



吉利汽車控股有限公司

GEELY AUTOMOBILE HOLDINGS LIMITED

(Incorporated in Cayman Islands with limited liability)

(Stock code: 175)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 29 JULY 2020 AND ANY ADJOURNMENT THEREOF

I/We⁽¹⁾ _____ of _____ being a registered holder(s) of⁽²⁾ _____ shares (“Share(s)”) of HK\$0.02 each in the capital of Geely Automobile Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING⁽³⁾, or _____ of _____ failing him/her _____ of _____ as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 29 July 2020 at 4:00 p.m. (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he thinks fit.

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To consider and approve the Proposed RMB Share Issue and the Specific Mandate (including but not limited to the particulars as set out in the section headed “Resolution on the Proposed RMB Share Issue and the Specific Mandate” in the circular issued by the Company dated 6 July 2020 (the “Circular”)).*		
2.	To consider and approve the authorisation to the Board to exercise full powers to deal with matters relating to the Proposed RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on Authorisation to the Board to Exercise Full Powers to Deal with Matters Relating to the Proposed RMB Share Issue” in the Circular).		
3.	To consider and approve the plan for distribution of profits accumulated before the Proposed RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Plan for Distribution of Profits Accumulated before the Proposed RMB Share Issue” in the Circular).		
4.	To consider and approve the dividend return plan for the three years after the Proposed RMB Share Issue in the form as set forth in Appendix I to the Circular.		
5.	To consider and approve the undertakings and the corresponding binding measures in connection with the Proposed RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Undertakings and the Corresponding Binding Measures in connection with the Proposed RMB Share Issue” in the Circular).		
6.	To consider and approve the policy for stabilisation of the price of the RMB Shares for the three years after the Proposed RMB Share Issue in the form as set forth in Appendix II to the Circular.		

ORDINARY RESOLUTIONS		FOR⁽⁴⁾	AGAINST⁽⁴⁾
7.	To consider and approve the use of proceeds from the Proposed RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Use of Proceeds from the Proposed RMB Share Issue” in the Circular).		
8.	To consider and approve the remedial measures for the potential dilution of immediate returns by the Proposed RMB Share Issue and the corresponding undertakings in the form as set forth in Appendix III to the Circular.		
9.	To consider and approve the adoption of policy governing the procedures for the holding of general meetings in the form as set forth in Appendix V to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.		
10.	To consider and approve the adoption of policy governing the procedures for the holding of Board meetings in the form as set forth in Appendix VI to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.		
SPECIAL RESOLUTION		FOR⁽⁴⁾	AGAINST⁽⁴⁾
11.	To consider and approve the amendments to the Memorandum and Articles of Association as set forth in Appendix IV to the Circular and the adoption of the amended and restated Memorandum and Articles of Association.*		

* The full text of the resolution is set out in the Notice of the EGM of the Company dated 6 July 2020.

Signature⁽⁵⁾ _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the office of the share registrars of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.