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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**”, together with its subsidiaries, the “**Group**”) will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 22 December 2020 at 4:00 p.m. or at any adjustment 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 thought fit, pass (with or without amendment), the following resolutions as ordinary resolutions of the Company:

1. “**THAT:**

- a) the conditional master agreement dated 4 November 2020 (the “**Sales 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**”), a copy of which is tabled at the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Group agreed to sell complete knock down kits and automobile components to the Geely Holding Group, be and are hereby approved, ratified and confirmed;
- b) the annual cap amounts in respect of the sales of complete knock down kits and automobile components for each of the three financial years ending 31 December 2023 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 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 Sales Agreement.”

2. **“THAT:**

- a) the conditional master agreement dated 4 November 2020 (the **“Purchase Agreement”**) entered into between the Company and Geely Holding, a copy of which is tabled at the meeting and marked **“B”** and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Group agreed to purchase complete knock down kits and automobile components from the Geely Holding Group, be and are hereby approved, ratified and confirmed;
- b) the annual cap amounts in respect of the purchase of complete knock down kits and automobile components for each of the three financial years ending 31 December 2023 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 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 Purchase Agreement.”

3. **“THAT:**

- a) the conditional agreement dated 4 November 2020 (the **“New Powertrain Sales Agreement”**) entered into between the Company, Geely Holding and LYNK & CO (as defined in the circular of the Company dated 1 December 2020 (the **“Circular”**)), a copy of which is tabled at the meeting and marked **“C”** and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Group agreed to sell vehicle engines, transmissions and related after-sales parts to the Geely Holding Group and the LYNK & CO Group (as defined in the Circular), be and are 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 2023 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 New Powertrain Sales Agreement.”

4. **“THAT:**

- a) the renewal of cooperation agreement dated 3 November 2017 (the **“LYNK & CO Finance Cooperation Agreement”**) and entered into between Genius AFC (as defined in the Circular) and LYNK & CO Sales (as defined in the Circular), 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, Genius AFC agreed to supply vehicle financing to the LYNK & CO Dealers (as defined in the Circular) and LYNK & CO Retail Customers (as defined in the Circular) for their purchase of LYNK & CO-branded vehicles, be and are hereby approved, ratified and confirmed;
- b) the LYNK & CO Wholesale Annual Caps (as defined in the Circular) and the LYNK & CO Retail Annual Caps (as defined in the Circular) in respect of the Genius AFC’s provision of maximum new financing amounts to LYNK & CO Dealers (as defined in the Circular) and LYNK & CO Retail Customers (as defined in the Circular), respectively as set out in the Circular for each of the three financial years ending 31 December 2023 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 LYNK & CO Finance Cooperation Agreement and the LYNK & CO Financing Arrangements (as defined in the Circular).”

5. **“THAT:**

- a) the conditional agreement dated 4 November 2020 (the **“Fengsheng Finance Cooperation Agreement”**) entered into between Genius AFC and Fengsheng Sales (as defined in the Circular), a copy of which is tabled at the meeting and marked **“E”** and initialed by the chairman of the meeting for identification purpose, pursuant to which, Genius AFC agreed to supply vehicle financing to the Fengsheng Retail Customers (as defined in the Circular) for their purchase of Maple-Branded Vehicles (as defined in the Circular), be and are hereby approved, ratified and confirmed;

- b) the Fengsheng Financing Annual Caps (as defined in the Circular) in respect of the Genius AFC's provision of maximum new financing amounts to Fengsheng Retail Customers (as defined in the Circular), as set out in the Circular for each of the three financial years ending 31 December 2023 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 Fengsheng Finance Cooperation Agreement and the Fengsheng Financing Arrangements (as defined in the Circular)."

6. **“THAT:**

- a) the conditional agreement dated 4 November 2020 (the **“Geely Holding Finance Cooperation Agreement”**) entered into between Genius AFC and Geely Holding (as defined in the Circular), a copy of which is tabled at the meeting and marked **“F”** and initialed by the chairman of the meeting for identification purpose, pursuant to which, Genius AFC agreed to supply vehicle financing to Geely Retail Customers (as defined in the Circular) for their purchase of Geely Holding-Owned Brands Vehicles (as defined in the Circular) and Geely-Branded Vehicles (as defined in the Circular), be and are hereby approved, ratified and confirmed;
- b) the Geely Holding Financing Annual Caps (as defined in the Circular) in respect of the Genius AFC's provision of maximum new financing amounts to Geely Retail Customers (as defined in the Circular), as set out in the Circular for each of the three financial years ending 31 December 2023 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 Geely Holding Finance Cooperation Agreement and the Geely Holding Financing Arrangements (as defined in the Circular)."

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

Hong Kong, 1 December 2020

Notes:

- (1) In order to establish entitlements of attending and voting at the forthcoming extraordinary general meeting of the Company to be held on 22 December 2020, the register of members of the Company will be closed from 17 December 2020 to 22 December 2020 (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 16 December 2020.
- (2) 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.
- (3) 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.
- (4) 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, 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.