



# 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)

## PROXY FORM

**Form of proxy for the annual general meeting (“Annual General Meeting”) to be held at the Chief Executive Suites II and III, Grand Hyatt Hotel, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 18th May, 2004 at 3:00 p.m. or any adjournment thereof.**

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ (note b)

shares of HK\$0.02 each in the capital of Geely Automobile Holdings Limited (the “Company”) hereby appoint the Chairman of the Annual General Meeting or \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ to act as my/our proxy (note c) at the Annual General Meeting of the Company to be held at the Chief Executive Suites II and III, Grand Hyatt Hotel, 1 Harbour Road, Wanchai, Hong Kong on 18th May, 2004 at 3:00 p.m. or any adjournment thereof and to vote on my/our behalf as directed below or, if no such indications given, as my/our proxy thinks fit.

|    | RESOLUTIONS   | FOR | AGAINST |
|----|---|-----|---------|
| 1. | To receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31st December, 2003 |     |         |
| 2. | (a) To re-elect the following persons as directors:   |     |         |
|    | (i) Mr. Zhang Zhe   |     |         |
|    | (ii) Mr. Nam Yang   |     |         |
|    | (iii) Mr. Ang Siu Lun, Lawrence   |     |         |
|    | (iv) Mr. Ku Wai Kwan  |     |         |
|    | (v) Mr. Zhou Teng   |     |         |
|    | (b) To authorise the board of directors to fix the directors’ remuneration  |     |         |
| 3. | To re-appoint Deloitte Touche Tohmatsu as the Company’s auditors and authorise the board of directors to fix their remuneration                           |     |         |
| 4. | To grant a general mandate to the directors to issue, allot and otherwise deal with the Company’s shares  |     |         |
| 5. | To grant a general mandate to the directors to repurchase the Company’s shares  |     |         |
| 6. | To extend the general mandate to allot and issue new shares   |     |         |
| 7. | To approve the increase in the authorised capital of the Company to HK\$160,000,000   |     |         |
| 8. | To amend the Articles of Association of the Company as set out in the notice of Annual General Meeting  |     |         |

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2004 Shareholder’s signature \_\_\_\_\_ (notes e, f, g and h)

**Notes:**

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any 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 deposited at the offices of the Company’s Hong Kong branch share registrar, Standard Registrars Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.