



# 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)

## PROXY FORM

**Form of proxy for the annual general meeting (“Annual General Meeting”) to be held at Room 2301, 23/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 18 May 2012 at 10:00 a.m. or any adjournment thereof.**

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ (note b) shares of HK\$0.02 each in the capital of Geely Automobile Holdings Limited (the “Company”) hereby appoint the Chairman of the Annual General Meeting or \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy (note c) at 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 Friday, 18 May 2012 at 10:00 a.m. or any adjournment thereof and to vote on my/our behalf as directed below or, if no such indications given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (note d)	AGAINST (note d)
1.	To receive and consider the report of the directors, audited financial statements and auditors’ report for the year ended 31 December 2011.		
2.	To declare a final dividend for the year ended 31 December 2011.		
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. Li Dong Hui, Daniel as an executive director.		
6.	To re-elect Mr. An Cong Hui as an executive director.		
7.	To re-elect Mr. Yin Da Qing, Richard as a non-executive director.		
8.	To re-elect Mr. Yeung Sau Hung, Alex as an independent non-executive director.		
9.	To re-elect Mr. Fu Yu Wu as an independent non-executive director.		
10.	To authorise the board of directors of the Company to fix the remuneration of the directors.		
11.	To re-appoint Grant Thornton Hong Kong Limited (previously known as “Grant Thornton Jingdu Tianhua”) as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
12.	To grant a general mandate to the directors to repurchase the Company’s shares.		
13.	To grant a general mandate to the directors to issue, allot and otherwise deal with the Company’s shares.		
14.	To extend the general mandate to allot and issue new shares.		
15.	To terminate the Existing Share Option Scheme and to adopt the New Share Option Scheme.		
16.	Conditional upon special resolution number 18 being passed, to approve that the Company may send or supply Corporate Communications to Shareholders (in relation to whom certain conditions are met) by making such Corporate Communications available on the Company’s own website and the website of the Stock Exchange in accordance with ordinary resolution number 16 as set out in the Notice of Annual General Meeting.		
SPECIAL RESOLUTIONS			
17.	To approve the amendments to the Memorandum of Association of the Company in accordance with special resolution number 17 with respect to obsolete provisions and minor housekeeping amendments as set out in the Notice of Annual General Meeting.		
18.	To approve the amendments to the Articles of Association of the Company in accordance with special resolution number 18 with respect to corporate communications as set out in the Notice of Annual General Meeting.		
19.	To approve the amendments to the Articles of Association of the Company in accordance with special resolution number 19 with respect to obsolete provisions and minor housekeeping amendments as set out in the Notice of Annual General Meeting.		
20.	Conditional upon special resolution numbers 17 to 19 being passed, to adopt the new amended and restated Memorandum and Articles of Association of the Company.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2012 Shareholder’s signature \_\_\_\_\_ (notes e, f, g and h)

**Notes:**

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- In order to be valid, this proxy 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 of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialed by the person who signs the form.