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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Geely Automobile Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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吉利汽車控股有限公司

GEELY AUTOMOBILE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock codes: 175 (HKD counter) and 80175 (RMB counter)

PROPOSALS FOR
(1) GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES; AND
(2) RE-ELECTION OF DIRECTORS

Capitalised terms used in this cover page shall have the same meanings as those defined in the section “DEFINITIONS” of this circular.

A notice convening the Annual General Meeting of Geely Automobile Holdings Limited to be held at Boardroom 8, Lower Lobby, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 30 May 2025 at 4:00 p.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use by Shareholders at the Annual General Meeting is also enclosed. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the Annual General Meeting should you so wish.

28 April 2025

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Boardroom 8, Lower Lobby, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 30 May 2025 at 4:00 p.m. or any adjournment thereof (or as the case may be)
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Geely Automobile Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the main board of the Stock Exchange (stock codes: 175 (HKD counter) and 80175 (RMB counter))
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to allot, issue and deal with new Shares and/or to resell treasury shares of the Company (subject to compliance with the Listing Rules) not exceeding the aggregate of 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the ordinary resolution in relation thereof
“Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“HK\$” or “HKD”	Hong Kong dollar, the lawful currency of Hong Kong
“Latest Practicable Date”	21 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	the authority to repurchase the fully paid up Shares of up to 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) whether incorporated in the Cayman Islands, the British Virgin Islands, the PRC or elsewhere and “subsidiaries” shall be construed accordingly
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



吉利汽車控股有限公司

GEELY AUTOMOBILE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock codes: 175 (HKD counter) and 80175 (RMB counter)

Executive Directors:

Mr. Li Shu Fu (*Chairman*)

Mr. Li Dong Hui, Daniel (*Vice Chairman*)

Mr. Gui Sheng Yue (*Chief Executive Officer*)

Ms. Wei Mei

Mr. Gan Jia Yue

Mr. Mao Jian Ming, Moosa

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Independent Non-executive Directors:

Mr. An Qing Heng

Mr. Wang Yang

Ms. Gao Jie

Ms. Yu Li Ping, Jennifer

Mr. Zhu Han Song

Ms. Tseng Chin I

Principal Place of Business in Hong Kong:

Room 2301, 23rd Floor

Great Eagle Centre

23 Harbour Road

Wanchai

Hong Kong

28 April 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES; AND
(2) RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting for the granting to the Directors the Repurchase Mandate to repurchase Shares; the granting to the Directors the General Mandate to issue new Shares and/or to resell treasury shares of the Company (subject to compliance with the Listing Rules); and the re-election of Directors.

LETTER FROM THE BOARD

(1) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

General Mandate to Repurchase Shares

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders that the Directors be granted the Repurchase Mandate to repurchase Shares. In accordance with the Listing Rules, the maximum number of Shares that the Company may repurchase under the Repurchase Mandate shall not exceed 10% of the issued and fully paid up shares (excluding treasury shares) of the Company as at the date of the passing of the ordinary resolution in relation thereof. The Repurchase Mandate allows the Company to repurchase Shares only during the period ending on the earliest of the date of the next annual general meeting of the Company, or the date upon which such authority conferred is revoked or varied by an ordinary resolution of Shareholders in a general meeting of the Company.

An explanatory statement containing the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution for the grant of the Repurchase Mandate to the Directors at the Annual General Meeting is set out in Appendix I to this circular.

General Mandate to Issue New Shares

At the Annual General Meeting, an ordinary resolution will also be proposed to the Shareholders that the Directors be granted the General Mandate to issue new Shares and/or to resell treasury shares of the Company (subject to compliance with the Listing Rules) in order to provide flexibility and discretion to the Directors to issue Shares. The General Mandate will represent up to 10% of the aggregate number of issued shares (excluding treasury shares) of the Company as at the date of passing of the ordinary resolution in relation thereof. The 10% being sought under the General Mandate is significantly lower than the permissible size of 20% under the Listing Rules. For clarity, Shares bought back through any exercise of the Repurchase Mandate will not be added to the number of Shares that may be issued under the General Mandate. In addition, any Shares to be issued for cash under the authority granted by the General Mandate will only be issued subject to a maximum discount of 10% to the “benchmark price” (as defined with reference to Rule 13.36(5) of the Listing Rules). Shareholders may wish to take note that the proposed discount limit is more restrictive than the requirements of the Listing Rules which permit a maximum discount of 20% to the benchmark price for any issue of shares in a placement for cash pursuant to a general mandate.

Based on 10,078,043,283 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased and the Company will not have any treasury shares prior to the date of the Annual General Meeting, the Directors will be authorised to issue 1,007,804,328 Shares pursuant to the General Mandate.

LETTER FROM THE BOARD

(2) RE-ELECTION OF DIRECTORS

Pursuant to Article 116 of the Articles of Association, at each annual general meeting of the Company, 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 of the Company, provided always that any Director appointed pursuant to Article 119 or 122(a) of the Articles of Association 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 thereafter.

Pursuant to Article 99 of the Articles of Association, the Board 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. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116 of the Articles of Association.

Pursuant to Article 116 of the Articles of Association, Ms. Wei Mei, Mr. Gan Jia Yue, Mr. An Qing Heng, and Mr. Wang Yang, shall retire from office by rotation, and being eligible, shall offer themselves for re-election at the Annual General Meeting.

Ms. Wei Mei has informed the Board that she will not offer herself for re-election at the annual general meeting due to work adjustments. Accordingly, she will retire as an executive Director at the conclusion of the annual general meeting. Ms. Wei Mei confirmed that she has no disagreement with the Board and there is no other matter relating to her retirement that needs to be brought to the attention of the Shareholders.

Mr. An Qing Heng has informed the Board that he will not offer himself for re-election at the annual general meeting due to his term of office having exceeded the maximum 9-year term allowed for independent non-executive directors, in accordance with the latest corporate governance requirements under Appendix C1 to the Listing Rules. Accordingly, he will retire as an independent non-executive Director and a member of the Audit Committee at the conclusion of the annual general meeting. Mr. An Qing Heng confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders.

Mr. Wang Yang has informed the Board that he will not offer himself for re-election at the annual general meeting due to his term of office having exceeded the maximum 9-year term allowed for independent non-executive directors, in accordance with the latest corporate governance requirements under Appendix C1 to the Listing Rules. Accordingly, he will retire as an independent non-executive Director, the chairman of the Nomination Committee, and a member of the Audit Committee, the Remuneration Committee and the Sustainability Committee at the conclusion of the annual general meeting. Mr. Wang Yang confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Following the retirement of Mr. Wang Yang at the conclusion of the annual general meeting, Mr. Zhu Han Song, an independent non-executive Director, will act as the chairman of the Nomination Committee.

Pursuant to Article 99 of the Articles of Association, Mr. Mao Jian Ming, Moosa and Ms. Tseng Chin I (“**Ms. Tseng**”), shall hold office until the Annual General Meeting, and being eligible, shall offer themselves for re-election at the Annual General Meeting.

In line with the Company’s director nomination policy and board diversity policy, the Nomination Committee of the Board considers factors such as gender, age, cultural background, professional experience, skills, knowledge, and length of service when nominating or re-nominating Directors for the Annual General Meeting.

On the re-election of Ms. Tseng as an independent non-executive Director, the Nomination Committee of the Board considered, and the Board shared the same views, that at all times during her period of directorship with the Company, Ms. Tseng has properly discharged her duties and responsibilities as an independent non-executive Director and has made positive contributions to the development of the Company through independent, constructive, and informed comments and participation in the business and other affairs relating to the Group. In addition, the Company received confirmation of independence pursuant to Rule 3.13 of the Listing Rules from Ms. Tseng. In this regard, the Board is satisfied that Ms. Tseng is a person of integrity and stature and believes that her re-election and continued appointment will contribute to the Board’s diversity with her relevant experiences and expertise in diverse backgrounds in media, communication, political insight, sustainability, advisory roles, philanthropy, and financial fronts, and allow the Board as well as the Company to benefit from the sharing of her invaluable experience, contribution, and participation.

Regarding the re-election of Mr. Gan Jia Yue, Mr. Mao Jian Ming, Moosa, and Ms. Tseng, the Nomination Committee and the Board determined that each candidate has consistently fulfilled their duties and made valuable contributions. The Board believes their re-election and continued appointment will enhance diversity and bring relevant expertise to the Board.

The Board accepted the recommendation for re-election at the Annual General Meeting of Mr. Gan Jia Yue, Mr. Mao Jian Ming, Moosa, and Ms. Tseng, after considering their overall contributions, meeting attendance, and performance.

The biographical details of the Directors proposed to be re-elected are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

Voting by way of Poll

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders to be taken at a general meeting must be taken by poll and the voting results of the poll should be announced by the Company in accordance with the requirements under Rule 13.39(5) of the Listing Rules.

A form of proxy for use by Shareholders at the Annual General Meeting is enclosed hereto. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the Annual General Meeting should you so wish.

RECOMMENDATION

The Directors consider that the aforesaid proposed resolutions for the granting of the Repurchase Mandate and the General Mandate to the Directors, and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Geely Automobile Holdings Limited
Li Shu Fu
Chairman

This Appendix contains the necessary particulars required by the Listing Rules to be included in an explanatory statement to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

LISTING RULES IMPLICATIONS FOR THE REPURCHASE MANDATE

The Listing Rules permit the Company to repurchase its own fully paid up Shares on the Stock Exchange not exceeding 10% of its issued shares (excluding treasury shares), subject to certain restrictions and provisions of the Takeovers Code; the most important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of the fully paid up Shares on the Stock Exchange by the Company must be approved by Shareholders in advance by way of an ordinary resolution, either by way of a general mandate or a specific approval being granted to the Directors; such mandate so granted only allows the Company to make repurchases during the period ending on the earliest of the date of its next annual general meeting, or the date upon which such authority conferred is revoked or varied by ordinary resolution of Shareholders in a general meeting of the Company.

(b) Source of funds

Repurchases of Shares must be funded entirely from the Company's available cash flow or working capital facilities and will be made out of funds legally available for such purposes in accordance with the Company's memorandum and articles of association and the laws of the jurisdiction in which the Company is incorporated or otherwise established.

(c) Dealing restrictions and subsequent issues

The Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any repurchase (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities, which were outstanding prior to such repurchase), without the Stock Exchange's prior approval. In addition, the Company shall not repurchase Shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its Shares were traded on the Stock Exchange. The Listing Rules also prohibit the Company from repurchasing its Shares on the Stock Exchange if the repurchase would result in the number of the Company's listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage under the Listing Rules.

REASONS FOR SHARE REPURCHASE

The Directors believe having the authority from Shareholders to repurchase Shares on the Stock Exchange provides beneficial flexibility to the Company. While specific circumstances for repurchases cannot be anticipated, the Directors may, subject to market conditions and capital management needs, either cancel the

repurchased Shares or hold them as treasury shares. Share buybacks for cancellation may enhance the net asset value and/or earnings per Share, while treasury shares can be resold to raise funds or used for other purposes, subject to compliance with the Listing Rules, Articles of Association, and Cayman Islands law. The Directors will only conduct repurchases when deemed in the best interests of the Company and Shareholders as a whole.

If there are any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions. In addition, the Company will ensure that the treasury shares are appropriately identified and segregated in CCASS.

SHARE CAPITAL

As at the Latest Practicable Date, the Company's issued share capital comprised 10,078,043,283 Shares, and the Company did not hold any treasury shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company and the Company will not have any treasury shares prior to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 1,007,804,328 Shares, being 10% of the total number of Shares in issue (excluding treasury shares), during the period ending on the earliest of the date of its next annual general meeting, or the date upon which such authority conferred is revoked or varied by ordinary resolution of Shareholders in a general meeting of the Company.

FUNDING OF REPURCHASE

In repurchasing Shares pursuant to the Repurchase Mandate granted by Shareholders, the Company shall only apply funds legally available for such purposes in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands. It is envisaged that the funds required for any repurchase would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

The Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the most recently published annual report of the Company for the financial year ended 31 December 2024) in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent that would have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors is from time to time inappropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any of their respective associates, has any present intention, in the event that the Repurchase Mandate is granted by Shareholders, to sell any Shares to the Company.

No connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or has undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

EFFECT OF THE TAKEOVERS CODE

In the event that, as a result of the exercise of the authority to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code, as stipulated under rule 32. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of the increase in any 12-month period, could obtain or consolidate control of the Company and thereby be obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, Mr. Li Shu Fu, who is the controlling shareholder of the Company, together with his associates are interested in 4,169,058,000 Shares, representing approximately 41.37% of the issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full to repurchase 1,007,804,328 Shares, being 10% of the issued share capital of the Company granted under the Repurchase Mandate, the shareholding interest of Mr. Li Shu Fu, together with his associates, in the Company would be increased to approximately 45.96% of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code. In the event that any exercise of the Repurchase Mandate would, to the Directors' knowledge, have such a consequence, the Directors would not exercise the Repurchase Mandate to such extent.

SHARE REPURCHASE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares being traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	9.811	8.802
May	10.631	9.462
June	9.821	8.79
July	8.7	7.79
August	8.82	7.47
September	12.18	8.79
October	15.04	11.78
November	14.98	12.84
December	16.1	14.42
2025		
January	14.74	13.58
February	18.98	14.78
March	18.24	16.64
April (up to 21 April 2025)	17.4	13.42

The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Gan Jia Yue (“Mr. Gan”), aged 44, joined the Group on 25 July 2022 as an executive Director. He has been the Chief Executive Officer (“CEO”) of Geely Automobile Group Company Limited (“**Geely Automobile Group**”) (a company incorporated in the PRC and is ultimately owned by Mr. Li Shu Fu, a substantial shareholder of the Company and his associate) since 23 March 2021. He is currently responsible for the operation management of Geely Automobile Group. Mr. Gan joined Zhejiang Geely Holding Group Company Limited (“**Geely Holding**”) in February 2003. He has previously served as member of the management committee, senior director of management and head of group finance department of Geely Automobile Group, and has been the vice president of Geely Automobile Group since 11 June 2020 and was responsible for the procurement duties of Geely Automobile Group. As a core member of the product strategy committee, the investment committee, the procurement committee and the quality committee of Geely Automobile Group, Mr. Gan participated in critical strategic and business decisions, and made extraordinary contribution in enhancing finance management, operation optimisation, organizational transformation and supplier chain construction of Geely Automobile Group. He also serves as director of certain subsidiaries of the Group. Mr. Gan has extensive financial knowledge and practical experience in corporate governance. Mr. Gan graduated from Zhengzhou University of Aeronautics with a Bachelor’s Degree in Management in 2003.

As at the Latest Practicable Date, Mr. Gan was interested in (i) 3,022,200 Shares; (ii) options for subscribing 23,000,000 Shares; and (iii) 1,400,000 restricted share awards of the Company (which were unvested share awards granted under the share award scheme of the Company adopted on 30 August 2021), in aggregate representing 0.27% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Gan did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Saved as disclosed above, Mr. Gan did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, he did not have any interests in the Shares within the meaning of Part XV of the SFO. There is a fixed term of 3-year service for Mr. Gan and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The director’s emolument of Mr. Gan for the year ended 31 December 2024 was HK\$10,000. Such director’s emolument was determined with reference to the experience and duties of Mr. Gan as well as the Company’s remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Gan that need to be brought to the attention of the Shareholders.

Mr. Mao Jian Ming, Moosa (“Mr. Mao”), aged 43, joined the Group on 12 July 2024 as an executive Director. Mr. Mao has extensive experience in overseas asset investment, mergers and acquisitions, and board governance. Mr. Mao served as the managing director and board secretary of CMB International Finance Limited from 2020 to 2024. He was the deputy general manager of the investment and development department and the assistant general manager of the strategy and operation management department at China Merchants Holdings (International) Company Limited (later known as “China Merchants Port Holdings Company Limited”, Stock Code of the Stock Exchange: 144), and the deputy general manager of the

integrated development department and chief representative for the Middle East and East Africa at China Merchants Port Group Co., Ltd. (Stock Code of Shenzhen Stock Exchange: 001872) from 2011 to 2020. Mr. Mao graduated from Wuhan University with a Doctorate Degree in international law. He is also a professional member of the Institute of Management Accountants (IMA) and holds the Certified Management Accountant (CMA) designation in the United States. Furthermore, he is a founding member of the China Independent Non-executive Directors Association.

As at the Latest Practicable Date, Mr. Mao was interested in options for subscribing 3,000,000 Shares, representing approximately 0.03% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Mao did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Mao did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, he did not have any interests in the Shares within the meaning of Part XV of the SFO. There is a fixed term of 3-year service for Mr. Mao and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The director's emolument of Mr. Mao for the year ended 31 December 2024 was HK\$1,451,446. Such director's emolument was determined with reference to the experience and duties of Mr. Mao as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Mao that need to be brought to the attention of the Shareholders.

Ms. Tseng Chin I ("Ms. Tseng"), aged 56, joined the Group as an independent non-executive Director on 24 March 2025. Ms. Tseng currently serves as a host/producer of "Financial Journal" at Phoenix TV. She is also a member of the 14th National Committee of the Chinese People's Political Consultative Conference, a standing committee member of the Hong Kong Federation of Journalists, the founding vice president of the Great Bay Area ("GBA") Carbon Neutrality Association, an honorary advisor to the GBA Association of Listed Companies, an honorary advisor to the Hong Kong Science & Technology Youth Federation, an honorary advisor to the Hong Kong Web 3.0 Association, the president of BC Philanthropic Foundation, and a partner of BC Capital Group. Ms. Tseng was also an independent non-executive director of Sprocomm Intelligence Limited (Stock Code of the Stock Exchange: 1401). Ms. Tseng graduated from Fu Jen Catholic University (天主教輔仁大學) with a Bachelor's Degree in Mass Communication in 1991.

As at the Latest Practicable Date, Ms. Tseng did not have interests in the securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. Tseng did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Ms. Tseng did not hold any other directorships in other listed companies in the last three years. There is a fixed term of 3-year service for Ms. Tseng and she would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Tseng will receive from the Company an annual director's fee of HK\$360,000. Such director's fee was determined with reference to the experience and duties of Ms. Tseng as well as the Company's remuneration policy and

will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Ms. Tseng that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



吉利汽車控股有限公司

GEELY AUTOMOBILE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock codes: 175 (HKD counter) and 80175 (RMB counter)

NOTICE IS HEREBY GIVEN that an annual general meeting of Geely Automobile Holdings Limited (the “Company”) will be held at Boardroom 8, Lower Lobby, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 30 May 2025 at 4:00 p.m. or at any adjournment thereof to transact the following businesses:

AS ORDINARY BUSINESS

1. to receive and consider the report of the directors, audited financial statements and auditor’s report for the year ended 31 December 2024;
2. to declare a final dividend for the year ended 31 December 2024;
3. to re-elect Mr. Gan Jia Yue as an executive director;
4. to re-elect Mr. Mao Jian Ming, Moosa as an executive director;
5. to re-elect Ms. Tseng Chin I as an independent non-executive director;
6. to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
7. to re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

8. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares at par value of HK\$0.02 each in the share capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities (the **“Listing Rules”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors of the Company in accordance with the relevant dealing restrictions stipulated in the Listing Rules;
- (c) the aggregate number of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s Articles of Association to be held; or
- (iii) the date upon which the authority conferred as set out in this resolution is revoked or varied by an ordinary resolution of the holders of shares of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

9. “THAT:

- (a) subject to paragraphs (c) & (d) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the share capital of the Company and/or to resell treasury shares of the Company (subject to compliance with the Listing Rules), and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval granted in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company from time to time, shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly;
- (d) any shares in the Company to be allotted, issued or dealt with (whether wholly or partly for cash or otherwise) pursuant to the approval in paragraph (a) of this resolution shall not be at a discount of more than 10 per cent to the Benchmarked Price (as defined below) of such shares in the Company, save for issue of securities convertible into new shares of the Company for cash consideration pursuant to the approval in paragraph (a) of this resolution, where the initial conversion price shall not be lower than the Benchmarked Price of the shares of the Company at the time of the placing; and

NOTICE OF ANNUAL GENERAL MEETING

- (e) for the purposes of this resolution:

“Benchmarked Price” means the higher of:

- (i) the closing price of the shares in the Company as quoted on the Stock Exchange on the date of the agreement involving the proposed issue of shares in the Company; and
- (ii) the average closing price of the shares in the Company as quoted on the Stock Exchange for the 5 trading days immediately preceding the earlier of the date: (A) of announcement of the transaction or arrangement involving the relevant proposed issue of shares in the Company; (B) of the agreement involving the relevant proposed issue of shares in the Company; and (C) on which the price of shares in the Company that are proposed to be issued is fixed.

“Relevant Period” shall have the same meaning as that ascribed to it under resolution number 8 as set out in the notice convening the annual general meeting of which this resolution forms part; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

By order of the Board of
Geely Automobile Holdings Limited
Li Shu Fu
Chairman

Hong Kong, 28 April 2025

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) In order to establish entitlements of attending and voting at the forthcoming annual general meeting of the Company to be held on 30 May 2025, the register of members of the Company will be closed from 27 May 2025 to 30 May 2025 (both days inclusive), during such period no transfer of shares of the Company will be registered. All transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with 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 later than 4:00 p.m. on 26 May 2025.
- (2) In order to qualify for the proposed final dividend, the register of members of the Company will be closed from 13 June 2025 to 18 June 2025 (both days inclusive), during such period no transfer of shares of the Company will be registered. All transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with 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 later than 4:00 p.m. on 12 June 2025.
- (3) Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. 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 under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- (4) In order to be valid, the instrument appointing a proxy and 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 delivered to the office of 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 appointed for holding the meeting or any adjournment thereof (as the case may be). A form of proxy for use by a member of the Company at the forthcoming annual general meeting of the Company is enclosed hereto.
- (5) Completion and return of the accompanying form of proxy shall not preclude a member of the Company from attending and/or voting in person at the meeting or at any adjournment meeting thereof (as the case may be) and in such event, such instrument appointing a proxy shall be deemed to be revoked.
- (6) Where there are joint registered holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares of the Company shall be accepted to the exclusion of the votes of the other registered holders.
- (7) If there is Typhoon Signal No. 8 or above, a "black" rainstorm warning and/or extreme conditions caused by a super typhoon in force in Hong Kong at any time after 1:00 p.m. on the date of the forthcoming annual general meeting, the meeting will be postponed. The Company will publish an announcement on the websites of the Company at (<http://www.geelyauto.com.hk>) and the Stock Exchange at (<http://www.hkexnews.hk>) to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the executive directors of the Company are Mr. Li Shu Fu (Chairman), Mr. Li Dong Hui, Daniel (Vice Chairman), Mr. Gui Sheng Yue (Chief Executive Officer), Ms. Wei Mei, Mr. Gan Jia Yue and Mr. Mao Jian Ming, Moosa; and the independent non-executive directors of the Company are Mr. An Qing Heng, Mr. Wang Yang, Ms. Gao Jie, Ms. Yu Li Ping, Jennifer, Mr. Zhu Han Song and Ms. Tseng Chin I.