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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)*

## **PROPOSED ISSUE OF USD SENIOR NOTES**

The Company proposes to conduct an international offering of USD senior notes and will commence a series of roadshow presentation to institutional investors.

The pricing of the Notes, including the aggregate principal amount, the Offer Price and the interest rate, will be determined through a book building exercise to be conducted by Citi, Deutsche Bank and J.P. Morgan (in alphabetical order) as the joint global co-ordinators, joint bookrunners and joint lead managers of the Notes Issue. Upon finalising the terms of the Notes, it is expected that Citi, Deutsche Bank and J.P. Morgan, the Company and the Subsidiary Guarantors will enter into the Purchase Agreement.

The net proceeds from the Notes Issue are intended to be used by the Company to refinance its existing indebtedness, expand its business and for other general corporate purposes.

The Notes have not been and will not be registered under the U.S. Securities Act. The Notes will only be offered (i) in the United States to qualified institutional buyers in reliance on the exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A of the U.S. Securities Act, and (ii) outside the United States in compliance with Regulation S under the U.S. Securities Act. None of the Notes will be offered to the public in Hong Kong.

The Company will seek a listing of the Notes on the Stock Exchange. A confirmation of the eligibility for the listing of the Notes has been received from the Stock Exchange.

**As no binding agreement in relation to the Notes Issue has been entered into as at the date of this announcement, the Notes Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Notes Issue will be made by the Company should the Purchase Agreement be signed.**

## **THE PROPOSED NOTES ISSUE**

### **Introduction**

The Company proposes to conduct an international offering of USD senior notes and will commence a series of roadshow presentation to institutional investors.

The pricing of the Notes, including the aggregate principal amount, the Offer Price and the interest rate, will be determined through a book building exercise to be conducted by Citi, Deutsche Bank and J.P. Morgan (in alphabetical order) as the joint global co-ordinators, joint bookrunners and joint lead managers of the Notes Issue. The terms and conditions of the Notes are still being determined and are proposed to include guarantees to be provided by the Subsidiary Guarantors. Upon finalising the terms of the Notes, it is expected that Citi, Deutsche Bank and J.P. Morgan, the Company and the Subsidiary Guarantors will enter into the Purchase Agreement, pursuant to which Citi, Deutsche Bank and J.P. Morgan will be the initial purchasers of the Notes. The Company will make further announcement(s) in respect of the Notes Issue upon the execution of the Purchase Agreement.

The Notes have not been and will not be registered under the U.S. Securities Act. The Notes will only be offered (i) in the United States to qualified institutional buyers in reliance on the exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A of the U.S. Securities Act, and (ii) outside the United States in compliance with Regulation S under the U.S. Securities Act. None of the Notes will be offered to the public in Hong Kong.

### **The Company and reasons for the Notes Issue**

The Company is one of the leading indigenous automobile companies in China, focusing on research and development, manufacturing and sales of automobile parts and components and sales of passenger vehicles.

The net proceeds from the Notes Issue are intended to be used by the Company to refinance certain of its existing indebtedness, expand its business and for other general corporate purposes.

## **Listing**

The Company will seek a listing of the Notes on the Stock Exchange. A confirmation of the eligibility for the listing of the Notes has been received from the Stock Exchange. Admission of the Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company and the Notes.

## **GENERAL**

**As no binding agreement in relation to the Notes Issue has been entered into as at the date of this announcement, the Notes Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Notes Issue will be made by the Company should the Purchase Agreement be signed.**

## **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

|                    |   |
|--------------------|---|
| “Board”            | the board of Directors;   |
| “Citi”             | Citigroup Global Markets Inc., one of the joint global co-ordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Notes;                            |
| “Company”          | Geely Automobile Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange; |
| “connected person” | has the meaning ascribed to it under the Listing Rules;   |
| “Deutsche Bank”    | Deutsche Bank AG, Singapore Branch, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Notes;                        |
| “Directors”        | the directors of the Company;   |
| “Group”            | the Company and its subsidiaries;   |

|                         |   |
|-------------------------|---|
| “Hong Kong”             | the Hong Kong Special Administrative Region of the People’s Republic of China;  |
| “J.P. Morgan”           | J.P. Morgan Securities plc, one of the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Notes;                      |
| “Listing Rules”         | the Rules Governing the Listing of Securities on the Stock Exchange;  |
| “Notes”                 | the USD senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement;   |
| “Notes Issue”           | the proposed issue of the Notes by the Company;   |
| “Offer Price”           | the final price at which the Notes will be sold;  |
| “PRC”                   | the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan for the purpose of this Announcement; |
| “Purchase Agreement”    | the agreement proposed to be entered into by and among the Company, the Subsidiary Guarantors, Citi, Deutsche Bank and J.P. Morgan in relation to the Notes Issue;              |
| “Stock Exchange”        | The Stock Exchange of Hong Kong Limited;  |
| “Subsidiary Guarantors” | certain existing subsidiaries of the Group providing guarantees for the Notes;  |

“USD” United States dollar; the lawful currency of the United States of America; and

“U.S. Securities Act” the United States Securities Act of 1933, as amended.

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

Hong Kong, 16 September 2014

*As at the date of this announcement, the executive directors of the Company are Mr. Li Shu Fu (Chairman), Mr. Yang Jian (Vice Chairman), Mr. Gui Sheng Yue (Chief Executive Officer), Mr. An Cong Hui, Mr. Ang Siu Lun, Lawrence, Mr. Ran Zhang, Mr. Liu Jin Liang 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. Fu Yu Wu, Mr. An Qing Heng and Mr. Wang Yang.*