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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 Cayman Islands with limited liability)*

(Stock code: 175)

*Executive Directors:*

Mr. Li Shu Fu (*Chairman*)  
Mr. Yang Jian (*Vice Chairman*)  
Mr. Li Dong Hui, Daniel (*Vice Chairman*)  
Mr. Gui Sheng Yue (*Chief Executive Officer*)  
Mr. An Cong Hui  
Mr. Ang Siu Lun, Lawrence  
Ms. Wei Mei

*Registered Office:*

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

*Independent Non-executive Directors:*

Mr. Lee Cheuk Yin, Dannis  
Mr. Yeung Sau Hung, Alex  
Mr. An Qing Heng  
Mr. Wang Yang  
Ms. Lam Yin Shan, Jocelyn  
Ms. Gao Jie

*Principal Place of Business in Hong Kong:*

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

30 November 2021

*To the Shareholders,*

Dear Sir or Madam,

**SHARE TRANSACTION AND CONNECTED TRANSACTION IN  
RELATION TO THE ACQUISITION INVOLVING ISSUE OF  
CONSIDERATION SHARES UNDER SPECIFIC MANDATE**

**INTRODUCTION**

Reference is made to the announcement of the Company (the “**Announcement**”) dated 29 October 2021 in relation to the Share Purchase Agreement entered into between the Company as the Purchaser and Geely Group Limited as the Seller, pursuant to which Geely Group Limited conditionally agreed to sell, and the Company conditionally agreed to purchase or cause its nominee to purchase, the Sale Shares, representing approximately 10.34% of the issued share capital of ZEEKR as at the LPD (on an As-Converted Basis) and approximately 9.66% of the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis).

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The purpose of this circular is to provide you with information, among other things, (i) further information about the Acquisition; (ii) the recommendation of the Independent Board Committee on the Acquisition; (iii) the advice of the Independent Financial Adviser in respect of the Acquisition; (iv) Valuation Report of the Acquisition; and (v) other information as required under the Listing Rules together with the notice of the EGM.

### THE SHARE PURCHASE AGREEMENT

#### Date

29 October 2021

#### Parties

- (1) Geely Group Limited as the Seller
- (2) The Company as the Purchaser

Geely Group Limited is a limited liability company incorporated in the British Virgin Islands and is wholly owned by Mr. Li. Geely Group Limited is principally engaged in investment holding.

The Company is principally engaged in investment holding. The Group is principally engaged in the research and development, manufacturing and trading of automobiles, automobile parts and related automobile components, and investment holding.

#### Subject matter

Pursuant to the Share Purchase Agreement, the Purchaser or its nominee (which will be a subsidiary of the Company), has agreed to purchase, and the Seller has agreed to sell, the Sale Shares subject to the fulfillment of the conditions precedent and the relevant terms and conditions set out in the Share Purchase Agreement.

#### Consideration

Pursuant to the Share Purchase Agreement, the Consideration is approximately RMB5,602.2 million and will be satisfied by the Company in the following manner:

- (i) as to approximately RMB1,807.4 million, which is approximately 32.3% of the Consideration, to be satisfied in cash; and
- (ii) as to the shares component of the Consideration (equivalent to approximately RMB3,794.8 million or HK\$4,584.2 million), which is approximately 67.7% of the Consideration, to be satisfied by the Company allotting and issuing 196,410,000 Consideration Shares at the Issue Price of HK\$23.34 per Consideration Share to the Seller (or the Seller's nominee). The Issue

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Price is based on the average closing price of approximately HK\$23.34 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 18 October 2021, being the date of the Framework Agreement.

The cash component of the Consideration will be funded by internal resources of the Group and, to the extent permitted under applicable laws and regulations, will be fully paid to the Seller (or the Seller's nominee) no later than 90 days after the Closing Date.

The nominal value of 196,410,000 Consideration Shares is HK\$3,928,200. The original acquisition cost of the Sale Shares to the Seller was RMB220 million.

### **Basis of the Consideration**

The Consideration was determined after arm's length negotiations between the parties based on (i) the number of Sale Shares of ZEEKR; and (ii) the value of ZEEKR of US\$9.0 billion (equivalent to approximately RMB57.97 billion), representing US\$3.95348 (equivalent to approximately RMB25.46) per Sale Share on a Fully Diluted and As-Converted Basis, with reference to the following information:

- (i) the post-money valuation of approximately US\$9.0 billion of ZEEKR, based on the consideration agreed among ZEEKR and five independent investors in the Pre-A Share Purchase Agreement and the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis); and
- (ii) the appraised value of ZEEKR of approximately US\$9.05 billion (equivalent to approximately RMB58.28 billion) as at 31 August 2021 based on the valuation conducted by the Valuer. As at 31 August 2021, ZEEKR has not recognised any revenue or delivered any ZEEKR Brand vehicles to its customers.

Pre-A Preferred Shares have additional rights compared to ordinary shares of ZEEKR, which are customary for preferred shares in similar innovative and new technology companies, including priority over ordinary shares on the distribution of assets in case of liquidation, tag-along right in the event of a share transfer by an initial shareholder of ZEEKR resulting in a change of control, as well as information rights to receive periodic financial statements.

In addition, certain fundamental changes at ZEEKR require the prior approval of at least 60% of holders of the Pre-A Preferred Shares, including (i) dissolution or wind-up, (ii) share repurchases, (iii) transactions resulting in a change of control, (iv) disposals of substantially all assets, (v) amendments to the rights of Pre-A Preferred Shares, and (vi) the issuance of securities or initial public offering at a lower price than the issue price of the Pre-A Preferred Shares.

Pre-A Preferred Shares are convertible into ordinary shares of ZEEKR on a 1:1 basis, subject to customary broad-based weighted average anti-dilution adjustments. Holders of Pre-A Preferred Shares may exercise their conversion rights at any time after the issuance and prior to ZEEKR's initial public offering.

ZEEKR has made reference to its peer companies in dividing its share capital structure into preferred shares and ordinary shares, which is considered to be a common industry practice.

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### Issue of the Consideration Shares under the Specific Mandate

The Company will issue an aggregate of 196,410,000 Consideration Shares, which represents approximately 2% of the issued share capital of the Company as at the LPD and approximately 1.96% of the issued share capital of the Company as enlarged by the allotment and issuance of the Consideration Shares (assuming there will be no change in the total number of the issued Shares after the LPD other than the allotment and issuance of the Consideration Shares), to partially satisfy the Consideration of the Acquisition.

The Consideration Shares will be allotted and issued under the Specific Mandate proposed to be sought from the Independent Shareholders at the EGM. The Consideration Shares, when being allotted and issued, will rank *pari passu* in all respects with all the Shares then in issue on the date of allotment and issuance of the Consideration Shares. An application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares.

The Issue Price of HK\$23.34 per Consideration Share, which is based on the average closing price per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 18 October 2021, being the date of the Framework Agreement, so as to minimize the uncertainties caused by the potential share price fluctuation after the Company's announcement dated 18 October 2021, and it represents:

- (i) a discount of approximately 11.42% to the closing price of HK\$26.35 per Share as quoted on the Stock Exchange on 28 October 2021, being the last trading date before the date of the Share Purchase Agreement;
- (ii) a discount of approximately 12.65% to the average closing price of approximately HK\$26.72 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 28 October 2021, the last trading date before the date of the Share Purchase Agreement;
- (iii) a discount of approximately 10.52% to the average closing price of approximately HK\$26.09 per Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including 28 October 2021, the last trading date before the date of the Share Purchase Agreement;
- (iv) a discount of approximately 13.72% to the closing price of HK\$27.05 per Share as quoted on the Stock Exchange on the date of the Share Purchase Agreement;
- (v) a discount of approximately 7.93% to the closing price of HK\$25.35 per Share as quoted on the Stock Exchange as at the LPD; and
- (vi) a premium of approximately 189.38% over the unaudited net asset value per Share of approximately HK\$8.07 as at 30 June 2021, based on the 9,820,736,540 Shares in issue as at the LPD.

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Having considered that (a) the Company has endeavoured to minimize the uncertainties caused by the potential share price fluctuation after the Company's announcement dated 18 October 2021; and (b) the Consideration was determined with reference to (i) the post-money valuation of ZEEKR agreed upon the Pre-A Round Financing with the five independent investors; and (ii) the appraised value of ZEEKR as at 31 August 2021 based on the valuation conducted by the independent valuer, the Directors are of the view that the Issue Price of the Consideration Shares is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### Conditions Precedent

Closing is conditional upon the satisfaction or, if applicable, waiver of the following conditions:

- (i) there shall not be in effect any law or order by a government authority of competent jurisdiction restraining, enjoining or otherwise prohibiting the consummation of the transactions contemplated hereby;
- (ii) the board of directors of ZEEKR shall have approved the transaction documents and the transactions contemplated hereunder;
- (iii) the Company obtaining the Independent Shareholders' approval with regard to the transactions under the Share Purchase Agreement and the allotment and issuance of the Consideration Shares by the Company under the Specific Mandate in accordance with the requirements of the Listing Rules;
- (iv) the Listing Committee granting the approval for the listing of, and permission to deal in, the Consideration Shares;
- (v) no legal proceeding shall have been commenced against any party seeking to restrain or materially and adversely alter the transactions contemplated by the Share Purchase Agreement;
- (vi) a certified true copy of the register of members of ZEEKR updated to reflect the sale and purchase of the Sale Shares hereunder and a new share certificate representing the Sale Shares are delivered to the Purchaser by ZEEKR at the Closing;
- (vii) the representations and warranties of the Purchaser and the Seller shall be true and correct as of the Closing with the same force and effect as if made as of the Closing; and
- (viii) the Purchaser and the Seller shall have performed and complied with, in all material respects, each of the obligations and agreements required by the Share Purchase Agreement or any other transaction documents to be performed or complied with by the Seller on or prior to the Closing Date.

The parties to the Share Purchase Agreement shall use their best endeavours to fulfil all conditions precedent. The conditions set out in paragraphs (iii) and (iv) above cannot be waived. The remaining conditions may be waived by way of writing from both parties. If any of the above conditions have not been fulfilled or waived without the consent of both parties on or before the Long Stop Date, the Purchaser or the

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Seller may terminate the Acquisition, provided that the right to terminate the Share Purchase Agreement shall not be available to any party whose failure to perform any of its obligations under the Share Purchase Agreement shall have resulted in the failure of the Closing to be consummated by the close of business on the Long Stop Date.

As at the Latest Practicable Date, none of the conditions above has been fulfilled or waived.

### **Closing**

Closing shall take place on the tenth (10<sup>th</sup>) Business Day following the fulfilment (or waiver if applicable) of the conditions precedent or such other date as the parties to the Share Purchase Agreement shall agree in writing.

Immediately after Closing, the Company will hold approximately 58.31% of the issued share capital of ZEEKR (on an As-Converted Basis) and approximately 54.47% of the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis), while Mr. Li and his associates (other than the Company) will hold approximately 17.87% of the issued share capital of ZEEKR (on an As-Converted Basis) and approximately 16.69% of the enlarged issued share capital of ZEEKR (on a Fully Diluted and As-Converted Basis). ZEEKR will remain a non-wholly owned subsidiary of the Company and its financial results will continue to be consolidated with the consolidated financial statements of the Group.

The key terms of the Acquisition that were contained in the Framework Agreement have not materially changed in the Share Purchase Agreement. The principal terms of the Framework Agreement are set out as follows:

### **THE FRAMEWORK AGREEMENT**

#### **Date**

18 October 2021

#### **Parties**

- (1) Geely Group Limited as the Seller
- (2) The Company as the Purchaser

#### **Subject Matter**

Pursuant to the Framework Agreement, the Purchaser or its nominee has agreed to purchase, and the Seller has agreed to sell, the Sale Shares subject to the execution of the Share Purchase Agreement.

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### Consideration under the Framework Agreement

Pursuant to the Framework Agreement, the Consideration, which is to be agreed between the Seller and the Purchaser, will be satisfied by the Company by a combination of cash and Consideration Shares. The Company will issue 196,410,000 Consideration Shares based on an Issue Price of HK\$23.34 per Consideration Share.

The Consideration shall be determined with reference to the following information:

- (i) the post-money valuation of ZEEKR in the Pre-A Round Financing, which has been evaluated in accordance with international standards acceptable to the Seller and the Purchaser; and
- (ii) the valuation of ZEEKR, conducted by a third party independent valuer, who is a reputable appraisal firm with international experience.

### EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table shows the shareholding structure of the Company (i) as at the LPD; and (ii) immediately following Completion and the allotment and issuance of the Consideration Shares, assuming that no other further Shares will be allotted and issued after the LPD and prior to the Closing:

Shareholders of the Company	As at the Latest Practicable Date		Immediately following Completion and the allotment and issuance of the Consideration Shares	
	Shares	%	Shares	%
Mr. Li and his associates <sup>1</sup>	4,042,618,000	41.16	4,239,028,000	42.32
Other Directors <sup>2</sup>	41,307,000	0.42	41,307,000	0.41
Public Shareholders	<u>5,737,111,540</u>	<u>58.42</u>	<u>5,737,111,540</u>	<u>57.27</u>
Total	<u>9,821,036,540</u>	<u>100</u>	<u>10,017,446,540</u>	<u>100</u>

Notes:

1. Proper Glory Holding Inc., Zhejiang Geely Automobile Company Limited, Shanghai Maple Automobile Company Limited, Geely Holding, Geely International (Hong Kong) Limited, Mr. Li and Geely Group Limited, which held approximately 26.85%, 8.11%, 2.99%, 2.41%, 0.56%, 0.24% and 0.001% Shares, respectively, as at the LPD.
2. Mr. An Cong Hui, Mr. Ang Siu Lun, Lawrence, Mr. Gui Sheng Yue, Mr. Lee Cheuk Yin, Dannis, Mr. Li Dong Hui, Daniel, Mr. Wang Yang and Mr. Yang Jian, who held approximately 0.08%, 0.04%, 0.18%, 0.01%, 0.05%, 0.01% and 0.06% Shares, respectively, as at the LPD.

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### REASONS FOR AND BENEFITS OF THE ACQUISITION

#### **The showcase of the Company's determination in pioneering electrified and intelligentized vehicles**

As a determined industrial pioneer in the field of electrified and intelligentized vehicles, the Company has been actively promoting electric vehicles. In March 2021, the Company announced the joint establishment of ZEEKR with Geely Holding to engage in the research and development, purchase and sale of the electric mobility related products such as intelligent electric vehicles under the ZEEKR Brand and the provision of service relating thereto.

ZEEKR Brand is the first premium electric vehicle brand of the Group. Unlike other traditional automobile corporations, ZEEKR operates with high autonomy and thoroughly consolidates the initial layout and incubated intelligent and electrified technologies of Geely Holding. ZEEKR strategically lays out the intelligent electric vehicles and its upstream and downstream industrial chain to further improve the users' experience and customer satisfaction with digitalized and intelligentized services. ZEEKR proposes to focus on the research and development of such advanced technologies like technologies used for electric vehicles, technologies used for "power batteries, electric engines and electronic control systems" and other relevant upstream and downstream technologies for intelligent electric vehicles. The formation of ZEEKR in March 2021 with the Company owning 51% equity interests has demonstrated the determination of the Company in fostering vehicle electrification.

#### **The Company as a holder of brand and products with strong potentials**

The first vehicle model of ZEEKR, which is developed under the state-of-the-art open-source electric vehicle architecture owned by Geely Holding, has been introduced to the market in April 2021. With the possession of advantages in car performance and energy supplemental systems, the market demand of the first vehicle model of ZEEKR has exceeded expectations, representing the strength of ZEEKR's brand and products. Based on its current business plan, ZEEKR is progressively introducing new models to the market and aiming at capturing significant market share of the global high-end electric vehicle industry, which is expected to provide growth momentum to the Group in the future.

#### **Success in capturing strategic capital market interest to realize future business development**

As an independently operating intelligentized automobile company, ZEEKR has been actively exploring external financing sources, for the sustainable development of its future business operations. As stated in the Company's announcement dated 27 August 2021, ZEEKR has carried out its Pre-A Round Financing, with five independent investors from backgrounds including autopilot chips, battery and new consumers industries. For detailed information of the five independent investors, please refer to the Company's announcement dated 27 August 2021. On the one hand, the five independent investors of the Pre-A Round Financing are all strategic partners of ZEEKR, and their introduction to ZEEKR enhance the business ideas on full-scale coverage of ZEEKR. On the other hand, the success of the Pre-A Round Financing is also a showcase of recognition from the industry in ZEEKR's long term development.

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### Benefits to the overall development of the Company

In the course of seeking external financing for ZEEKR, the Company has been maintaining its position as the largest controlling shareholder of ZEEKR so as to maximize the interests of the Shareholders. The Acquisition will be able to offset the dilutive effect of the Pre-A Round Financing and other potential equity financings of ZEEKR in the future, which will be conducive to the overall development of the Company through increasing its shareholding in ZEEKR. Also, the issuance of the Consideration Shares as part of the Consideration represents the confidence of the Controlling Shareholder in the prospect of the Company's development, while reserving cash for business operations.

In light of the above, the Directors are of the view that although the Acquisition is not entered into in the ordinary and usual course of business of the Group, the Acquisition is on normal commercial terms or better and the terms of the Share Purchase Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### INFORMATION OF ZEEKR

ZEEKR is a limited liability company incorporated in the Cayman Islands and is indirectly owned as to approximately 47.97% by the Company as at the LPD. ZEEKR was set up by the Company and Geely Holding with capital contribution of RMB2 billion in total. ZEEKR is principally engaged in the research and development, purchase and sale of electric mobility related products such as intelligent electric vehicles under the ZEEKR Brand and the provision of service relating thereto.

Set out below is the unaudited financial information of ZEEKR prepared under HKFRS for the period from the date of incorporation to 31 August 2021:

	<b>For the period from the date of incorporation to 31 August 2021</b>
	<i>RMB million</i> (Unaudited)
Loss before taxation	142.8
Loss after taxation	107.0

As at 31 August 2021, the unaudited total assets and net assets of ZEEKR were approximately RMB5,256.0 million and RMB1,893.4 million, respectively.

### SHAREHOLDING STRUCTURE OF ZEEKR UPON COMPLETION

The following table summarizes the shareholding structure of ZEEKR as at the Latest Practicable Date and immediately following Completion, under both conditions of before and after the allotment and issuance of ordinary shares reserved under ZEEKR Share Award Scheme has been completed:

## LETTER FROM THE BOARD

Shareholders of ZEEKR	As at the Latest Practicable Date		Assuming the allotment and issuance of ordinary shares reserved under ZEEKR Share Award Scheme has been completed		Immediately following Completion but before the allotment and issuance of ordinary shares reserved under ZEEKR Share Award Scheme has been completed		Immediately following Completion and after the allotment and issuance of ordinary shares reserved under ZEEKR Share Award Scheme has been completed	
	Shares	%	Shares	%	Shares	%	Shares	%
The Company <sup>1</sup>	1,020,000,000	47.97	1,020,000,000	44.81	1,240,000,000	58.31	1,240,000,000	54.47
Mr. Li and his associates <sup>2</sup>	600,000,000	28.22	600,000,000	26.36	380,000,000	17.87	380,000,000	16.69
ZEEKR Share Award Scheme <sup>3</sup>	-	-	150,000,000	6.59	-	-	150,000,000	6.59
Five investors for Pre-A Round Financing	126,470,585	5.95	126,470,585	5.56	126,470,585	5.95	126,470,585	5.56
Others <sup>4</sup>	380,000,000	17.87	380,000,000	16.69	380,000,000	17.87	380,000,000	16.69
<b>Total</b>	<b>2,126,470,585</b>	<b>100</b>	<b>2,276,470,585</b>	<b>100</b>	<b>2,126,470,585</b>	<b>100</b>	<b>2,276,470,585</b>	<b>100</b>

*Notes:*

1. The Company indirectly held ordinary shares of ZEEKR through its designated subsidiary as at the LPD.
2. Geely Group Limited and other companies held by Mr. Li and his associates, which held approximately 10.34%, and 17.87% ordinary shares of ZEEKR in aggregate, respectively, as at the LPD.
3. With reference to the announcement published by the Company on 20 August 2021, the Board resolved to adopt the ZEEKR Share Award Scheme in which selected participants will be entitled to participate. The maximum number of ordinary shares that may be granted under the ZEEKR Share Award Scheme is 150,000,000 ordinary shares of ZEEKR, representing approximately 6.59% of the total number of ordinary shares of ZEEKR on a Fully-Diluted and As-Converted basis.
4. Such ordinary shares of ZEEKR held by other Directors and employee investment vehicles of Geely Holding, the Company and ZEEKR.

### IMPLICATIONS UNDER THE LISTING RULES

As at the Latest Practicable Date, Geely Group Limited is wholly owned by Mr. Li, who is an executive Director and a substantial shareholder of the Company. Geely Group Limited is therefore a connected person of the Company under the Listing Rules. Accordingly, the Share Purchase Agreement and the transactions contemplated thereunder constitute a connected transaction for the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios in respect of the Acquisition exceed 0.1% but all of the applicable percentage ratios are below 5%, and the Consideration will be partially satisfied by the allotment and issuance of the Consideration Shares for which the listing will be sought, the Acquisition also constitutes a share transaction for the Company under Chapter 14 of the Listing Rules. Therefore, the Acquisition is subject to the reporting, announcement and the Independent Shareholders' approval requirements under Chapters 14 and 14A of the Listing Rules.

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Mr. Li is considered to be interested in the Acquisition by virtue of his interests and directorship in Geely Group Limited. As a result, Mr. Li has abstained from voting on the Board resolutions for approving the Share Purchase Agreement and the transactions contemplated thereunder. In addition, Mr. Li and his associates, together holding 4,042,618,000 Shares (representing approximately 41% of the total issued share capital of the Company) as at the LPD, will abstain from voting on the resolution to be proposed at the EGM to approve the Share Purchase Agreement and the transactions contemplated thereunder.

### **EGM**

The EGM will be convened to consider and approve the Acquisition. A notice to convene the EGM is set out on pages EGM-1 to EGM-3 of this circular.

The EGM will be held at Boardroom 6, M/F, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 17 December 2021 at 4:00 p.m.. The form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the office of the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time scheduled for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be).

### **RECOMMENDATION**

The Independent Board Committee has been established to advise the Independent Shareholders whether the terms of the Acquisition are fair and reasonable so far as the Independent Shareholders are concerned and the Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in that connection.

The text of the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 22 to 52 of this circular and the text of the letter from the Independent Board Committee to the Independent Shareholders is set out on pages 20 to 21 of this circular.

The Board (including the independent non-executive Directors) considers that the Acquisition is on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole, but not entered into in the ordinary and usual course of business of the Group. The Board recommends the Independent Shareholders to vote in favour of the relevant ordinary resolution to be proposed at the EGM.

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### ADDITIONAL INFORMATION

Your attention is drawn to the letters from the Independent Board Committee and from the Independent Financial Adviser, which are respectively set out on pages 20 to 21 and pages 22 to 52 of this circular. Additional information is also set out in the appendices to this circular.

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

