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

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Geely Automobile Holdings Limited (the “**Company**”) will be held at Room 2302, 23rd Floor, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Monday, 1 June 2026 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 2025;
2. to declare a final dividend for the year ended 31 December 2025;
3. to re-elect Mr. Li Shu Fu as an executive director;
4. to re-elect Mr. Li Dong Hui, Daniel as an executive director;
5. to re-elect Mr. Gui Sheng Yue as an 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

### **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.”

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
- (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).”

10. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the existing second amended and restated memorandum and articles of association of the Company currently in effect (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 28 April 2026 be and are hereby approved;
- (b) the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the “**New Memorandum and Articles of Association**”), a copy of which has been produced to the meeting and signed by the chairman of the meeting for identification purposes, be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing second amended and restated memorandum and articles of association of the Company with immediate effect; and
- (c) any Director or officer of the Company or the registered office provider of the Company be and is hereby authorised to do all such acts and things, execute all such documents and deeds, and make all such arrangements as he/she may, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, including, without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

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

Hong Kong, 28 April 2026

*Head office and principal place of business in Hong Kong:*

Room 2301, 23rd Floor  
Great Eagle Centre  
23 Harbour Road, Wan Chai  
Hong Kong

*Notes:*

- (1) In order to establish entitlements of attending and voting at the forthcoming annual general meeting of the Company to be held on 1 June 2026, the register of members of the Company will be closed from 27 May 2026 to 1 June 2026, both dates inclusive. During this period, no transfer of shares will be registered. To establish entitlements for attending and voting at the forthcoming annual general meeting of the Company to be held on 1 June 2026, all completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on 26 May 2026.
- (2) In order to qualify for the proposed final dividend, the register of members of the Company will also be closed from 16 June 2026 to 22 June 2026, both dates inclusive. During this period, no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m. on 15 June 2026.
- (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), Mr. Gan Jia Yue and Mr. Mao Jian Ming, Moosa; and the independent non-executive directors of the Company are Ms. Gao Jie, Ms. Yu Li Ping, Jennifer, Mr. Zhu Han Song and Ms. Tseng Chin I.*