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**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 OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Geely Automobile Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 29 July 2020 at 4:00 p.m. or at any adjustment thereof for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendments). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 6 July 2020 issued by the Company (the “**Circular**”).

### **ORDINARY RESOLUTIONS**

1. To consider and approve the Proposed RMB Share Issue and the Specific Mandate:

“**THAT** subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorised and granted the Specific Mandate to allot, issue and deal with up to 1,731,666,448 RMB Shares (assuming no Over-Allotment Option is exercised) under the Proposed RMB Share Issue as further described in the Circular (including but not limited to the particulars as set out in the section headed “Resolution on the Proposed RMB Share Issue and the Specific Mandate” in the Circular), provided that the Specific Mandate shall be in addition to and shall not prejudice or revoke the existing general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 25 May 2020.”

2. To consider and approve the authorisation to the Board to exercise full powers to deal with matters relating to the Proposed RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on Authorisation to the Board to Exercise Full Powers to Deal with Matters Relating to the Proposed RMB Share Issue” in the Circular).

3. To consider and approve the plan for distribution of profits accumulated before the Proposed RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Plan for Distribution of Profits Accumulated before the Proposed RMB Share Issue” in the Circular).
4. To consider and approve the dividend return plan for the three years after the Proposed RMB Share Issue in the form as set forth in Appendix I to the Circular.
5. To consider and approve the undertakings and the corresponding binding measures in connection with the Proposed RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Undertakings and the Corresponding Binding Measures in connection with the Proposed RMB Share Issue” in the Circular).
6. To consider and approve the policy for stabilisation of the price of the RMB Shares for the three years after the Proposed RMB Share Issue in the form as set forth in Appendix II to the Circular.
7. To consider and approve the use of proceeds from the Proposed RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Use of Proceeds from the Proposed RMB Share Issue” in the Circular).
8. To consider and approve the remedial measures for the potential dilution of immediate returns by the Proposed RMB Share Issue and the corresponding undertakings in the form as set forth in Appendix III to the Circular.
9. To consider and approve the adoption of policy governing the procedures for the holding of general meetings in the form as set forth in Appendix V to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.
10. To consider and approve the adoption of policy governing the procedures for the holding of Board meetings in the form as set forth in Appendix VI to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.

### **SPECIAL RESOLUTION**

11. To consider and approve the amendments to the Memorandum and Articles of Association:  
  
“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above:  
  
(1) the amendments to the Memorandum and Articles of Association as set forth in Appendix IV to the Circular be and are hereby approved;

- (2) the amended and restated memorandum of association of the Company reflecting the amendments referred to in sub-paragraph (1) above in the form tabled at the EGM, marked “**A**” and for the purpose of identification signed by a Director be approved and the same be adopted in substitution for and to the exclusion of the existing memorandum of association of the Company with effect from the date of listing of the RMB Shares on the Sci-Tech Board;
- (3) the amended and restated articles of association of the Company reflecting the amendments referred to in sub-paragraph (1) above in the form tabled at the EGM, marked “**B**” and for the purpose of identification signed by a Director be approved and the same be adopted in substitution for and to the exclusion of the existing articles of association of the Company with effect from the date of listing of the RMB Shares on the Sci-Tech Board; and
- (4) any Director or officer of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the resolutions above.”

By order of the Board  
**Geely Automobile Holdings Limited**  
**Li Shu Fu**  
*Chairman*

Hong Kong, 6 July 2020

*Notes:*

- (1) Any shareholder of the Company (the “**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.
- (2) 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 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 fixed for holding the EGM or any adjournment thereof.
- (3) 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.
- (4) In order to ascertain the entitlements of the Shareholders to attend the EGM, the register of members of the Company will be closed from Friday, 24 July 2020 to Wednesday, 29 July 2020 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to

attend and vote at the EGM, all transfer documents must be lodged with the Company's share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for Shareholders no later than 4:30 p.m. on Thursday, 23 July 2020.

- (5) Shareholders are advised to read the Circular which contains information concerning the resolutions to be proposed at the EGM.
- (6) The voting at the EGM will be taken by a poll.
- (7) If there is Typhoon Signal No. 8 or above, a "black" rainstorm warning and/or extreme conditions caused by a super typhoon in force in Hong Kong at any time after 1:00 p.m. on the date of the extraordinary general meeting, the meeting will be postponed. The Company will publish an announcement on the websites of the Company at (<http://www.geelyauto.com.hk>) and the Stock Exchange at (<http://www.hkexnews.hk>) to notify Shareholders of the date, time and venue of the rescheduled meeting.

*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. Li Dong Hui, Daniel (Vice Chairman), Mr. Gui Sheng Yue (Chief Executive Officer), Mr. An Cong Hui, Mr. Ang Siu Lun, Lawrence and Ms. Wei Mei, and the independent non-executive directors of the Company are Mr. Lee Cheuk Yin, Dannis, Mr. Yeung Sau Hung, Alex, Mr. An Qing Heng and Mr. Wang Yang.*