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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) 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, 27 December 2017 at 4:30 p.m. or at any adjustment thereof for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

To consider and, if though fit, pass with or without amendment, the following resolutions as the ordinary resolutions of the Company:

1. **“THAT:**

the conditional sale and purchase agreement dated 7 November 2017 (the “**Baoji Acquisition Agreement**”) entered into between 浙江吉利羅佑發動機有限公司 (Zhejiang Geely Luoyou Engine Company Limited), an indirect 99% owned subsidiary of the Company, as purchaser and 浙江吉利汽車有限公司 (Zhejiang Geely Automobile Company Limited), as vendor in relation to the acquisition of the entire registered capital of 寶雞吉利發動機有限公司 (Baoji Geely Engine Company Limited), (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) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and 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 thereunder (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).”

2. **“THAT:**

The conditional sale and purchase agreement dated 7 November 2017 (the “**Yili Acquisition Agreement**”) entered into between 浙江吉利羅佑發動機有限公司 (Zhejiang Geely Luoyou Engine Company Limited), an indirect 99% owned subsidiary of the Company, as purchaser and 浙江吉利汽車有限公司 (Zhejiang Geely Automobile Company Limited) and 上海華普汽車有限公司 (Shanghai Maple Automobile Company Limited), as vendors in relation to the acquisition of the entire registered capital of 浙江義利汽車零部件有限公司 (Zhejiang Yili Automobile Components Company Limited), (a copy of which is tabled at the meeting and marked “**B**” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and 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 thereunder (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).”

3. “**THAT:**

the conditional sale and purchase agreement dated 7 November 2017 (the “**SZX Acquisition Agreement**”) entered into between 浙江吉利羅佑發動機有限公司 (Zhejiang Geely Luoyou Engine Company Limited), an indirect 99% owned subsidiary of the Company, as purchaser and 浙江吉利控股集團有限公司 (Zhejiang Geely Holding Group Company Limited), as vendor in relation to the acquisition of the entire registered capital of 寧波上中下自動變速器有限公司 (Ningbo Shangzhongxia Automatic Transmission Company Limited), (a copy of which is tabled at the meeting and marked “**C**” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and 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 thereunder (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).”

4. “**THAT:**

- a) the conditional agreement dated 7 November 2017 (the “**Powertrain Sales Agreement**”) entered into amongst the Company, 領克投資有限公司 (LYNK & CO Investment Co., Ltd.) (“**LYNK & CO**”, together with its subsidiaries, the “**LYNK & CO Group**”), a Chinese-foreign equity joint venture of the Company and 浙江吉利控股集團有限公司 (Zhejiang Geely Holding Group Company Limited) (“**Geely Holding**”, together with its subsidiaries, the “**Geely Holding Group**”), a copy of which is tabled at the meeting and marked “**D**” and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Company together with its subsidiaries agreed to sell vehicle engines, transmissions and related after-sales parts to the Geely Holding Group and the LYNK & CO Group, be and is hereby approved, ratified and confirmed;

- b) the annual cap amounts in respect of the sales of vehicle engines, transmissions and related after-sales parts for each of the three financial years ending 31 December 2018, 2019 and 2020 be and are hereby approved; and
- c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and 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/her to be incidental to, ancillary to or in connection with the matters and transactions contemplated in the Powertrain Sales Agreement.”; and

5. **“THAT:**

- a) the annual cap amounts in respect of the supply of CKDs (as defined in the circular of the Company dated 8 December 2017 (the “**Circular**”)) and the purchase of CBUs (as defined in the Circular), under the master agreement dated 27 November 2009 (the “**Services Agreement**”) 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**”, together with its subsidiaries, the “**Geely Holding Group**”) be revised to the annual cap amounts as set out in the Circular for the two financial years ending 31 December 2017 and 2018 be and is hereby approved; and
- b) any one director of the Company be and is hereby authorised for and 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/her to be incidental to, ancillary to or in connection with the matters and the transactions contemplated under this resolution.”

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

Hong Kong, 8 December 2017

Notes:

- (1) Any shareholder of the Company (the “**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.
- (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 EGM 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.