

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 (“**EGM**”) of Geely Automobile Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 3/F., Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Friday, 28 April 2023, at 9:30 a.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 thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, ordinary shares in the share capital of the Company (the “**Shares**”) which may fall to be allotted and issued pursuant to the exercise of any share options (the “**Options**”) granted under the new share option scheme of the Company (the “**2023 Share Option Scheme**”), as defined and summarised in Appendix I to the circular of the Company dated on the same day as this notice (the “**Circular**”) (the rules of which are contained in the document produced to the meeting marked “**A**” and initialled by the chairman of this meeting for identification purpose):
 - a. the 2023 Share Option Scheme be and is hereby approved and adopted by the Company;
and
 - b. the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Option Scheme, including but without limitation:

- (i) administering the 2023 Share Option Scheme under which Options will be granted (whether with or without any conditions, restrictions or limitations as it may think fit) to Eligible Participants (as defined in the Circular) under the 2023 Share Option Scheme to exercise the Options and subscribe for new Shares, including but not limited to determining and granting the Options in accordance with the terms of the 2023 Share Option Scheme;
 - (ii) modifying, amending and/or altering the rules of the 2023 Share Option Scheme from time to time provided that such modification, amendment and/or alternation is effective in accordance with the provision of the 2023 Share Option Scheme relating to modification, amendment and/or alternation and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”);
 - (iii) granting Options under the 2023 Share Option Scheme and allotting and issuing from time to time such number of Shares as may be required pursuant to the exercise of the Options granted under the 2023 Share Option Scheme, subject to the applicable laws and regulations;
 - (iv) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may from time to time be allotted and issued pursuant to the Options granted under the 2023 Share Option Scheme; and
 - (v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Option Scheme and subject to the applicable laws and regulations.”
2. “**THAT**, subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, Shares which may fall to be allotted and issued pursuant to the awards (the “**Award**”) granted under the share award scheme adopted by the Company on 30 August 2021 as amended from time to time (the “**2021 Share Award Scheme**”):
- a. the proposed amendments (the “**Amendments**”) to the 2021 Share Award Scheme, as defined and summarised in Appendix II to the Circular, be and are hereby approved and adopted;
 - b. the amended 2021 Share Award Scheme which incorporates all the Amendments (a copy of which has been produced to this meeting and marked “**B**” and signed by the chairman of this meeting for identification purpose) (“**Amended Share Award Scheme**”) be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing 2021 Share Award Scheme with immediate effect after the close of this meeting; and

- c. the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Amendments and the Amended Share Award Scheme, including but without limitation:
- (i) administering the Amended Share Award Scheme under which Awards will be granted (whether with or without any conditions, restrictions or limitations as it may think fit) to Eligible Participants under the Amended Share Award Scheme subscribe for new Shares, including but not limited to determining and granting the Awards in accordance with the terms of the Amended Share Award Scheme;
 - (ii) modifying, amending and/or altering the rules of the Amended Share Award Scheme from time to time provided that such modification, amendment and/or alternation is effective in accordance with the provision of the Amended Share Award Scheme relating to modification, amendment and/or alternation and the requirements of the Listing Rules;
 - (iii) granting Awards under the Amended Share Award Scheme and allotting and issuing from time to time such number of Shares as may be required pursuant to the Amended Share Award Scheme, subject to the applicable laws and regulations;
 - (iv) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may from time to time be allotted and issued pursuant to the Awards granted under Amended Share Award Scheme; and
 - (v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Amended Share Award Scheme and subject to the applicable laws and regulations.”

3. **“THAT:**

- a. conditional upon the 2023 Share Option Scheme and the Amendments being approved and adopted by way of the ordinary resolutions of the Company numbered 1 and 2 above and within the Overall Scheme Limit (as defined in the Circular), the limit on the total number of Shares which may be allotted and issued in respect of all options and awards to be granted to the Service Providers (as defined in the Circular) under all the share schemes involving issue of new shares by the Company or its principal subsidiaries (as defined in the Circular) (collectively, the “**share schemes**”), being 1% of the Shares in issue as at the date of passing this resolution (the “**Service Provider Sub-limit**”), be and is hereby approved; and

- b. the Board be and is hereby authorised, subject to compliance with the Listing Rules, to grant share options and awards to the Service Providers under the share schemes up to the Service Provider Sub-limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such share options and awards.”

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

Hong Kong, 6 April 2023

Notes:

- (1) In order to establish entitlements of attending and voting at the forthcoming extraordinary general meeting of the Company to be held on Friday, 28 April 2023, 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 Monday, 24 April 2023.
- (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 purpose, 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.
- (5) 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 extraordinary 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 are Mr. Li Shu Fu (Chairman), Mr. Li Dong Hui, Daniel (Vice Chairman), Mr. Gui Sheng Yue (Chief Executive Officer), Mr. An Cong Hui, Mr. Ang Siu Lun, Lawrence, Ms. Wei Mei and Mr. Gan Jia Yue, and the independent non-executive Directors are Mr. An Qing Heng, Mr. Wang Yang, Ms. Lam Yin Shan, Jocelyn and Ms. Gao Jie.