



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 22 NOVEMBER 2007 AND ANY ADJOURNMENT THEREOF

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares (“**Shares**”) of HK\$0.02
each in the capital of Geely Automobile Holdings Limited (the “**Company**”), HEREBY APPOINT THE CHAIRMAN
OF THE MEETING³, or _____
of _____ or failing him/her

_____ of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the
Company to be held at Room 2301, 23rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, on
Thursday, 22 November 2007 at 10:00 a.m. (and at any adjournment thereof) (the “**Meeting**”) for the purpose of
considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the
Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if
no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter
properly put to the Meeting in such manner as he thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
(1)	To approve, ratify and confirm the Zhejiang JV Equity Transfer Agreement (as defined in the circular of the Company dated 31 October 2007 (the “ Circular ”)) and the transactions contemplated thereunder and to approve the issue of the Zhejiang JV Consideration Shares (as defined in the Circular).		
(2)	To approve, ratify and confirm the Shanghai Maple JV Equity Transfer Agreement (as defined in the Circular) and the transactions contemplated thereunder and to approve the issue of the Shanghai Maple JV Consideration Shares (as defined in the Circular).		
(3)	To approve, ratify and confirm the Zhejiang Kingkong JV Equity Transfer Agreement (as defined in the Circular) and the transactions contemplated thereunder and to approve the issue of the Zhejiang Kingkong JV Consideration Shares (as defined in the Circular).		
(4)	To approve, ratify and confirm the Zhejiang Ruhoo JV Equity Transfer Agreement (as defined in the Circular) and the transactions contemplated thereunder and to approve the issue of the Zhejiang Ruhoo JV Consideration Shares (as defined in the Circular).		
(5)	To approve, ratify and confirm the Hunan Geely JV Equity Transfer Agreement (as defined in the Circular) and the transactions contemplated thereunder and to approve the issue of the Hunan Geely JV Consideration Shares (as defined in the Circular).		
(6)	To approve, ratify and confirm the Zhejiang Fulin Guorun Equity Transfer Agreement (as defined in the Circular) and the transactions contemplated thereunder.		
(7)	To approve, ratify and confirm the Services Agreement (as defined in the Circular) and the transactions contemplated thereunder and to approve the cap amounts under the Services Agreement (as set out in the Circular) for the three financial years ending 31 December 2009.		

(8)	To approve, ratify and confirm the Co-operation Agreement (Beijing) (as defined in the Circular) and the transactions contemplated thereunder and to approve the cap amounts under the Co-operation Agreement (Beijing) (as set out in the Circular) for the three financial years ending 31 December 2009.		
(9)	To approve, ratify and confirm the Co-operation Agreement (Zhejiang) (as defined in the Circular) and the guarantees to be provided thereunder and to approve the cap amounts under the Co-operation Agreement (Zhejiang) (as set out in the Circular) for the three financial years ending 31 December 2009.		
(10)	To approve, ratify and confirm the Loan Guarantee Agreement (as defined in the Circular) and the transactions contemplated thereunder and to approve the cap amounts under the Loan Guarantee Agreement (as set out in the Circular) for the three financial years ending 31 December 2009.		
(11)	To approve, ratify and confirm the Lease Agreement (as defined in the Circular) and the transactions contemplated thereunder and to approve the cap amounts under the Lease Agreement (as set out in the Circular) for the three financial years ending 31 December 2009.		
(12)	To approve, ratify and confirm the Whitewash Waiver (as defined in the Circular).		
SPECIAL RESOLUTION		FOR⁴	AGAINST⁴
(13)	To approve the increase of the authorized share capital of the Company from HK\$160,000,000 to HK\$240,000,000 by the creation of an additional 4,000,000,000 shares of HK\$0.02 each and to approve the relevant amendment in the memorandum and articles of association of the Company.		

Signature⁵ _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the office of the branch share registrars of the Company, Union Registrars Limited, at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting (as the case may be).
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.