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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)

FULL CONVERSION OF CONVERTIBLE BONDS

References are made to the announcements of Geely Automobile Holdings Limited (the “**Company**”) dated 23 September 2009, 25 September 2009 and 12 April 2010 (the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless defined otherwise.

FULL CONVERSION OF CONVERTIBLE BONDS

On 7 October 2013, the Company received conversion notices from GS Capital Partners VI Fund L.P. and/or its affiliates (the “**Investors**”) for the full conversion of the outstanding Bonds in the principal amount of RMB901,312,520 (approximately HK\$1,023,125,888).

Pursuant to such notices, the number of shares to be issued under the outstanding Bonds is 555,805,023 (the “**Outstanding Conversion Shares**”).

The Bonds were issued together with the Warrants under the general mandate in 2009. The original general mandate limit was 1,297,951,090 Shares (the “**General Mandate**”). Upon partial conversion of the Bonds (470,256,584 Shares were issued) and full exercise of the Warrants (299,526,900 Shares were issued) as disclosed in the Company’s announcement dated 29 November 2012, the unutilised General Mandate left was 528,167,606 Shares (the “**Unutilised General Mandate**”).

As the Outstanding Conversion Shares exceed the Unutilised General Mandate by 27,637,417 Shares (the “**Excess Conversion Shares**”), the Investors have the right to request the Company, pursuant to the terms of the Bonds, to pay in cash for any Outstanding Conversion Shares that the Company is unable to deliver upon the conversion of the outstanding Bonds.

Accordingly, the Company allotted and issued a total of 528,167,606 Conversion Shares (the “**Conversion Shares**”) to the Investors at the conversion price of HK\$1.8408 per Conversion Share on 8 October 2013 and will pay cash in the amount of HK\$121,051,887 to the Investors to satisfy the Excess Conversion Shares on or before 18 October 2013 in lieu of delivery of the Excess Conversion

Shares. The Conversion Shares rank pari passu with all the existing Shares as at the date of allotment and among themselves in all respects, and represent approximately 6% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares.

The Board welcomes the decision of the Investors and considers the full conversion of the Bonds by the Investors are in the interests of the Company and the Shareholders as a whole since (a) the liquidity and free float of Shares can be further enhanced; (b) the finance cost for the Bonds can be alleviated after the conversion; and (c) the market uncertainty over the dilution effect caused by the conversion of the Bonds can be eliminated.

The shareholding structure of the Company immediately before and after the issue of the Conversion Shares is set out below:

| Shareholders | Immediately before the issue and allotment of the Conversion Shares | | Immediately after the issue and allotment of the Conversion Shares | |
|---------------------------------------|---|--------|--|--------|
| | No. of shares | % | No. of shares | % |
| Directors (Note 1) | | | | |
| Mr. Li Shu Fu and his associates | 3,751,159,000 | 45.34 | 3,751,159,000 | 42.62 |
| Mr. Yang Jian | 8,000,000 | 0.10 | 8,000,000 | 0.09 |
| Mr. Gui Sheng Yue | 11,800,000 | 0.14 | 11,800,000 | 0.13 |
| Mr. An Cong Hui | 6,000,000 | 0.07 | 6,000,000 | 0.07 |
| Mr. Ang Siu Lun, Lawrence | 4,270,000 | 0.05 | 4,270,000 | 0.05 |
| Sub-total | 3,781,229,000 | 45.70 | 3,781,229,000 | 42.96 |
| The Investors | | | | |
| – Existing Shares (Note 2) | 69,186,392 | 0.84 | 69,186,392 | 0.79 |
| – Conversion Shares | – | – | 528,167,606 | 6.00 |
| Sub-total | 69,186,392 | 0.84 | 597,353,998 | 6.79 |
| Other substantial shareholders | | | | |
| BlackRock, Inc. (Note 2) | 394,543,539 | 4.77 | 394,543,539 | 4.48 |
| Citigroup Inc. (Note 2) | 388,447,119 | 4.70 | 388,447,119 | 4.41 |
| JPMorgan Chase & Co. (Note 2) | 493,588,265 | 5.97 | 493,588,265 | 5.61 |
| Sub-total | 1,276,578,923 | 15.44 | 1,276,578,923 | 14.50 |
| The Public | 3,146,284,619 | 38.02 | 3,146,284,619 | 35.75 |
| Total | 8,273,278,934 | 100.00 | 8,801,446,540 | 100.00 |

Note:

1. Mr. Li Shu Fu, Mr. Yang Jian, Mr. Gui Sheng Yue, Mr. An Cong Hui, and Mr. Ang Siu Lun, Lawrence are executive Directors.
2. As at the date of this announcement, the interest in the Company's Shares (excluding derivatives) of the substantial shareholders represented their long position disclosed to the Company pursuant to the Securities and Futures Ordinance.

Unless otherwise specified in this announcement, amounts denominated in RMB have been converted, for the purpose of illustration only, into HK\$ as follows:

$$RMB1 = HK\$1.13515$$

No representation is made that any amount in HK\$ could have been or could be converted at the above rate or at any other rates or at all.

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

Hong Kong, 8 October 2013

As at the date of this announcement, 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 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.