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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in **Geely Automobile Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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The logo for Geely, consisting of the word "GEELY" in a bold, blue, sans-serif font.

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)

**GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE SHARES;  
RE-ELECTION OF DIRECTORS; AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Geely Automobile Holdings Limited to be held at Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 29 May 2015 at 4:00 p.m. is set out on pages 15 to 18 of this circular. A form of proxy for use by Shareholders at the Annual General Meeting or any adjournment thereof is also enclosed. Whether or not you intend to attend and vote at the Annual General Meeting or any adjournment thereof in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

30 March 2015

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## RESPONSIBILITY STATEMENT

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**This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.**

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 29 May 2015 at 4:00 p.m. or any adjournment thereof (or as the case may be)
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“Company”	Geely Automobile Holdings Limited, a company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to allot, issue and deal with new Shares not exceeding the aggregate of 20% of the existing issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Latest Practicable Date”	24 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Repurchase Mandate”	the authority to repurchase the fully paid up Shares of up to 10% of the existing issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Repurchase Code”	the Code on Share Repurchases approved by the Securities and Futures Commission of Hong Kong as amended from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary of the Company within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) whether incorporated in the Cayman Islands, British Virgin Islands, the People’s Republic of China or elsewhere and “subsidiaries” shall be construed accordingly
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Li Shu Fu (*Chairman*)  
Mr. Yang Jian (*Vice Chairman*)  
Mr. Gui Sheng Yue (*CEO*)  
Mr. An Cong Hui  
Mr. Ang Siu Lun, Lawrence  
Mr. Liu Jin Liang  
Ms. Wei Mei

*Non-executive Directors:*

Mr. Carl Peter Edmund Moriz Forster  
Mr. Ran Zhang

*Independent Non-executive Directors:*

Mr. Lee Cheuk Yin, Dannis  
Mr. Yeung Sau Hung, Alex  
Mr. Fu Yu Wu  
Mr. An Qing Heng  
Mr. Wang Yang

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

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

30 March 2015

*To the Shareholders*

Dear Sir/Madam,

**GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES;  
RE-ELECTION OF DIRECTORS; AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting for the granting to the Directors the Repurchase Mandate to repurchase Shares; the granting to the Directors the General Mandate to issue new Shares; the extension of the General Mandate by adding to it the aggregate number of the issued Shares repurchased under the Repurchase Mandate; and the re-election of Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

#### General Mandate to Repurchase Shares

At the Annual General Meeting, an ordinary resolution will be proposed to Shareholders that the Directors be granted the Repurchase Mandate to repurchase Shares. In accordance with the Listing Rules and the Share Repurchase Code, the maximum number of Shares that the Company may repurchase under the Repurchase Mandate shall not exceed 10% of the issued and fully paid up share capital of the Company as at the date of passing of the ordinary resolution in relation thereof. The Repurchase Mandate allows the Company to repurchase Shares only during the period ending on the earliest of the date of the next annual general meeting of the Company, or the date upon which such authority conferred is revoked or varied by an ordinary resolution of Shareholders in a general meeting of the Company.

An explanatory statement containing the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution for the grant of the Repurchase Mandate to the Directors at the Annual General Meeting is set out in Appendix I to this circular.

#### General Mandate to Issue New Shares

At the Annual General Meeting, an ordinary resolution will also be proposed to Shareholders that the Directors be granted the General Mandate to issue new Shares in order to ensure flexibility and discretion to the Directors. The General Mandate will represent up to 20% of the aggregate number of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof. Based on 8,801,446,540 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the date of the Annual General Meeting, the Directors will be authorised to issue 1,760,289,308 Shares pursuant to the General Mandate.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the General Mandate, a separate ordinary resolution will also be proposed to Shareholders to authorise the Directors to issue Shares in an amount not exceeding the aggregate number of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

Pursuant to Article 116 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting of the Company, provided always that any Director appointed pursuant to Article 119 or 122(a) of the Articles of Association shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. A retiring director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.

Pursuant to Article 116 of the Articles of Association, Mr. Li Shu Fu, Mr. Yang Jian, Mr. Gui Sheng Yue, Mr. An Cong Hui, and Ms. Wei Mei shall retire by rotation and being eligible, shall offer themselves for re-election at the Annual General Meeting. Pursuant to Article 99 of the Articles of Association, Mr. Ran

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## LETTER FROM THE BOARD

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Zhang and Mr. An Qing Heng shall retire at the Annual General Meeting. Mr. An Qing Heng being eligible, shall offer himself for re-election while Mr. Ran Zhang shall retire and not offer himself for re-election thereat. Mr. Ran Zhang confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders of the Company. Mr. An Qing Heng was appointed as an independent non-executive Director on 17 April 2014. The Company has received from Mr. An a confirmation on independence pursuant to Rule 3.13 of the Listing Rules. Taking into account the confirmation on his independent status in the Board, and that he does not hold any executive functions or is not involved in the day-to-day management of the Company, the Board considers Mr. An to be independent under the Listing Rules. Accordingly, the Directors would like to seek from the Shareholders an approval for the appointment of Mr. An as an independent non-executive Director at the Annual General Meeting. The biographical details of the Directors proposed to be re-elected are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 15 to 18 of this circular.

### Voting by way of Poll

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders to be taken at a general meeting must be taken by poll and the voting results of the poll should be announced by the company in accordance with the requirements under Rule 13.39(5) of the Listing Rules.

A form of proxy for use by Shareholders at the Annual General Meeting or any adjournment thereof is enclosed hereto. Whether or not you intend to attend and vote at the Annual General Meeting or any adjournment thereof in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### RECOMMENDATION

The Directors consider that the aforesaid proposed resolutions for the granting of the Repurchase Mandate and the General Mandate to the Directors, and the proposed re-election of Directors are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of  
**Geely Automobile Holdings Limited**  
**Li Shu Fu**  
*Chairman*



*This Appendix contains the necessary particulars required by the Listing Rules to be included in an explanatory statement to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.*

**LISTING RULES IMPLICATIONS FOR THE REPURCHASE MANDATE**

The Listing Rules permit the Company to repurchase its own fully paid up Shares on the Stock Exchange not exceeding 10% of its issued share capital, subject to certain restrictions and provisions of the Takeovers Code and the Share Repurchase Code; the most important of which are summarised below:

**(a) Shareholders' approval**

All proposed repurchases of Shares on the Stock Exchange by the Company must be approved in advance by an ordinary resolution, either by way of a general mandate or a specific approval; such mandate so granted only allows the Company to make repurchases during the period ending on the earliest of the date of its next annual general meeting, or the date upon which such authority conferred is revoked or varied by ordinary resolution of Shareholders in a general meeting of the Company.

**(b) Source of funds**

Repurchases of Shares must be funded entirely from the Company's available cashflow or working capital facilities and will be made out of funds legally available for such purposes in accordance with the Company's memorandum and articles of association and the laws of the jurisdiction in which the Company is incorporated or otherwise established.

**(c) Dealing restrictions**

The Company may not make or announce a proposed new issue of Shares for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities, which were outstanding prior to such repurchase), without the Stock Exchange's prior approval. In addition, the Company shall not repurchase Shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its Shares were traded on the Stock Exchange. The Listing Rules also prohibit the Company from repurchasing its Shares on the Stock Exchange if the repurchase would result in the number of the Company's listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage under the Listing Rules.

**(d) Status of repurchased shares**

The listing of the Shares repurchased on the Stock Exchange by the Company shall be automatically cancelled upon repurchase and the Company must apply for listing of any further issues of that type of Shares in the normal way. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

**REASONS FOR SHARE REPURCHASE**

The Directors believe that it is in the best interests of the Company and Shareholders as a whole to continue having an authority conferred from Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it as the appropriate situation to repurchase Shares, they believe that having the authority conferred to do so would give the Company additional flexibility that would be beneficial to the Company and Shareholders as such repurchases may, depending on the market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors will only make such repurchases in circumstances where they consider them to be in the best interests of the Company and Shareholders as a whole.

**SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,801,446,540 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 880,144,654 Shares, being 10% of the issued share capital of the Company, during the period ending on the earliest of the date of its next annual general meeting, or the date upon which such authority conferred is revoked or varied by ordinary resolution of Shareholders in a general meeting of the Company.

**FUNDING OF REPURCHASE**

In repurchasing Shares, the Company shall only apply funds legally available for such purposes in accordance with the Articles of Association and the applicable laws of the Cayman Islands. It is envisaged that the funds required for any repurchase would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

The Directors consider that there might be a material adverse effect on the working capital or gearing level of the Company (as compared with the position disclosed in the audited accounts contained in the most recently published annual report of the Company for the financial year ended 31 December 2014) in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent that would have a material adverse impact on the working capital or gearing level of the Company which in the opinion of the Directors is from time to time inappropriate for the Company.

**DISCLOSURE OF INTERESTS**

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any of their respective associates, has any present intention in the event that the Repurchase Mandate is granted by Shareholders to sell any Shares to the Company.

No connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders.

#### **UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

#### **EFFECT OF THE TAKEOVERS CODE**

In the event that the exercise of the authority to repurchase Shares pursuant to the Repurchase Mandate a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for purposes of the Takeovers Code as stipulated under rule 32. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of the increase, could obtain or consolidate control of the Company and thereby be obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, Mr. Li Shu Fu, who is the controlling shareholder of the Company through his personal interest of 17,075,000 Shares, together with his interest in Proper Glory Holding Inc. ("Proper Glory") (*Note 1*) and parties acting in concert with it who are interested in 3,751,159,000 Shares, in aggregate representing approximately 42.81% of the issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full to repurchase 880,144,654 Shares, being 10% of the issued share capital of the Company granted under the Repurchase Mandate, the shareholding interest of Mr. Li Shu Fu, together with the parties presumed to be acting in concert with him, in the Company would be increased to approximately 47.57% of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code. In the event that any exercise of the Repurchase Mandate would, to the Directors' knowledge, have such a consequence, the Directors would not exercise the Repurchase Mandate to such extent.

*Note 1:* Proper Glory is a private company incorporated in the British Virgin Islands and is beneficially wholly-owned by Mr. Li Shu Fu and his associate.

#### **SHARE REPURCHASE BY THE COMPANY**

No repurchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest prices at which the Shares being traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2014</b>		
March	3.13	2.60
April	3.25	2.63
May	2.95	2.60
June	2.93	2.68
July	3.23	2.72
August	3.17	2.87
September	3.28	2.87
October	3.52	3.16
November	3.68	3.36
December	3.36	2.43
<b>2015</b>		
January	3.29	2.40
February	3.48	3.10
March (up to 24 March 2015)	4.03	3.26

*The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follows:*

**Mr. Li Shu Fu**, aged 51, joined the Group on 9 June 2005 as the Chairman of the Board and Executive Director, and is responsible for the overall strategic planning, Board leadership, corporate governance and formulation of the corporate policies of the Group. Mr. Li holds a Master's Degree in Engineering from Yan Shan University. Presently, Mr. Li is the controlling shareholder, founder, chairman of the board of Zhejiang Geely Holding Group Company Limited ("Geely Holding") (a company incorporated in the PRC, and is ultimately owned by Mr. Li and his associate, a controlling shareholder of the Company). Geely Holding and its subsidiaries are principally engaged in the sale of automobiles and related parts and components wholesale and retail business. Mr. Li has over 28 years of experience in the investment and management of the automobile manufacturing business in the PRC. Mr. Li is a member of the Chinese People's Political Consultative Conference. Mr. Li was accredited as one of the "50 Most Influential Persons in China's Automotive Industry in the 50 Years" by China Automotive News (中國汽車報).

As at the Latest Practicable Date, Mr. Li was interested in 3,768,234,000 Shares, representing approximately 42.81% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Li did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Saved as disclosed above, Mr. Li did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, he did not have any interests in the Shares within the meaning of Part XV of the SFO. There is a fixed term of 3-year service for Mr. Li and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The Director's emolument of Mr. Li for the year ended 31 December 2014 was HK\$406,750. Such Director's emolument was determined with reference to the experience and duties of Mr. Li as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Li that need to be brought to the attention of the Shareholders.

**Mr. Yang Jian**, aged 53, joined the Group on 9 June 2005 as an Executive Director, and is responsible for assisting the Chairman in Board leadership and corporate governance of the Group. Mr. Yang was appointed the Vice Chairman of the Board on 1 July 2008 whereas he was appointed the vice chairman of the board of directors of Geely Holding on 29 December 2011. Mr. Yang was also the chairman of the five 99%-owned key operating subsidiaries of the Group, namely, Zhejiang Jirun Automobile Company Limited ("Zhejiang Jirun"), Shanghai Maple Guorun Automobile Company Limited, Zhejiang Kingkong Automobile Company Limited, Zhejiang Ruhoo Automobile Company Limited and Hunan Geely Automobile Components Company Limited. Mr. Yang, who graduated from Zhejiang Radio and Television University with focus on production management, holds Senior Economist and Senior Engineer designations. Since joining Geely Holding in 1996, Mr. Yang was involved in a number of different job functions within the group including product R&D, engineering and construction, manufacturing, quality improvement, marketing, after-sales service and the operation and management of the Group in the PRC and overseas.

As at the Latest Practicable Date, Mr. Yang was interested in 13,525,000 Shares, representing approximately 0.15% of the issued share capital of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Yang was also interested in options for subscribing 12,000,000 Shares, representing approximately 0.14% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Yang did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Yang did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, he did not have any interests in the Shares within the meaning of Part XV of the SFO. There is a fixed term of 3-year service for Mr. Yang and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The Director's emolument of Mr. Yang for the year ended 31 December 2014 was HK\$10,000. Such Director's emolument was determined with reference to the experience and duties of Mr. Yang as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Yang that need to be brought to the attention of the Shareholders.

**Mr. Gui Sheng Yue**, aged 51, joined the Group on 9 June 2005 as an Executive Director and is responsible for the overall administration, risk management and compliance of the Group. Mr. Gui was appointed the Chief Executive Officer of the Company with effect from 23 February 2006. He was also the chairman of DSI Holdings Pty Limited, a former wholly-owned subsidiary of the Company. He is an independent non-executive director of Radford Capital Investment Ltd. (HK Stock Code: 901). Mr. Gui has over 28 years of experience in administration and project management. Mr. Gui had also worked with China Resources (Holdings) Company Limited. Mr. Gui holds a Bachelor of Science Degree in Mechanical Engineering from Xi'an Jiaotong University and a Master's Degree in Business Administration from University of San Francisco.

As at the Latest Practicable Date, Mr. Gui was interested in 14,300,000 Shares, representing approximately 0.16% of the issued share capital of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Gui was also interested in options for subscribing 17,500,000 Shares, representing approximately 0.20% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Gui did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Gui did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, he did not have any interests in the Shares within the meaning of Part XV of the SFO. There is a fixed term of 3-year service for Mr. Gui and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The Director's emolument of Mr. Gui for the year ended 31 December 2014 was HK\$4,635,218. Such Director's emolument was determined with reference to the experience and duties of Mr. Gui as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to

time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Gui that need to be brought to the attention of the Shareholders.

**Mr. An Cong Hui**, aged 45, joined the Group on 30 December 2011 as an Executive Director, and is responsible for the overall administration of the Group. Mr. An has been a vice president of Geely Holding since 2003, and has been appointed the president of Geely Holding with effect from 29 December 2011. Mr. An is currently the chairman of the principal operating subsidiary, namely Zhejiang Jirun, and a director of certain subsidiaries of the Group. Mr. An was previously in charge of the overall operation under the “Emgrand” product brand following the implementation of multi-brand strategy by the Group and production of gearboxes, engines and drivetrain systems of the Group. Mr. An has extensive professional knowledge and senior managerial experience in the automotive industry, particularly in the field of automotive engineering. He joined Geely Holding since 1996 after graduation from the Hubei University of Economic and Management with a Diploma in Contemporary Accounting. From 1996 to now, Mr. An has held various key positions in Geely Holding including chief engineering officer and general manager.

As at the Latest Practicable Date, Mr. An was interested in 14,300,000 Shares, representing approximately 0.16% of the issued share capital of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. An was also interested in options for subscribing 9,000,000 Shares, representing approximately 0.10% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. An did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Saved as disclosed above, Mr. An did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, he did not have any interests in the Shares within the meaning of Part XV of the SFO. There is a fixed term of 3-year service for Mr. An and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The Director’s emolument of Mr. An for the year ended 31 December 2014 was HK\$10,000. Such Director’s emolument was determined with reference to the experience and duties of Mr. An as well as the Company’s remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. An that need to be brought to the attention of the Shareholders.

**Ms. Wei Mei**, aged 46, joined the Group on 17 January 2011 as an Executive Director. Ms. Wei is a vice president of Geely Holding and is responsible for the human resources management and training of Geely Holding since June 2009. Ms. Wei holds a Doctoral Degree in Management from the Northwest A&F University, a Master’s Degree in Management and a Bachelor’s Degree in Science from the Ocean University of China. From 2003 to 2007, Ms. Wei was the group human resources director of Beiqi Foton Motor Co., Ltd. (“Foton Motor”) and focused on Foton Motor’s human resources management, control and training. Prior to that, Ms. Wei worked in the group of Qingdao Haier Co., Ltd. (“Qingdao Haier”) from 1991 to 2002 and served a number of positions in the department of integration and dishwashers business unit of Qingdao Haier Refrigerator Co., Ltd., participating in the development, diversification and

globalization of Qingdao Haier. Ms. Wei was in charge of organizational management, operation appraisal, quality system management and human resources and was also directing the operation management of Haier dishwashers and other small appliances.

As at the Latest Practicable Date, Ms. Wei was interested in 4,170,000 Shares, representing approximately 0.05% of the issued share capital of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Ms. Wei was also interested in options for subscribing 8,000,000 Shares, representing approximately 0.09% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. Wei did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Ms. Wei did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, she did not have any interests in the Shares within the meaning of Part XV of the SFO. There is a fixed term of 3-year service for Ms. Wei and she would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The Director's emolument of Ms. Wei for the year ended 31 December 2014 was HK\$10,000. Such Director's emolument was determined with reference to the experience and duties of Ms. Wei as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Ms. Wei that need to be brought to the attention of the Shareholders.

**Mr. An Qing Heng**, aged 70, joined the Group on 17 April 2014 as an Independent Non-executive Director. Mr. An has extensive professional and management experience in the automotive industry, particularly in the fields of automotive engineering and manufacturing. Since after graduation from the Faculty of Agricultural Machinery (currently known as the Faculty of Automotive Engineering) of Tsinghua University with a professional qualification in automotive tractors and engines in 1968, he had worked with Beijing Gear Works Factory (北京齒輪總廠), Beijing United Automobile and Motorcycle Manufacturing Company (北京汽車摩托車聯合制造公司) and Beijing Automotive Industry Company (北京汽車工業總公司) in various important positions as vice factory director, chief engineer and general manager. He then served as the chairman and the Communist Party Committee Secretary (黨委書記) of Beijing Automotive Industry Holding Company Limited (北京汽車工業控股有限責任公司); and was once concurrently the chairman of Beiqi Foton Motor Company Limited (北汽福田汽車股份有限公司), Beijing Jeep Corporation (北京吉普汽車有限公司) and Beijing Benz Automotive Company Limited (北京奔馳汽車有限公司). Mr. An has been a member of Beijing Political Consultative Conference (北京市政治協商委員會) (the 8th and 10th sessions), a representative of Beijing Municipal People's Congress (北京市人民代表大會) (the 11th session), and a member of the Standing Committee of Beijing Association for Science and Technology (北京市科學技術協會常委會) (the 4th, 5th, 6th and 7th sessions). Mr. An is currently the deputy director of the Advisory Committee of China Automotive Industry (中國汽車工業諮詢委員會) and the chairperson of Beijing Association of Automobile Manufacturers (北京汽車行業協會). Mr. An has also obtained the qualification of Senior Engineering (Professor Level) accredited by the Senior Vocational Title Inspecting Committee of Beijing Municipality (北京市高級專業技術職務評審委員會). Mr. An is also the



independent director of Yechiu Metal Recycling (China) Limited (Shanghai Stock Exchange A Share Stock Code: 601388), SG Automotive Group (Shanghai Stock Exchange A Share Stock Code: 600303) and Henan Province Xixia Automobile Water Pump Co Ltd. (Shenzhen Stock Code: 002536).

As at the Latest Practicable Date, Mr. An was interested in options for subscribing 1,000,000 Shares, representing approximately 0.01% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. An did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Mr. An did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, he did not have any interests in the Shares within the meaning of Part XV of the SFO. There is a fixed term of 3-year service for Mr. An and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The Director's fee of Mr. An for the year ended 31 December 2014 was HK\$127,000. Such Director's fee was determined with reference to the experience and duties of Mr. An as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board from time to time. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. An that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Geely Automobile Holdings Limited (the “Company”) will be held at Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Friday, 29 May 2015 at 4:00 p.m. for the following purposes, as ordinary business:

### **As Ordinary Business**

1. to receive and consider the report of the directors, audited financial statements and auditors’ report for the year ended 31 December 2014;
2. to declare a final dividend for the year ended 31 December 2014;
3. to re-elect Mr. Li Shu Fu as an executive director;
4. to re-elect Mr. Yang Jian as an executive director;
5. to re-elect Mr. Gui Sheng Yue as an executive director;
6. to re-elect Mr. An Cong Hui as an executive director;
7. to re-elect Ms. Wei Mei as an executive director;
8. to re-elect Mr. An Qing Heng as an independent non-executive director;
9. to authorise the board of directors of the Company to fix the remuneration of the directors;
10. to re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration; and

### **As Special Business**

to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

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## NOTICE OF ANNUAL GENERAL MEETING

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11. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares at par value of HK\$0.02 each in the capital of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors in accordance with the relevant dealing restrictions stipulated in the Listing Rules;
- (c) the aggregate number of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s articles of association to be held; or
- (iii) the date upon which the authority conferred as set out in this resolution is revoked or varied by passing of an ordinary resolution of shareholders of the Company in general meeting.”

12. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval granted in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” shall have the same meaning as that ascribed to it under resolution number 11 as set out in the notice convening the annual general meeting of which this resolution forms part; and

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- 13. “**THAT** conditional upon the passing of resolution numbers 11 and 12 as set out in the notice convening the annual general meeting of which this resolution forms part, the general mandate granted to the directors of the Company pursuant to resolution number 12 as set out in the notice convening the annual general meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate share capital of the Company repurchased by the Company under the authority granted pursuant to the

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## NOTICE OF ANNUAL GENERAL MEETING

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resolution number 11 as set out in the notice convening the annual general meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the aggregate issued share capital of the Company as at the date of passing of this resolution.”

By Order of the Board  
**Geely Automobile Holdings Limited**  
**Li Shu Fu**  
*Chairman*

Hong Kong, 30 March 2015

*Notes:*

- (1) In order to establish entitlements of attending and voting at the forthcoming annual general meeting of the Company to be held on 29 May 2015, the Register of Members of the Company will be closed from 27 May 2015 to 29 May 2015 (both days inclusive), during such period no transfer of shares of the Company will be registered. 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 A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on 26 May 2015.
- (2) In order to qualify for the proposed final dividend, the Register of Members of the Company will be closed from 10 June 2015 to 12 June 2015 (both days inclusive), during such period no transfer of shares of the Company will be registered. 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 A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on 9 June 2015.
- (3) Any 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 of the Company.
- (4) 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 A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (5) 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.

*As at the date of this notice, 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. Liu Jin Liang and Ms. Wei Mei, the non-executive directors of the Company are Mr. Carl Peter Edmund Moriz Forster and Mr. Ran Zhang, 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.*