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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)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders (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 Tuesday, 11 October 2016 at 10:00 a.m. or at any adjustment thereof for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

To consider and, if thought fit, pass with or without amendment, the following resolution as an ordinary resolution of the Company:

1. “**THAT:**

- (a) the conditional agreement dated 25 July 2016 (the “**Master Disposal Agreement**”) (a copy of which is tabled at the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification) entered into between the Company and 浙江吉利控股集團有限公司 (Zhejiang Geely Holding Group Company Limited) (“**Geely Holding**”) pursuant to which Geely Holding will:
 - (i) acquire from 上海華普國潤汽車有限公司 (Shanghai Maple Guorun Automobile Company Limited) (“**Shanghai Maple Guorun**”), a 99% owned subsidiary of the Company, its 50% interest in the registered capital of 康迪電動汽車集團有限公司 (Kandi Electric Vehicles Group Co., Ltd.), a 50% held joint venture company of the Company, and accept the novation of an entrusted shareholder’s loan in the amount of RMB150,000,000 from Shanghai Maple Guorun and the repayment of such loan to Shanghai Maple Guorun; and

- (ii) acquire from Shanghai Maple Guorun and 浙江吉潤汽車有限公司 (Zhejiang Jirun Automobile Company Limited), both being 99% owned subsidiaries of the Company, their aggregate 45% interest in the registered capital of the 寧海知豆電動汽車有限公司 (Ninghai Zhidou Electric Vehicles Company Limited), a 45% held joint venture company of the Company,

for an aggregate consideration of RMB1,346,486,590 be and are hereby approved, ratified and confirmed; and

- (b) any one or more directors of the Company be and is/are hereby authorized to do all such acts and things which he/she/they may consider necessary, desirable or expedient to implement the transactions contemplated under the Master Disposal Agreement and completion thereof.”

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

Hong Kong, 23 September 2016

Notes:

- (1) Any Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a proxy form in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of authority, must be deposited at the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) In case of joint shareholdings, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

As at the date of this notice, 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, the non-executive director of the Company is Mr. Carl Peter Edmund Moriz Forster 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.