage ratios are below 5%, and the Consideration will be partially satisfied by the allotment and issue of the Consideration Shares for which the listing will be sought, the Acquisition also constitutes a share transaction for the Company under Chapter 14 of the Listing Rules. Therefore, the Acquisition is subject to the reporting, announcement and the Independent Shareholders' approval requirements under Chapters 14 and 14A of the Listing Rules.

Mr. Li is considered to be interested in the Acquisition by virtue of his interests and directorship in Geely Group Limited. As a result, Mr. Li has abstained from voting on the Board resolutions for approving the Share Purchase Agreement and the transactions contemplated thereunder.

GENERAL

The Independent Board Committee has been formed to advise the Independent Shareholders with respect to the Acquisition, and the Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders on whether the terms of the Share Purchase Agreement (including the Acquisition and the issue of the Consideration Shares pursuant to the Specific Mandate) are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

A circular containing, among other things, detailed information about (i) the Acquisition; (ii) the recommendations of the Independent Board Committee to the Independent Shareholders; (iii) the advice from the Independent Financial Adviser on the terms of the Share Purchase Agreement (including the Acquisition and the issue of the Consideration Shares pursuant to the Specific Mandate); and (iv) other information as required under the Listing Rules together with a notice convening the EGM, is expected to be despatched to the Shareholders on or before 24 November 2021 (which is more than 15 Business Days after the publication of this announcement) after taking into account the time required for preparing and gathering the relevant information to be contained in the circular. Mr. Li and his associates will abstain from voting on the proposed resolutions at the EGM in respect of the Share Purchase Agreement and the transactions contemplated thereunder.

Completion of the Acquisition is subject to the satisfaction of the conditions precedent under the Share Purchase Agreement and therefore, the Acquisition may or may not proceed to completion. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

ACQUISITION OF SHARES IN ZEEKR

As one of the industrial pioneers in the field of electrified and intelligentized vehicles, the Company has begun, through forming ZEEKR with Geely Holding, to engage in the research and development, purchase and sale of electric mobility related products such as intelligent electric vehicles under the ZEEKR Brand. In addition, in August 2021, the Pre-A Share Purchase Agreement was entered into among ZEEKR and five independent investors, in relation to the agreement on allotting and issuing Pre-A Preferred Shares.

On 18 October 2021, as part of the business strategic planning of the Group, the Company entered into a Framework Agreement with Geely Group Limited pursuant to which the Company proposed to acquire 220,000,000 ordinary shares of ZEEKR from Geely Group Limited for a consideration to be agreed between the parties.

Following the Framework Agreement, on 29 October 2021, the Company, as the Purchaser, and Geely Group Limited, as the Seller, entered into the Share Purchase Agreement, pursuant to which Geely Group Limited conditionally agreed to sell, and the Company conditionally agreed to purchase or cause its nominee to purchase, the Sale Shares, representing approximately 10.34% of the issued share capital of ZEEKR as at the date of this announcement (on an As-Converted Basis) and approximately 9.66% of the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis).

The Consideration payable by the Purchaser for the Acquisition is approximately RMB5,602.2 million. The Purchaser will settle the Consideration as to approximately RMB1,807.4 million by cash and as to the remaining amount (equivalent to approximately RMB3,794.8 million) by the allotment and issue of the 196,410,000 Consideration Shares at the Issue Price of HK\$23.34 per Consideration Share. The Consideration Shares will be allotted and issued under the Specific Mandate to be sought at the EGM. An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

Immediately after Closing, the Company will be interested in approximately 58.31% of the issued share capital of ZEEKR (on an As-Converted Basis) and approximately 54.47% of the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis). ZEEKR will remain as a non-wholly owned subsidiary of the Company and its financial results will continue to be consolidated with the consolidated financial statements of the Group.

THE SHARE PURCHASE AGREEMENT

Date

29 October 2021

Parties

- (1) Geely Group Limited as the Seller
- (2) The Company as the Purchaser

Geely Group Limited is a limited liability company incorporated in the British Virgin Islands and is wholly owned by Mr. Li. Geely Group Limited is principally engaged in investment holding.

The Company is principally engaged in investment holding. The Group is principally engaged in the research and development, manufacturing and trading of automobiles, automobile parts and related automobile components, and investment holding.

Subject matter

Pursuant to the Share Purchase Agreement, the Purchaser or its nominee (which will be a subsidiary of the Company), has agreed to purchase, and the Seller has agreed to sell, the Sale Shares subject to the fulfillment of the conditions precedent and the relevant terms and conditions set out in the Share Purchase Agreement.

Consideration

Pursuant to the Share Purchase Agreement, the Consideration is approximately RMB5,602.2 million and will be satisfied by the Company in the following manner:

- (i) as to approximately RMB1,807.4 million, which is approximately 32.3% of the Consideration, to be satisfied in cash; and
- (ii) as to the shares component of the Consideration (equivalent to approximately RMB3,794.8 million), which is approximately 67.7% of the Consideration, to be satisfied by the Company allotting and issuing 196,410,000 Consideration Shares at the Issue Price of HK\$23.34 per Consideration Share to the Seller (or the Seller's nominee). The Issue Price is based on the average closing price of approximately HK\$23.34 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 18 October 2021, being the date of the Framework Agreement.

The cash component of the Consideration will be funded by internal resources of the Group and, to the extent permitted under applicable laws and regulations, shall be fully paid to the Seller (or the Seller's nominee) no later than 90 days after the Closing Date.

The nominal value of 196,410,000 Consideration Shares is HK\$3,928,200. The original acquisition cost of the Sale Shares to the Seller was RMB220 million.

Basis of the Consideration

The Consideration was determined after arm's length negotiations between the parties based on (i) the number of Sale Shares of ZEEKR; and (ii) the value of ZEEKR of US\$9.0 billion (equivalent to approximately RMB57.97 billion), representing US\$3.95348 (equivalent to approximately RMB25.46) per Sale Share on a Fully Diluted and As-Converted Basis, with reference to the following information:

- (i) the post-money valuation of approximately US\$9.0 billion of ZEEKR, based on the consideration agreed among ZEEKR and five independent investors in the Pre-A Share Purchase Agreement and the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis); and

- (ii) the appraised value of ZEEKR of approximately US\$9.05 billion (equivalent to approximately RMB58.28 billion) as at 31 August 2021 based on the valuation conducted by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent professional valuer engaged by the Company. As at 31 August 2021, ZEEKR has not recognised any revenue or delivered any ZEEKR Brand vehicles to its customers.

Issue of the Consideration Shares under the Specific Mandate

The Company will issue an aggregate of 196,410,000 Consideration Shares, which represents approximately 2% of the issued share capital of the Company as at the date of this announcement and approximately 1.96% of the issued share capital of the Company as enlarged by the Consideration Shares (assuming there will be no change in the total number of issued Shares of the Company after the date of this announcement other than the allotment and issue of the Consideration Shares), to partially satisfy the Consideration of the Acquisition.

The Consideration Shares will be allotted and issued under the Specific Mandate proposed to be sought from the Independent Shareholders at the EGM. The Consideration Shares, when being allotted and issued, will rank *pari passu* in all respects with all the Shares then in issue on the date of allotment and issue of the Consideration Shares. An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares.

The Issue Price of HK\$23.34 per Consideration Share, which is based on the average closing price per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 18 October 2021, being the date of the Framework Agreement, represents:

- (i) a discount of approximately 11.42% to the closing price of HK\$26.35 per Share as quoted on the Stock Exchange on 28 October 2021, being the last trading date before the date of the Share Purchase Agreement;
- (ii) a discount of approximately 12.65% to the average closing price of approximately HK\$26.72 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 28 October 2021, the last trading date before the date of the Share Purchase Agreement;
- (iii) a discount of approximately 10.52% to the average closing price of approximately HK\$26.09 per Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including 28 October 2021, the last trading date before the date of the Share Purchase Agreement; and
- (iv) a discount of approximately 13.72% to the closing price of HK\$27.05 per Share as quoted on the Stock Exchange on the date of this announcement.

Conditions Precedent

Closing is conditional upon the satisfaction or, if applicable, waiver of the following conditions:

- i. there shall not be in effect any law or order by a government authority of competent jurisdiction restraining, enjoining or otherwise prohibiting the consummation of the transactions contemplated hereby;
- ii. the board of directors of ZEEKR shall have approved the transaction documents and the transactions contemplated hereunder;
- iii. the Company obtaining the Independent Shareholders' approval with regard to the transactions under the Share Purchase Agreement and the allotment and issue of the Consideration Shares by the Company under the Specific Mandate in accordance with the requirements of the Listing Rules;
- iv. the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Consideration Shares;
- v. no legal proceeding shall have been commenced against any party seeking to restrain or materially and adversely alter the transactions contemplated by the Share Purchase Agreement;
- vi. a certified true copy of the register of members of ZEEKR updated to reflect the sale and purchase of the Sale Shares hereunder and a new share certificate representing the Sale Shares are delivered to the Purchaser by ZEEKR at the Closing;
- vii. the representations and warranties of the Purchaser and Seller shall be true and correct as of the Closing with the same force and effect as if made as of the Closing; and
- viii. the Purchaser and Seller shall have performed and complied with, in all material respects, each of the obligations and agreements required by the Share Purchase Agreement or any other transaction documents to be performed or complied with by the Seller on or prior to the Closing Date.

The parties to the Share Purchase Agreement shall use their best endeavours to fulfil all conditions precedent. The conditions set out in paragraphs (iii) and (iv) above cannot be waived. The remaining conditions may be waived by way of writing from both parties. If any of the above conditions have not been fulfilled or waived without the consent of both parties on or before the Long Stop Date, the Purchaser or the Seller may terminate the Acquisition, provided that the right to terminate the Share Purchase Agreement shall not be available to any party whose failure to perform any of its obligations under the Share Purchase Agreement shall have resulted in the failure of the Closing to be consummated by the close of business on the Long Stop Date.

As at the date of this announcement, none of the conditions above has been fulfilled or waived.

Closing

Closing shall take place on the tenth (10th) Business Day following the fulfilment (or waiver if applicable) of the conditions precedent or such other date as the parties to the Share Purchase Agreement shall agree in writing.

Immediately after Closing, the Company will hold approximately 58.31% of the issued share capital of ZEEKR (on an As-Converted Basis) and approximately 54.47% of the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis), while Mr. Li and his associates (other than the Company) will hold approximately 17.87% of the issued share capital of ZEEKR (on an As-Converted Basis) and approximately 16.69% of the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis). ZEEKR will remain a non-wholly owned subsidiary of the Company and its financial results will continue to be consolidated with the consolidated financial statements of the Group.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table shows the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately following the completion of the Acquisition and the allotment and issuing of the Consideration Shares, assuming that no other further Shares will be allotted and issued after the date of this announcement and prior to the Closing:

Shareholders of the Company	As at the date of this announcement		Immediately following the completion of the Acquisition and the allotment and issuance of the Consideration Shares	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Mr. Li and his associates ¹	4,042,618,000	41.16	4,239,028,000	42.32
Other Directors ²	41,307,000	0.42	41,307,000	0.41
Public Shareholders	<u>5,736,811,540</u>	<u>58.42</u>	<u>5,736,811,540</u>	<u>57.27</u>
Total	<u>9,820,736,540</u>	<u>100</u>	<u>10,017,146,540</u>	<u>100</u>

Notes:

1. Includes Proper Glory Holding Inc., Zhejiang Geely Automobile Company Limited, Shanghai Maple Automobile Company Limited, Geely Holding, Geely International (Hong Kong) Limited, Mr. Li and Geely Group Limited, which are holding approximately 26.85%, 8.11%, 2.99%, 2.41%, 0.56%, 0.24% and 0.001% Shares of the Company, respectively, as at the date of this announcement.

- Includes Mr. An Cong Hui, Mr. Ang Siu Lun, Lawrence, Mr. Gui Sheng Yue, Mr. Lee Cheuk Yin, Dannis, Mr. Li Dong Hui, Daniel, Mr. Wang Yang and Mr. Yang Jian, who are holding approximately 0.08%, 0.04%, 0.18%, 0.01%, 0.05%, 0.01% and 0.07% Shares of the Company, respectively, as at the date of this announcement.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The showcase of the Company's determination in pioneering electrified and intelligentized vehicles

As a determined industrial pioneer in the field of electrified and intelligentized vehicles, the Company has been actively promoting electric vehicles. In March 2021, the Company announced the joint establishment of ZEEKR with Geely Holding to engage in the research and development, purchase and sale of the electric mobility related products such as intelligent electric vehicles under the ZEEKR Brand and the provision of service relating thereto in the PRC.

ZEEKR Brand is the first premium electric vehicle brand of the Group. Unlike other traditional automobile corporations, ZEEKR operates with high autonomy and thoroughly consolidate the initial layout and incubated intelligent and electrified technologies of the Geely Holding. ZEEKR strategically lays out the intelligent electric vehicles and its upstream and downstream industrial chain to further improve the users' experience and customer satisfaction with digitalized and intelligentized services. ZEEKR proposes to focus on the research and development of such advanced technologies like technologies used for electric vehicles, technologies used for "power batteries, electric engines and electronic control systems" and other relevant upstream and downstream technologies for intelligent electric vehicles. The formation of ZEEKR in March 2021 with the Company owning 51% equity interests has demonstrated the determination of Company in fostering vehicle electrification.

The Company as a holder of brand and products with strong potentials

The first vehicle model of ZEEKR, which is developed under the state-of-the-art open-source electric vehicle architecture owned by Geely Holding, has been introduced to the market in April 2021. With the possession of advantages in car performance and energy supplemental systems, the market demand of the first vehicle model of ZEEKR has exceeded expectations, representing the strength of ZEEKR's brand and products. Based on its current business plan, ZEEKR is progressively introducing new models to the market and aiming at capturing significant market share of the global high-end electric vehicle industry, which is expected to provide growth momentum to the Group in the future.

Success in capturing strategic capital market interest to realize future business development

As an independently operating intelligentized automobile company, ZEEKR has been actively exploring external financing sources, for the sustainable development of its future business operations. As stated in the Company's announcement dated 27 August 2021, ZEEKR has carried

out its Pre-A Round Financing, with five independent investors from backgrounds including autopilot chips, battery and new consumers industries. On the one hand, the five independent investors of the Pre-A Round Financing are all strategic partners of ZEEKR, and their introduction to ZEEKR enhance the business ideas on full-scale coverage of ZEEKR. On the other hand, the success of the Pre-A Round Financing is also a showcase of recognition from the industry in ZEEKR's long term development.

Benefits to the overall development of the Company

In the course of seeking external financing for ZEEKR, the Company has been maintaining its position as the largest controlling shareholder of ZEEKR so as to maximize the interests of the Shareholders. The Acquisition will be able to offset the dilutive effect of the Pre-A Round Financing and other potential equity financings of ZEEKR in the future, which will be conducive to the overall development of the Company through increasing its shareholding in ZEEKR. Also, the issuance of the Consideration Shares as part of the Consideration represents the confidence of the Controlling Shareholder in the prospect of the Company's development, while reserving cash for business operations.

In light of the above, the Directors (excluding the independent non-executive Directors whose views will be given after taking into consideration the advice of the Independent Financial Adviser) are of the view that the Acquisition is on normal commercial terms or better and in the ordinary and usual course of business of the Group, and the terms of the Share Purchase Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

INFORMATION OF ZEEKR

ZEEKR is a limited liability company established in the Cayman Islands and is indirectly owned as to 47.97% by the Company as at the date of this announcement. ZEEKR was set up by the Company and Geely Holding with capital contribution of RMB2 billion in total. ZEEKR is principally engaged in the research and development, purchase and sale of electric mobility related products such as intelligent electric vehicles under the ZEEKR Brand and the provision of service relating thereto.

Set out below is the unaudited financial information of ZEEKR prepared under HKFRS for the period from the date of incorporation to 31 August 2021:

**For the period from date of
incorporation to 31 Aug 2021
(unaudited)
RMB in million**

Loss before taxation	142.8
Loss after taxation	107.0

As at 31 August 2021, the unaudited total assets and net assets of ZEEKR were approximately RMB5,256.0 million and RMB1,893.4 million, respectively.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Geely Group Limited is wholly owned by Mr. Li, who is an executive Director and a substantial shareholder of the Company. Geely Group Limited is therefore a connected person of the Company under the Listing Rules. Accordingly, the Share Purchase Agreement and the transactions contemplated thereunder constitute a connected transaction for the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios in respect of the Acquisition exceed 0.1% but all of the applicable percentage ratios are below 5%, and the Consideration will be partially satisfied by the allotment and issue of the Consideration Shares for which the listing will be sought, the Acquisition also constitutes a share transaction for the Company under Chapter 14 of the Listing Rules. Therefore, the Acquisition is subject to the reporting, announcement and the Independent Shareholders' approval requirements under Chapters 14 and 14A of the Listing Rules.

Mr. Li is considered to be interested in the Acquisition by virtue of his interests and directorship in Geely Group Limited. As a result, Mr. Li has abstained from voting on the Board resolutions for approving the Share Purchase Agreement and the transactions contemplated thereunder.

GENERAL

The Independent Board Committee has been formed to advise the Independent Shareholders with respect to the Acquisition, and the Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders on whether the terms of the Share Purchase Agreement (including the Acquisition and the issue of the Consideration Shares pursuant to the Specific Mandate) are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

A circular containing, among other things, detailed information about (i) the Acquisition; (ii) the recommendations of the Independent Board Committee to the Independent Shareholders; (iii) the advice from the Independent Financial Adviser on the terms of the Share Purchase Agreement (including the Acquisition and the issue of the Consideration Shares pursuant to the Specific Mandate); and (iv) other information as required under the Listing Rules together with a notice convening the EGM, is expected to be dispatched to the Shareholders on or before 24 November 2021 (which is more than 15 Business Days after the publication of this announcement) after taking into account the time required for preparing and gathering the relevant information to be contained in the circular. Mr. Li and his associates will abstain from voting on the proposed resolutions at the EGM in respect of the Share Purchase Agreement and the transactions contemplated thereunder.

DEFINITIONS

In this announcement, the following terms shall have the meanings set out below unless the context requires otherwise:

“Acquisition”	the acquisition of 220,000,000 ordinary shares of ZEEKR for the Consideration to be settled by a combination of cash and Consideration Shares pursuant to the Share Purchase Agreement dated 29 October 2021 entered into between the Purchaser and the Seller
“As-Converted Basis” or “As-Converted”	assuming all Pre-A Preferred Shares are converted into ordinary shares of ZEEKR
“associate(s)”	has the meaning ascribed to it in the Listing Rule(s)
“Board”	the board of Directors
“Business Day(s)”	day (excluding Saturdays, Sundays and public holidays) on which banks are open for business in Hong Kong and the PRC
“Closing” or “Completion”	completion of the Acquisition in accordance with the terms and conditions of the Share Purchase Agreement
“Closing Date”	on the tenth (10 th) Business Day following the fulfilment (or waiver if applicable) of the conditions precedent or such other date as the parties to the Share Purchase Agreement shall agree in writing
“Company” or “Purchaser”	Geely Automobile Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 175)
“connected person”	has the meaning ascribed to thereto under the Listing Rules
“Consideration”	the total consideration of approximately RMB5,602.2 million in relation to the Acquisition payable by the Purchaser
“Consideration Shares”	the new Shares to be allotted and issued by the Company at the Issue Price to partially satisfy the Consideration
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“EGM”	an extraordinary general meeting of the Company to be held to consider and, if thought fit, approve the Share Purchase Agreement and the transactions contemplated thereunder
“Framework Agreement”	the framework agreement dated 18 October 2021 entered into between the Company and Geely Group Limited in relation to the Acquisition
“Fully Diluted Basis” or “Fully Diluted”	assuming all Pre-A Preferred Shares are converted into ordinary shares of ZEEKR and 150,000,000 ordinary shares of ZEEKR reserved under ZEEKR Share Award Scheme have been fully issued
“Geely Group Limited” or “Seller”	Geely Group Limited, a limited liability company incorporated in the British Virgin Islands, which is wholly owned by Mr. Li as at the date of this announcement
“Geely Holding”	浙江吉利控股集團有限公司 (Zhejiang Geely Holding Group Company Limited*), a private limited liability company incorporated in Zhejiang Province, the PRC, and is beneficially wholly owned by Mr. Li and his associate
“Group”	the Company and its subsidiaries
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent board committee of the Company comprising all the independent non-executive Directors, formed for the purpose of advising the Independent Shareholders in respect of the Share Purchase Agreement and the transactions contemplated thereunder
“Independent Financial Adviser”	Ballas Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Share Purchase Agreement and the transactions contemplated thereunder

“Independent Shareholders”	Shareholder(s) other than Mr. Li and his associates
“Issue Price”	the issue price of the Consideration Shares of HK\$23.34 per Consideration Share
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Long Stop Date”	29 April 2022, or such other date as may be agreed by the Seller and the Purchaser
“Mr. Li”	Mr. Li Shu Fu, an executive Director and a substantial shareholder holding approximately 41% of the total issued share capital of the Company as at the date of this announcement
“PRC”	the People’s Republic of China (excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
“Pre-A Round Financing”	the investment in Pre-A Preferred Shares by five independent third party investors, details of which are set out in the Company’s announcement dated 27 August 2021
“Pre-A Preferred Shares”	pre-A preferred shares of ZEEKR
“Pre-A Share Purchase Agreement”	the share purchase agreement dated 27 August 2021 entered into among ZEEKR and five independent third party investors
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Share(s)”	representing the sale of 220,000,000 ordinary shares of ZEEKR representing approximately 10.34% of the issued share capital of ZEEKR as at the date of this announcement (on an As-Converted Basis) and approximately 9.66% of the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis), by the Seller
“SFO”	Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company

“Shareholders”	the holder(s) of the Share(s)
“Share Purchase Agreement”	the share purchase agreement dated 29 October 2021 entered into between the Purchaser and the Seller
“Specific Mandate”	the specific mandate to be sought from the Independent Shareholders at the EGM for the allotment and issue of the Consideration Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“US\$”	United States dollar, the lawful currency of the United States of the America
“ZEEKR”	ZEEKR Intelligent Technology Holding Limited, a limited liability company incorporated in the Cayman Islands and is an indirect subsidiary of the Company as at the date of this announcement
“ZEEKR Brand”	a brand of ZEEKR relating to the electric mobility related products such as intelligent electric vehicle
“ZEEKR Share Award Scheme”	the restricted share award scheme adopted on 20 August 2021 by ZEEKR and the Company, details of which are set out in the Company’s announcement dated 20 August 2021
“%”	per cent

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

Hong Kong, 29 October 2021

In this announcement, translation of US\$ into RMB is based on the exchange rate of US\$1:RMB6.44102 and translation of HK\$ into RMB is based on the exchange rate of HK\$1: RMB0.82780. No representation is made that any amounts in US\$, RMB and HK\$ can be or could have been converted at the above exchange rate or any other rates.

As at the date of this announcement, the executive directors of the Company are Mr. Li Shu Fu (Chairman), Mr. Yang Jian (Vice Chairman), Mr. Li Dong Hui, Daniel (Vice Chairman), Mr. Gui Sheng Yue (Chief Executive Officer), Mr. An Cong Hui, Mr. Ang Siu Lun, Lawrence and Ms. Wei Mei, and the independent non-executive directors of the Company are Mr. Lee Cheuk Yin, Dannis, Mr. Yeung Sau Hung, Alex, Mr. An Qing Heng and Mr. Wang Yang.

* *For identification purposes only*