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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of the shareholders of Geely Automobile Holdings Limited (the “Company”) will be held at Room 2301, 23rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 23 September 2009 at 10:00 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:

1. **“THAT**

- (a) the conditional agreement dated 20 August 2009 (the “**R&D Agreement**”) entered into between the Company and 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 Company and its subsidiaries (the “**Group**”) and the Geely Holding Group engage each other to conduct research and development services (the “**R&D Services**”) (as defined in the circular of the Company dated 8 September 2009 (the “**Circular**”)), be and is hereby approved, ratified and confirmed;
- (b) the cap amounts in respect of the R&D Services as set out in the circular of the Company dated 8 September 2009 for each of the three financial years ending 31 December 2011 be and are hereby confirmed and 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 R&D Agreement.”

2. **“THAT**

- (a) the conditional agreement dated 20 August 2009 (the **“Services Agreement”**) entered into between the Company and 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 **“B”** and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Group and the Geely Holding Group engage each other for the sale and purchase of automobile parts and components, process such parts and components if applicable (the **“Automobile Parts & Components Services”**), be and is hereby approved, ratified and confirmed;
- (b) the cap amounts in respect of the Automobile Parts & Components Services under the Services Agreement as set out in the circular of the Company dated 8 September 2009 for each of the three financial years ending 31 December 2011 be and are hereby confirmed and 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 Services Agreement.”

3. **“THAT**

- (a) the conditional agreement dated 20 August 2009 (the **“CBU Agreement”**) entered into between the Company and 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 **“C”** and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Group and the Geely Holding Group engage each other for the sale and purchase of the CBUs (the **“CBUs Services”**), be and is hereby approved, ratified and confirmed;
- (b) the cap amounts in respect of the CBUs Services under the CBU Agreement as set out in the circular of the Company dated 8 September 2009 for each of the three financial years ending 31 December 2011 be and are hereby confirmed and 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 CBU Agreement.”

4. **“THAT**

- (a) the conditional agreement dated 20 August 2009 (the **“Supplemental Parts & Components Agreement”**) entered into between the Company and 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 **“D”** and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Group and the Geely Holding Group agrees to increase the annual cap for the purchase of automobile parts and components for the year ending 31 December 2009 from RMB3,673,960,000 (equivalent to approximately HK\$4,175,088,000) to RMB7,737,614,000 (equivalent to approximately HK\$8,793,025,000), be and is hereby approved, ratified and confirmed; and
- (b) 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 Supplemental Parts & Components Agreement.”

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

Hong Kong, 8 September 2009

Head office and principal place of business in Hong Kong:

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

Notes:

1. 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.
2. 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.

3. 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 branch share registrars of the Company, Union Registrars Limited, at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share 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 in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this announcement, the executive Directors of the Company are Mr. Li Shu Fu, Mr. Yang Jian, Mr. Gui Sheng Yue, Mr. Ang Siu Lun, Lawrence, Mr. Yin Da Qing, Richard, Mr. Liu Jin Liang, Mr. Zhao Jie and Dr. Zhao Fuquan and the non-executive Director is Mr. Xu Gang and the independent non-executive Directors are Mr. Song Lin, Mr. Lee Cheuk Yin, Dannis, and Mr. Yeung Sau Hung, Alex.