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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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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)

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

A notice convening the Annual General Meeting of Geely Automobile Holdings Limited to be held at Room 2301, 23/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 29 May 2014 at 4:30 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 18/F., Fook Lee Commercial Centre, 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.

26 March 2014

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RESPONSIBILITY STATEMENT

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.

DEFINITIONS

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 Room 2301, 23/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 29 May 2014 at 4:30 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”	21 March 2014, 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

DEFINITIONS

“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 as amended from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary for the time being of the Company within the meaning of the new 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 as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

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. Li Dong Hui, Daniel
Mr. Liu Jin Liang
Ms. Wei Mei

Non-executive Director:

Mr. Carl Peter Edmund Moriz Forster

Independent Non-executive Directors:

Mr. Song Lin
Mr. Lee Cheuk Yin, Dannis
Mr. Yeung Sau Hung, Alex
Mr. Fu Yu Wu
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

26 March 2014

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.

LETTER FROM THE BOARD

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.

LETTER FROM THE BOARD

Pursuant to Article 116 of the Articles of Association, Mr. Ang Siu Lun, Lawrence, Mr. Liu Jin Liang, Mr. Lee Cheuk Yin, Dannis, Mr. Yeung Sau Hung, Alex, and Mr. Wang Yang shall retire by rotation and being eligible, shall offer themselves for re-election 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.

Continuous Appointment of an Independent Non-executive Director Serving More Than 9 Years

Pursuant to paragraph A.4.3 of Appendix 14 to the Listing Rules, serving a company for more than 9 years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders.

Mr. Lee Cheuk Yin, Dannis ("Mr. Lee") was appointed as an independent non-executive Director on 28 June 2002 and he has served the Company for more than 9 years from 28 June 2011 onwards. Nonetheless, the Company has received from Mr. Lee a confirmation on independence pursuant to Rule 3.13 of the Listing Rules. Taking into account his independent status in the Board in the past years, 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. Lee to be independent under the Listing Rules. Accordingly, the Directors would like to seek from the Shareholders an approval for the continuous appointment of Mr. Lee as an independent non-executive Director at the Annual General Meeting.

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 18/F., Fook Lee Commercial Centre, 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.

LETTER FROM THE BOARD

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 2013) 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 interest in Proper Glory Holding Inc. ("Proper Glory") (*Note 1*) and parties acting in concert with it, is interested in 3,751,159,000 Shares, representing approximately 42.62% 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 47.36% 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:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2013		
March	4.34	3.62
April	4.01	3.48
May	4.18	3.75
June	3.82	2.98
July	3.42	2.84
August	4.21	3.23
September	4.22	3.95
October	4.54	3.71
November	4.13	3.81
December	4.05	3.65
2014		
January	3.77	3.08
February	3.29	2.86
March (up to 21 March 2014)	3.13	2.60

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

Mr. Ang Siu Lun, Lawrence, aged 53, joined the Group on 23 February 2004 as an executive Director and is mainly responsible for the international business development, capital market and investors' relationship of the Group. Mr. Ang holds a Bachelor of Science Degree in Physics and Computer Science and a Master of Business Administration Degree from the Chinese University of Hong Kong. Prior to joining the Group, Mr. Ang worked in a number of major international investment banks for seventeen years with extensive experience in equity research, investment banking and financial analysis, focusing on China asset market, automobile industry and investment banking business. Mr. Ang is an independent non-executive director of Genvon Group Limited (HK Stock Code: 2389) and a non-executive director of Honbridge Holdings Limited (HK Stock Code: 8137).

As at the Latest Practicable Date, Mr. Ang was interested in 4,270,000 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, Mr. Ang was also interested in options for subscribing 11,000,000 Shares, representing approximately 0.12% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Ang 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. Ang 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. Ang 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. Ang for the year ended 31 December 2013 was HK\$3,230,000. Such Director's emolument was determined with reference to the experience and duties of Mr. Ang 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. Ang that need to be brought to the attention of the Shareholders.

Mr. Liu Jin Liang, aged 49, joined the Group on 9 June 2005 as an executive Director. Mr. Liu has been responsible for the Group's sales and marketing of new energy vehicles with effect from 16 May 2013. Mr. Liu is also a vice president of Zhejiang Geely Holding Group Company Limited ("Geely Holding") (a company incorporated in the PRC, and is ultimately owned by Mr. Li Shu Fu and his associate, a controlling shareholder of the Company). Mr. Liu graduated from the Capital University of Economics and Business, focusing on industrial enterprise management. Since his joining to Geely Holding in 1995, Mr. Liu has about 19 years of experience in domestic sales and marketing of motor vehicles, brand building, development of logistics management, development of customer service and enterprise operation management in China.

As at the Latest Practicable Date, Mr. Liu was 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. Liu 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. Liu 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. Liu 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. Liu for the year ended 31 December 2013 was HK\$10,000. Such Director's emolument was determined with reference to the experience and duties of Mr. Liu 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. Liu that need to be brought to the attention of the Shareholders.

Mr. Lee Cheuk Yin, Dannis, aged 43, joined the Group as an independent non-executive Director on 28 June 2002. He obtained the Bachelor of Business Administration from Texas A & M University, the USA. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. He possesses over 21 years of experience in accounting and auditing field. Mr. Lee is an independent non-executive director of both Tiangong International Company Limited (HK Stock Code: 826) and U-Home Group Holdings Limited (formerly known as Jiwa Bio-Pharm Holdings Limited) (HK Stock Code: 2327). He was an executive director of both Guojin Resources Holdings Limited (HK Stock Code: 630) and AMVIG Holdings Limited (HK Stock Code: 2300), and a non-executive director of Kam Hing International Holdings Limited (HK Stock Code: 2307).

As at the Latest Practicable Date, Mr. Lee 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. Lee 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. Lee 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. Lee 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. Lee for the year ended 31 December 2013 was HK\$180,000. Such Director's emolument was determined with reference to the experience and duties of Mr. Lee 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. Lee that need to be brought to the attention of the Shareholders.

Mr. Yeung Sau Hung, Alex, aged 64, joined the Group as an Independent Non-executive Director on 6 June 2005. Mr. Yeung is presently the chief executive officer of Leading Wealth Management Advisors Limited (a regulated fund management company) after his retirement from the role of chief executive officer of DBS Vickers Hong Kong. Mr. Yeung is a MBA graduate from the University of Southern California and brings with him more than 31 years of experience in the financial services industry. Prior to joining DBS Vickers Securities, Mr. Yeung was the deputy chairman of the management committee of a listed consumer electronics company for four years. Before that, he was the country head of Greater China Equities and the managing director of Deutsche Securities Hong Kong.

As at the Latest Practicable Date, Mr. Yeung 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. Yeung 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. Yeung 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. Yeung 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. Yeung for the year ended 31 December 2013 was HK\$180,000. Such Director's emolument was determined with reference to the experience and duties of Mr. Yeung 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. Yeung that need to be brought to the attention of the Shareholders.

Mr. Wang Yang, aged 39, joined the Group as a non-executive Director on 15 September 2010 and he has been re-designated to an independent non-executive Director of the Company with effect from 17 May 2012. Mr. Wang is presently a partner of Primavera Capital Group. Mr. Wang holds a Bachelor of Engineering dual-degree in Management Engineering and Computer Science and a Master of Science Degree in Management Science and Engineering from the Shanghai Jiaotong University. Mr. Wang used to work in Goldman Sachs ("Goldman Sachs") Principal Investment Area as a managing director. From 2006 to 2010, working in Goldman Sachs, he focused on private equity investments in China. During the period, he led the Goldman Sachs' US\$245 million convertible bond investment transaction in the Company. Prior to that, Mr. Wang worked in China International Capital Corporation ("CICC") investment banking division as a vice president from 2002 to 2006, focusing on China-based companies' initial public offerings and restructurings. Mr. Wang served major state-owned enterprises in various sectors during this period. Prior to CICC's investment banking division, Mr. Wang worked in CICC's Private Equity Group from 2000 to 2001.

As at the Latest Practicable Date, Mr. Wang was not interested in any Shares or options for subscribing Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Wang 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. Wang 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. Wang 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. Wang for the year ended 31 December 2013 was HK\$180,000. Such Director's emolument was determined with reference to the experience and duties of Mr. Wang 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. Wang that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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 Room 2301, 23/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 29 May 2014 at 4:30 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 2013;
2. to declare a final dividend for the year ended 31 December 2013;
3. to re-elect Mr. Ang Siu Lun, Lawrence as an executive director;
4. to re-elect Mr. Liu Jin Liang as an executive director;
5. to re-elect Mr. Lee Cheuk Yin, Dannis as an independent non-executive director;
6. to re-elect Mr. Yeung Sau Hung, Alex as an independent non-executive director;
7. to re-elect Mr. Wang Yang as an independent non-executive director;
8. to authorise the board of directors of the Company to fix the remuneration of the directors;
9. 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:

10. **“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

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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.”

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 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;
- (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;

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- (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 10 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).”

12. “**THAT** conditional upon the passing of resolution numbers 10 and 11 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 11 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 resolution number 10 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, 26 March 2014

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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 2014, the Register of Members of the Company will be closed from 27 May 2014 to 29 May 2014 (both days inclusive), during which 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 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on 26 May 2014.
- (2) In order to qualify for the proposed final dividend, the Register of Members of the Company will be closed from 11 June 2014 to 13 June 2014 (both days inclusive), during which 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 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on 10 June 2014.
- (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 18/F., Fook Lee Commercial Centre, 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 purposes 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. Li Dong Hui, Daniel, Mr. Liu Jin Liang and Ms. Wei Mei; the non-executive director of the Company is Mr. Carl Peter Edmund Moriz Forster; and the independent non-executive directors of the Company are Mr. Song Lin, Mr. Lee Cheuk Yin, Dannis, Mr. Yeung Sau Hung, Alex, Mr. Fu Yu Wu and Mr. Wang Yang.