



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 OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Geely Automobile Holdings Limited (the “Company”) will be held at Room 2301, 23rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, on Thursday, 31 August 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) **“THAT:**

- (a) the conditional agreement (the “**1st Zhejiang JV Capital Increase Agreement**”) dated 25 July 2006 entered into between Centurion Industries Limited (“**Centurion**”), a wholly-owned subsidiary of the Company, and 浙江吉利美日汽車有限公司 (Zhejiang Geely Merrie Automobile Company Limited) (“**Zhejiang Geely Merrie**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, pursuant to which the Group has conditionally agreed to increase the registered capital of 浙江吉利汽車有限公司 (Zhejiang Geely Automobile Company Limited) (the “**Zhejiang JV**”), a company which is beneficially owned as to 46.81% by the Group, on a proportional basis from approximately US\$82.80 million (equivalent to approximately RMB662.42 million or HK\$644.21 million) to approximately US\$176.27 million (equivalent to approximately RMB1,410.13 million or HK\$1,371.35 million) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the 1st Zhejiang JV Capital Increase Agreement and completion thereof.”

(2) **“THAT:**

- (a) the conditional agreement (the “**Shanghai Maple JV Capital Increase Agreement**”) dated 25 July 2006 entered into between Value Century Group Limited, a wholly-owned subsidiary of the Company, and 上海華普汽車有限公司 (Shanghai Maple Automobile Company Limited), a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose, pursuant to which the Group has conditionally agreed to increase the registered capital of 上海華普國潤汽車有限公司 (Shanghai Maple Guorun Automobile Company Limited), a company which is beneficially owned as to 46.81% by the Group, on a proportional basis from

approximately US\$51.70 million (equivalent to approximately RMB413.57 million or HK\$402.20 million) to approximately US\$99.76 million (equivalent to approximately RMB798.11 million or HK\$776.16 million) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

(b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Shanghai Maple JV Capital Increase Agreement and completion thereof.”

(3) **“THAT:**

(a) the proposed entering into the conditional agreement (the **“2nd Zhejiang JV Capital Increase Agreement”**) by Centurion and Zhejiang Geely Merrie, a copy of which is tabled at the meeting and marked “C” and initialled by the chairman of the meeting for identification purpose, pursuant to which the Group will increase on a proportional basis the registered capital of the Zhejiang JV, after completion of the capital increase in accordance with the 1st Zhejiang JV Capital Increase Agreement, from approximately US\$176.27 million (equivalent to approximately RMB1,410.13 million or HK\$1,371.35 million) to approximately US\$231.01 million (equivalent to approximately RMB1,848.07 million or HK\$1,797.24 million) and the transactions contemplated thereunder be and are hereby approved and confirmed;

(b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the 2nd Zhejiang JV Capital Increase Agreement and completion thereof.”

By order of the Board of
Geely Automobile Holdings Limited
David C.Y. Cheung
Company Secretary

Hong Kong, 15 August 2006

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. A form of proxy for use at the meeting is enclosed with the circular of the Company dated 15 August 2006.
2. 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 executed under its common seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person (who must be an individual) as his/her proxy to attend and vote, in the event of a poll, instead of him/her. A proxy need not be a member of the Company but must attend the meeting in person to represent him/her.
4. In order to be valid, the form of proxy, together with 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 deposited at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at 311-312 Two Exchange Square, Central, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting thereof (as the case may be) should they so wish and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint holders of any share(s), any one of such joint holders may vote at the meeting, either in person or by proxy (in the case of a poll), in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy (in the case of a poll). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the executive directors of the Company are Mr. Li Shu Fu, Mr. Gui Sheng Yue, Mr. Xu Gang, Mr. Yang Jian, Mr. Ang Siu Lun, Lawrence, Mr. Yin Da Qing, Richard, Mr. Liu Jin Liang and Mr. Zhao Jie and the independent non-executive Directors are Mr. Lee Cheuk Yin, Dannis, Mr. Song Lin and Mr. Yeung Sau Hung, Alex.

Please also refer to the published version of this announcement in The Standard.