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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 stockbroker or other registered dealer in securities, 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, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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 Cayman Islands with limited liability)*

(Stock code: 175)

**GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE NEW 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 Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 27 May 2016 at 4:00 p.m. is set out on pages 14 to 17 of this circular. A form of proxy for use by Shareholders at the Annual General Meeting is also enclosed. Whether or not you intend to attend and vote at the Annual General Meeting 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the Annual General Meeting should you so wish.

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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, unless the context otherwise requires, the following expressions have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 27 May 2016 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 meaning ascribed to it in 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 whose shares are listed on the main board of the Stock Exchange (stock code: 175)
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it in 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”	7 April 2016, 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
“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

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	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 Buy-backs Code”	the Code on Share Buy-backs 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 for the time being 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 meaning ascribed to it in 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 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 Director:*

Mr. Carl Peter Edmund Moriz Forster

*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

13 April 2016

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES AND  
TO ISSUE NEW 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 Buy-backs 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 8,801,986,540 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 1,760,397,308 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 new 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. Ang Siu Lun, Lawrence, Mr. Liu Jin Liang, Mr. Carl Peter Edmund Moriz Forster, Mr. Yeung Sau Hung, Alex, and Mr. Fu Yu Wu shall retire by rotation and being eligible, shall offer themselves for re-election at the Annual General Meeting. Mr. Fu Yu

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## LETTER FROM THE BOARD

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Wu shall retire and not offer himself for re-election thereat. Mr. Fu Yu Wu 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. 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 code provision 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. Yeung Sau Hung, Alex (“**Mr. Yeung**”) was appointed as an independent non-executive Director on 6 June 2005 and he has served the Company for more than 9 years from 6 June 2014 onwards. Nonetheless, the Company has received from Mr. Yeung 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. Yeung 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. Yeung 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 14 to 17 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 is enclosed hereto. Whether or not you intend to attend and vote at the Annual General Meeting 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the Annual General Meeting should you so wish.



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## LETTER FROM THE BOARD

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### RECOMMENDATIONS

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 Buy-backs Code; the most important of which are summarised below:

**(a) Shareholders' approval**

All proposed repurchases of the fully paid up Shares on the Stock Exchange by the Company must be approved by Shareholders in advance by way of an ordinary resolution, either by way of a general mandate or a specific approval being granted to the Directors; 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 cash flow 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 and subsequent issues**

The Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any 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 8,801,986,540 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 880,198,654 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 pursuant to the Repurchase Mandate granted by Shareholders, the Company shall only apply funds legally available for such purposes in accordance with the Company's memorandum and 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 impact on the working capital or gearing position 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 2015) 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 position 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 the purposes of the Takeovers Code as stipulated under rule 32 therein. 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, together with his associates are interested in 3,783,099,000 Shares, representing approximately 42.98% of the issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full to repurchase 880,198,654 Shares, being 10% of the issued share capital of the Company, the shareholding interest of Mr. Li Shu Fu, together with his associates, in the Company would be increased to approximately 47.76% 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.

#### **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>2015</b>		
April	4.72	3.96
May	4.47	4.00
June	4.36	3.59
July	4.14	3.00
August	3.32	2.40
September	3.78	2.71
October	4.23	3.69
November	4.42	3.81
December	4.50	4.03
<b>2016</b>		
January	4.17	3.21
February	3.35	2.76
March	3.94	2.88
April (up to 7 April 2016)	3.92	3.67

*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 56, 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. Mr. Ang is a non-executive director of Honbridge Holdings Limited (HK Stock Code: 8137). He was an independent non-executive director of Genvon Group Limited (HK Stock Code: 2389).

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 16,000,000 Shares, representing approximately 0.18% 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 2015 was HK\$3,358,100. 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 51, 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 China, and is ultimately owned by Mr. Li Shu Fu, a controlling shareholder of the Company, and his associate). 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 21 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 4,250,000 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. Liu 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. 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 2015 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. Carl Peter Edmund Moriz Forster**, aged 61, joined the Group on 9 January 2013 as a non-executive Director. Mr. Forster is the chief advisor to a member of Geely Holding and he has been appointed a member of the board of directors of Volvo Car Corporation, which is a subsidiary of Geely Holding, since February 2013. Mr. Forster has over 30 years of professional experience in the global automotive industry, particularly in the fields of automotive products and development as well as strategic planning and general management. Mr. Forster held various senior management/CEO positions and directorship in many international consultancy and automobile corporates including McKinsey & Company, Inc., BMW (he was the chief project manager of one of its best-selling models of "BMW 5-Series", and later the head of global manufacturing), General Motors Europe, Rolls-Royce Holdings plc (LSE Stock Code: RR) and Tata Motors Limited, Mumbai (the group steered Jaguar Land Rover into profit). Mr. Forster obtained a Diploma in Economics from the Rheinische Friedrich-Wilhelm University in Bonn in 1976 and a Diploma in Aeronautical Engineering from the Technical University in Munich in 1982. Mr. Forster is currently a non-executive director of IMI plc, Birmingham (LSE Stock Code: IMI), a non-executive director of Rexam plc (LSE Stock Code: REX), the chairman of the supervisory board, member of the investment committee and partner of Lead Equities AG, a member of the Verwaltungsrat and a substantial shareholder of The Mobility House AG, a member of the board of Geely UK (a subsidiary of Geely Holding), the chairman of Friedola Tech GmbH, the chairman of London Taxi Corporation (a subsidiary of Geely Holding), a non-executive director of Cosworth Ltd., a non-executive director of Gordon Murray Design, and the chairman of Emerald Automotive Ltd. (a subsidiary of Geely Holding). He was the chairman of the supervisory board and a substantial shareholder of ZMDi AG.

As at the Latest Practicable Date, Mr. Forster was not interested in any Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Forster 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. Forster 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. Forster 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. Forster 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. Forster for the year ended 31 December 2015 was HK\$10,000, which was waived by him during the year. Such director's emolument was determined with reference to the experience and duties of Mr. Forster 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. Forster that need to be brought to the attention of the Shareholders.

**Mr. Yeung Sau Hung, Alex**, aged 66, joined the Group as an independent non-executive Director on 6 June 2005. Mr. Yeung is presently the responsible officer of LW Asset Management Advisors Ltd. (formerly known as 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) Limited ("**DBS Vickers**"). Mr. Yeung is a MBA graduate from the University of Southern California and brings with him more than 33 years of experience in the financial services industry. Prior to joining DBS Vickers, 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 the division of Greater China Equities and the managing director of Deutsche Securities Hong Kong.

As at the Latest Practicable Date, Mr. Yeung was not interested in any Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Yeung was interested in options for subscribing 2,000,000 Shares, representing approximately 0.02% 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 2015 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.



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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 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 Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 27 May 2016 at 4:00 p.m. or at any adjournment thereof for the following purposes, as ordinary business:

### **AS ORDINARY BUSINESS**

1. to review and consider the report of the directors, audited financial statements and auditors’ report for the year ended 31 December 2015;
2. to declare a final dividend for the year ended 31 December 2015;
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. Carl Peter Edmund Moriz Forster as a non-executive director;
6. to re-elect Mr. Yeung Sau Hung, Alex as an independent non-executive director;
7. to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
8. 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:

9. **“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 of the Company 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 an ordinary resolution of the holders of shares of the Company in general meeting.”

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 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 9 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).”

11. “**THAT** conditional upon the passing of resolution numbers 9 and 10 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 10 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 9 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 of  
**Geely Automobile Holdings Limited**  
**Li Shu Fu**  
*Chairman*

Hong Kong, 13 April 2016

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*Head office and principal place of business in Hong Kong:*

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

*Notes:*

- (1) In order to establish entitlements of attending and voting at the forthcoming annual general meeting of the Company to be held on 27 May 2016, the register of members of the Company will be closed from 25 May 2016 to 27 May 2016 (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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on 24 May 2016.
- (2) In order to qualify for the proposed final dividend, the register of members of the Company will be closed from 13 June 2016 to 15 June 2016 (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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on 10 June 2016.
- (3) Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- (4) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered to the office of the Company's Hong Kong share registrar and transfer office, 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 the meeting or any adjournment thereof (as the case may be). A form of proxy for use by a member of the Company at the forthcoming annual general meeting of the Company is enclosed hereto.
- (5) Completion and return of the accompanying form of proxy shall not preclude a member of the Company from attending and/or voting in person at the meeting or at any adjournment meeting thereof (as the case may be) and in such event, such instrument appointing a proxy shall be deemed to be revoked.
- (6) Where there are joint registered holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares of the Company shall be accepted to the exclusion of the votes of the other registered holders.

*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 director of the Company is Mr. Carl Peter Edmund Moriz Forster, 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.*