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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 code: 175)

*Website: <http://www.geelyauto.com.hk>*

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

This announcement is made pursuant to Rule 13.51(1) of the Listing Rules.

For the purposes of environmental protection and costs saving, the Board proposes to seek approval from the Shareholders to pass a special resolution at the AGM to make certain amendments to the Company's Articles of Association to allow the Company to send and supply Corporate Communications to Shareholders by making them available on the Company's website and the Stock Exchange's website, subject to compliance with the Listing Rules and the applicable laws by the Company.

In addition, certain minor housekeeping amendments to the Memorandum and Articles of Association will also be proposed at the AGM, subject to the applicable laws and regulations, to delete certain obsolete provisions therein and add and/or amend certain provisions thereto so as to align them with the amendments to the Corporate Governance Code and associated Listing Rules promulgated by the Stock Exchange, and to update all references of the Companies Law in the Memorandum and Articles of Association.

A circular containing, among others, details of the proposed amendments to the Memorandum and Articles of Association of the Company and a notice of the AGM will be dispatched to the Shareholders on 29 March 2012.

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

“AGM” the annual general meeting of the Company to be held at Room 2301, 23/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 18 May 2012 at 10:00 a.m.;

“Articles of Association” the articles of association of the Company;

“Board”	board of directors of the Company;
“Companies Law”	the Companies Law (2011 Revision) (Cap. 22) of the Cayman Islands, as may be amended from time to time;
“Company”	Geely Automobile Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed and traded on the Main Board of the Stock Exchange;
“Corporate Communications”	any document to be issued by the Company for the information or action of holders of any of the Company’s securities as defined in Rule 1.01 of the Listing Rules;
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum and Articles of Association”	the consolidated memorandum of association and Articles of Association of the Company;
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company;
“Shareholders”	holders of the Shares; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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

Hong Kong, 29 March 2012

*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. Ang Siu Lun, Lawrence, Mr. Liu Jin Liang, Dr. Zhao Fuquan, Ms. Wei Mei, Mr. Li Dong Hui, Daniel and Mr. An Cong Hui, the non-executive directors of the Company are Mr. Yin Da Qing, Richard and Mr. Wang Yang, and the independent non-executive directors of the Company are Mr. Lee Cheuk Yin, Dannis, Mr. Song Lin, Mr. Yeung Sau Hung, Alex and Mr. Fu Yu Wu.*