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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 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 Friday, 7 December 2018 at 4:00 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

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

1. **“THAT:**

- a) the renewal of the cooperation agreements dated 11 December 2015 entered into between the Genius AFC (as defined in the circular of the Company dated 20 November 2018 (the “Circular”)) and VCDC (as defined in the Circular), and between Genius AFC and VCIC (as defined in the Circular) (collectively the “**Volvo Finance Cooperation Agreements**”), copies of which are tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose, pursuant to which, Genius AFC agreed to supply vehicle financing services to the Volvo Dealers (as defined in the Circular) and Volvo Retail Customers (as defined in the Circular) for their purchase of Volvo-branded vehicles, be and are hereby approved, ratified and confirmed;
- b) the Volvo Annual Caps (Wholesale) (as defined in the Circular) and the Volvo Annual Caps (Retail) (as defined in the Circular) in respect of the maximum new financing amounts to be provided by Genius AFC to Volvo Dealers (as defined in the Circular) and Volvo Retail Customers (as defined in the Circular) respectively as set out in the Circular for each of the three financial years ending 31 December 2021 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 authorized for and on behalf of the Company to delegate an appropriate officer overseeing the management and operation of Genius AFC to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be necessary, appropriate, desirable or expedient to implement and/or give effects to the Volvo Finance Cooperation Agreements and the Volvo Financing Arrangements.”

2. **“THAT:**

- a) the conditional cooperation agreement dated 5 October 2018 entered into between the Genius AFC and Geely Holding (as defined in the Circular) (the “**EV Finance Cooperation Agreement**”), copies of which are tabled at the meeting and marked “**B**” and initialed by the chairman of the meeting for identification purpose, pursuant to which, Genius AFC agreed to supply vehicle financing services to the EV Dealers (as defined in the Circular) and EV Retail Customers (as defined in the Circular) for their purchase of Geely EVs (as defined in the Circular), be and are hereby approved, ratified and confirmed;
- b) the EV Annual Caps (Wholesale) (as defined in the Circular) and the EV Annual Caps (Retail) (as defined in the Circular) in respect of the maximum new financing amounts to be provided by Genius AFC to EV Dealers (as defined in the Circular) and EV Retail Customers (as defined in the Circular) respectively as set out in the Circular for each of the three financial years ending 31 December 2021 be and are hereby approved; and
- c) subject to paragraphs (a) and (b) above, the EV Wholesale Facility Agreements (as defined in the Circular), pursuant to which Genius AFC agreed to carry out the EV Wholesale Financing (as defined in the Circular), and the EV Retail Loan Cooperation Agreement and the EV Retail Loan Agreements (in each case as defined in the Circular), pursuant to which Genius AFC agreed to carry out the EV Retail Financing (as defined in the Circular), collectively the “**EV Financing Arrangements**” (as defined in the Circular), be and are hereby approved, ratified and confirmed; and
- d) 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 authorized for and on behalf of the Company to delegate an appropriate officer overseeing the management and operation of Genius AFC to execute all such other documents, instruments and agreements and to do

all such acts or things deemed by him/her to be necessary, appropriate, desirable or expedient to implement and/or give effects to the EV Finance Cooperation Agreement and EV Financing Arrangements.”

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

Hong Kong, 20 November 2018

*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.*