
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

A notice of the Annual General Meeting to be held at Room 2301, 23/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 16 May 2013 at 10:00 a.m. is set out on pages 16 to 19 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 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. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

28 March 2013

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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” or “AGM”	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, 16 May 2013 at 10:00 a.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
“Auditors”	the auditors for the time being of the Company
“Board”	the board of Directors of the Company
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities
“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 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 March 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“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 aggregate nominal amount of the share capital of the Company in issue 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 Companies Ordinance (Chapter 32 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 Codes 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

Mr. Yang Jian

Mr. Gui Sheng Yue

Mr. An Cong Hui

Mr. Ang Siu Lun, Lawrence

Mr. Li Dong Hui, Daniel

Mr. Liu Jin Liang

Dr. Zhao Fuquan

Ms. Wei Mei

Non-executive Director:

Mr. Carl Peter Edmund Moriz Forster

Independent Non-executive Directors:

Mr. Lee Cheuk Yin, Dannis

Mr. Song Lin

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

28 March 2013

To the Shareholders

Dear Sir/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; the granting to the Directors the General Mandate; 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. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase 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 Company's authority is restricted to repurchase Shares on the Stock Exchange in accordance with the Listing Rules and the Share Repurchase Code. The mandate allows the Company to make repurchases only during the period ending on the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands or the Articles of Association, 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.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed ordinary resolution for the grant of the Repurchase Mandate at the Annual General Meeting.

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 in order to ensure flexibility and discretion to the Directors to issue new Shares. The General Mandate will represent up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof. Based on 8,261,933,934 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 1,652,386,787 Shares pursuant to the new General Mandate.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the General Mandate, an ordinary resolution will also be proposed to Shareholders to authorise the Directors to issue Shares in an amount not exceeding the aggregate nominal amount 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 99 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or the next following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116 of the Articles of Association.

Pursuant to Article 116 of the Articles of Association, Mr. Li Shu Fu, Mr. Yang Jian, Mr. Gui Sheng Yue, Dr. Zhao Fuquan and Ms. Wei Mei shall retire by rotation and being eligible, shall offer themselves for re-election at the Annual General Meeting. In addition, pursuant to Article 99 of the Articles of Association, Mr. Carl Peter Edmund Moriz Forster shall retire and being eligible, shall offer himself 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.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 16 to 19 of this circular.

Voting by way of Poll

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of Shareholders to be taken at the Annual General Meeting shall be taken by poll and the voting results of the poll shall 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 also enclosed. Whether or not you intend to attend and vote at the Annual General Meeting 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. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

RECOMMENDATION

The Directors consider that the proposed resolutions for 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 particulars required by the Listing Rules to be included in an explanatory statement to enable Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own fully paid up shares not exceeding 10% of the issued share capital on the Stock Exchange subject to certain restrictions and provisions of the Takeovers Code, the most important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange 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, the date by which its next annual general meeting is required to be held by relevant and applicable laws or the date upon which such authority conferred is revoked or varied by an ordinary resolution of the shareholders at 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 and will be made out of funds legally available for such purpose 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 issue or announce an issue of new shares for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of 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, a 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 a company from repurchasing its own shares on the Stock Exchange if the repurchase would result in the number of that company's listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage under the Listing Rules.

REASONS FOR SHARES REPURCHASE

The Directors believe that it is in the best interests of the Company and Shareholders as a whole to continue to have a general authority 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 appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and Shareholders as such repurchases may, depending on market conditions and funding arrangements at that 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 8,261,933,934 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 826,193,393 Shares, being 10% of the issued share capital of the Company, during the period ending on the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands or the Articles of Association, 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.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company shall only apply funds legally available for such purpose 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 position of the Company (as compared with the position disclosed in the audited accounts contained in the most recent published annual report of the Company for the financial year ended 31 December 2012) in the event that the proposed Share 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 as would, in the circumstances, 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 appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, 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 approved 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

If, on the exercise of the right 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 for the purposes of the Takeovers Code as stipulated in rule 32. Accordingly, a Shareholder, or a group of Shareholders acting in concert could, depending on the level of increase of the shareholding interest, obtain or consolidate control of the Company and become 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 45.40% of the issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full to repurchase Shares which is proposed to be granted under the Repurchase Mandate, the shareholding interest of Mr. Li Shu Fu, together with parties presumed to be acting in concert with him, in the Company would increase to approximately 50.45% 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 REPURCHASES BY THE COMPANY

No purchase has been made by the Company of its Shares in the six months prior to the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
March	3.56	2.78
April	3.31	2.84
May	2.96	2.45
June	2.90	2.58
July	2.84	2.49
August	2.80	2.35
September	2.97	2.36
October	3.36	2.89
November	3.88	3.29
December	3.85	3.48
2013		
January	4.39	3.69
February	4.75	3.92
March (up to 25 March 2013)	4.34	3.62

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

Mr. Li Shu Fu, aged 49, joined the Group on 9 June 2005 as the Chairman of the Board and Executive Director, and is responsible for the overall strategic planning, Board leadership, corporate governance and formulation of the corporate policies of the Group. Mr. Li holds a Master's Degree in Engineering from Yan Shan University. Presently, Mr. Li is the controlling shareholder, founder, chairman of the board of Zhejiang Geely Holding Group Company Limited ("Geely Holding") (a company incorporated in the PRC, and is ultimately owned by Mr. Li and his associate, a controlling shareholder of the Company). Geely Holding and its subsidiaries are principally engaged in the manufacturing and sales of automobiles in the PRC. Mr. Li has over 26 years of experience in the investment and management of the automobile manufacturing business in the PRC. Mr. Li is a member of the Chinese People's Political Consultative Conference. Mr. Li was accredited as one of the "50 Most Influential Persons in China's Automotive Industry in the 50 Years" by a pertinent organization in the PRC.

As at the Latest Practicable Date, Mr. Li was interested in 3,751,159,000 Shares, representing approximately 45.40% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Li did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Mr. Li 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. Li and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The Director's emolument of Mr. Li for the year ended 31 December 2012 was HK\$403,750. Such Director's emolument was determined with reference to the experience and duties of Mr. Li 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 Rules 13.51(2) (h) to (v) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Li that need to be brought to the attention of the holders of securities of the Company.

Mr. Yang Jian, aged 51, joined the Group on 9 June 2005 as an Executive Director, and is responsible for assisting the Chairman in Board leadership and corporate governance of the Group. Mr. Yang was appointed the Vice Chairman of the Board on 1 July 2008 whereas he was appointed the vice chairman of the board of directors of Geely Holding on 29 December 2011. Mr. Yang was also the chairman of the five 99%-owned key operating subsidiaries of the Group, namely Zhejiang Jirun Automobile Company Limited, Shanghai Maple Guorun Automobile Company Limited, Zhejiang Kingkong Automobile Company Limited, Zhejiang Ruhoo Automobile Company Limited and Hunan Geely Automobile Components Company Limited. Mr. Yang, who graduated from Zhejiang Radio and Television University with focus on production management, holds Senior Economist and Senior Engineer designations. Since joining Geely Holding in 1996, Mr. Yang was involved in a number of different job functions within the group including product R&D, engineering and construction, manufacturing, quality improvement, marketing, after-sales service and the operation and management of the Group in the PRC and overseas.

As at the Latest Practicable Date, Mr. Yang was interested in 8,000,000 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. Yang was also interested in options for subscribing 12,000,000 Shares, representing approximately 0.15% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Yang 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. Yang 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. Yang and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The Director's emolument of Mr. Yang for the year ended 31 December 2012 was HK\$10,000. Such Director's emolument was determined with reference to the experience and duties of Mr. Yang 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 Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Yang that need to be brought to the attention of the holders of securities of the Company.

Mr. Gui Sheng Yue, aged 49, joined the Group on 9 June 2005 as an Executive Director and is responsible for the overall administration, risk management and compliance of the Group. Mr. Gui was appointed the Chief Executive Officer of the Company with effect from 23 February 2006. He is also the chairman of DSI Holdings Pty Limited, a wholly-owned subsidiary of the Company. Mr. Gui has over 26 years of experience in administration and project management. Mr. Gui had also worked with China Resources (Holdings) Company Limited. Mr. Gui holds a Bachelor of Science Degree in Mechanical Engineering from Xi'an Jiaotong University and a Master's Degree in Business Administration from University of San Francisco.

As at the Latest Practicable Date, Mr. Gui was interested in 11,800,000 Shares, representing approximately 0.14% of the issued share capital of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Gui was also interested in options for subscribing 11,500,000 Shares, representing approximately 0.14% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Gui 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. Gui 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. Gui and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The Director's emolument of Mr. Gui for the year ended 31 December 2012 was HK\$2,268,750. Such Director's emolument was determined with reference to the experience and duties of Mr. Gui 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. Also, the Company provided Mr. Gui with a Director's quarter of rentals of HK\$652,000 for the year ended 31 December 2012 and Mr. Gui did not bear any cost in relation to his Director's quarter. Further, rental for the Director's quarter represented the market rental charge for similar premises in the local property market during the year. Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Gui that need to be brought to the attention of the holders of securities of the Company.

Dr. Zhao Fuquan, aged 49, joined the Group on 17 November 2006 as an Executive Director. Dr. Zhao is also a vice president of Geely Holding, head of Zhejiang Geely Technology Centre, president of Zhejiang Geely Automobile Research Institute Limited and president of Zhejiang Automotive Engineering Institute. Dr. Zhao was granted a Doctorate in Engineering Science from Hiroshima University in Japan and had years of on-the-job working experience in Japan, United Kingdom and United States of America. Prior to joining Geely Holding, Dr. Zhao was the research executive of technical affairs of DaimlerChrysler and vice president of Shenyang Brilliance JinBei Automobile Company Limited and general manager of its research & development (R&D) centre. Dr. Zhao, one of the main authors in international automobile magazines, has written 5 English books and has published more than 100 academic dissertation papers on automobile technology. Dr. Zhao was awarded many patents in his career and has won many prizes and awards. Dr. Zhao was accredited as a Fellow by the Society of Automotive Engineers (SAE) in April 2006. Dr. Zhao is currently a part-time professor in Tsinghua University, Jilin University, Tongji University and several other leading Chinese universities.

As at the Latest Practicable Date, Dr. Zhao was interested in 4,500,000 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, Dr. Zhao was also interested in options for subscribing 11,000,000 Shares, representing approximately 0.13% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Dr. Zhao did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Dr. Zhao 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 Dr. Zhao and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The Director's emolument of Dr. Zhao for the year ended 31 December 2012 was HK\$10,000. Such Director's emolument was determined with reference to the experience and duties of Dr. Zhao 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 Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there other matters in relation to the appointment of Dr. Zhao that need to be brought to the attention of the holders of securities of the Company.

Ms. Wei Mei, aged 44, joined the Group on 17 January 2011 as an Executive Director. Ms. Wei is a vice president of Geely Holding and is responsible for the human resources management of Geely Holding since June 2009. Ms. Wei holds a Doctoral Degree in Management from the Northwest A&F University, a Master's Degree in Management and a Bachelor's Degree in Science from the Ocean University of China. From 2003 to 2007, Ms. Wei was the group human resources director of Beiqi Foton Motor Co., Ltd. ("Foton Motor") and focused on Foton Motor's human resources management, control and training. Prior to that, Ms. Wei worked in the group of Qingdao Haier Co., Ltd. ("Qingdao Haier") from 1991 to 2002 and served a number of positions in the department of integration and dishwashers business unit of Qingdao Haier Refrigerator Co., Ltd., participating in the development, diversification and globalization of Qingdao Haier. Ms. Wei was in charge of organizational management, operation appraisal, quality system management and human resources and was also directing the operation management of Haier dishwashers and other small appliances.

As at the Latest Practicable Date, Ms. Wei was interested in options for subscribing 8,000,000 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, Ms. Wei did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Ms. Wei did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, she 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 Ms. Wei and she would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The Director's emolument of Ms. Wei for the year ended 31 December 2012 was HK\$10,000. Such Director's emolument was determined with reference to the experience and duties of Ms. Wei 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 Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there other matters in relation to the appointment of Ms. Wei that need to be brought to the attention of the holders of securities of the Company.

Mr. Carl Peter Edmund Moriz Forster, aged 58, joined the Group on 9 January 2013 as a Non-executive Director. Mr. Forster is the chief consultant to a member of Geely Holding and he has been appointed a member of the board of directors of Volvo Car Group since 5 February 2013. Mr. Forster has over 27 years of professional and consultancy experiences 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 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”), 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 member of the Verwaltungsrat of ‘The Mobility House’, the chairman of the supervisory board and a substantial shareholder of ZMDi AG and the chairman of the supervisory board, member of the investment committee and partner of Lead Equities AG.

As at the Latest Practicable Date, Mr. Forster was not interested in any Shares 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 in accordance with the Articles of Association. The annual Director’s emolument of Mr. Forster will be HK\$10,000. 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)(h) to (v) 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 holders of securities of the Company.

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, 16 May 2013 at 10:00 a.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 2012;
2. to declare a final dividend for the year ended 31 December 2012;
3. to re-elect Mr. Li Shu Fu as an executive director;
4. to re-elect Mr. Yang Jian as an executive director;
5. to re-elect Mr. Gui Sheng Yue as an executive director;
6. to re-elect Dr. Zhao Fuquan as an executive director;
7. to re-elect Ms. Wei Mei as an executive director;
8. to re-elect Mr. Carl Peter Edmund Moriz Forster as a non-executive director;
9. to authorise the board of directors of the Company to fix the remuneration of the directors;
10. 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:

NOTICE OF ANNUAL 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 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 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 nominal amount 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 nominal amount of the 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.”

NOTICE OF ANNUAL GENERAL MEETING

12. **“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;
- (c) the aggregate nominal amount 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 nominal amount of the 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 11 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).”

NOTICE OF ANNUAL GENERAL MEETING

13. “**THAT** conditional upon the passing of resolution numbers 11 and 12 as set out in the notice convening the annual general meeting of which these resolutions form part, the general mandate granted to the directors of the Company pursuant to resolution number 12 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 nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution number 11 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 nominal amount of the 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, 28 March 2013

Notes:

- (1) In order to establish entitlements of attending and voting at the forthcoming annual general meeting of the Company to be held on 16 May 2013, the Register of Members of the Company will be closed from 14 May 2013 to 16 May 2013 (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 13 May 2013.
- (2) In order to qualify for the proposed final dividend, the Register of Members of the Company will be closed from 29 May 2013 to 31 May 2013 (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 28 May 2013.
- (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, Dr. Zhao Fuquan 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. Song Lin, Mr. Yeung Sau Hung, Alex, Mr. Fu Yu Wu and Mr. Wang Yang.