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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 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 Room 2301, 23rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 7 December 2018 at 4:30 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass with or without amendment, the following resolutions as ordinary resolutions of the Company:

1. **“THAT:**

- a) the conditional agreement dated 5 October 2018 (the “**Services Agreement**”) entered into between the Company and 浙江吉利控股集團有限公司 (Zhejiang Geely Holding Group Company Limited) (“**Geely Holding**”, together with its subsidiaries, the “**Geely Holding Group**”), a copy of which is tabled at the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purpose, pursuant to which, (i) the Group agreed to sell complete knock down kits to the Geely Holding Group; and (ii) the Group agreed to purchase complete buildup units, automobile parts and components from the Geely Holding Group, be and is hereby approved, ratified and confirmed;
- b) the annual cap amounts in respect of (i) the sales of complete knock down kits; and (ii) the purchase of complete buildup units, automobile parts and components for each of the three financial years ending 31 December 2021 be and hereby approved; and

- c) 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 authorized 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/her to be incidental to, ancillary to or in connection with the matters and transactions contemplated in the Services Agreement.”

2. **“THAT:**

- a) the conditional agreement dated 5 October 2018 (the **“Electric Vehicle Agreement”**) entered into among the Company, Geely Holding and 吉利集團有限公司 (Geely Group Company Limited) (**“GGL”**, together with its subsidiaries, the **“GGL Group”**), a copy of which is tabled at the meeting and marked **“B”** and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Group agreed to sell complete buildup units of electric vehicles to the Geely Holding Group and GGL Group, be and is hereby approved, ratified and confirmed;
- b) the annual cap amounts in respect of the sales of complete buildup units of electric vehicles for each of the three financial years ending 31 December 2021 be and hereby approved; and
- c) 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 authorized 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/her to be incidental to, ancillary to or in connection with the matters and transactions contemplated in the Electric Vehicle Agreement.”

3. **“THAT:**

- a) the conditional agreement dated 5 October 2018 (the **“Automobile Components Procurement Agreement”**) entered into between the Company and Geely Holding, a copy of which is tabled at the meeting and marked **“C”** and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Group agreed to purchase automobile components (including batteries, motors, electronic control system products, headlights, car seats etc.) from the Geely Holding Group, be and is hereby approved, ratified and confirmed;
- b) the annual cap amounts in respect of the purchase of automobile components for each of the three financial years ending 31 December 2021 be and hereby approved; and
- c) 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 authorized 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/her to be incidental to, ancillary to or in connection with the matters and transactions contemplated in the Automobile Components Procurement Agreement.”

4. **“THAT:**

the conditional sale and purchase agreement dated 5 October 2018 (the **“TZ Acquisition Agreement”**) entered into between, 浙江吉利動力總成有限公司 (Zhejiang Geely Dongli Zongcheng Company Limited), an indirect 99.1% owned subsidiary of the Company, as purchaser and 台州吉利羅佑發動機有限公司 (Taizhou Geely Luoyou Engines Company Limited), as vendor in relation to the acquisition of the entire registered capital of 台州濱海吉利發動機有限公司 (Taizhou Binhai Geely Engine Company Limited), a copy of which is tabled at the meeting and marked **“D”** and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and any one, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized to do all such acts and things which he/she/they may consider necessary, desirable or expedient to implement the transactions contemplated thereunder (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).”

5. **“THAT:**

the conditional sale and purchase agreement dated 5 October 2018 (the **“GZ Acquisition Agreement”**) entered into between, 浙江吉利動力總成有限公司 (Zhejiang Geely Dongli Zongcheng Company Limited), an indirect 99.1% owned subsidiary of the Company, as purchaser and 貴陽吉利發動機有限公司 (Guiyang Geely Engines Company Limited), as vendor in relation to the acquisition of the entire registered capital of 貴州吉利發動機有限公司 (Guizhou Geely Engine Company Limited), a copy of which is tabled at the meeting and marked **“E”** and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed and any one, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized to do all such acts and things which he/she/they may consider necessary, desirable or expedient to implement the transactions contemplated thereunder (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the directors of the Company).”

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

Hong Kong, 20 November 2018

*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.

*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, 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. Yeung Sau Hung, Alex, Mr. An Qing Heng and Mr. Wang Yang.*