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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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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)

**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, Wan Chai, Hong Kong on Wednesday, 18 May 2011 at 10:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use by the 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 branch 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.

30 March 2011

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RESPONSIBILITY STATEMENT

This document, 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 document is accurate and complete in all material respects; is not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this document misleading.

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 2301, 23/F., Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Wednesday, 18 May 2011 at 10:00 a.m., or any adjournment thereof (or as the case may be)
“Articles”	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
“Board”	the board of Directors
“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
“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”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 March 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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

DEFINITIONS

“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent
“2010 Annual Report”	the annual report of the Company for the year ended 31 December 2010

LETTER FROM THE BOARD



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. Ang Siu Lun, Lawrence
Mr. Liu Jin Liang
Mr. Yin Da Qing, Richard
Dr. Zhao Fuquan
Ms. Wei Mei

Non-executive Director:

Mr. Wang Yang

Independent non-executive Directors:

Mr. Lee Cheuk Yin, Dannis
Mr. Song Lin
Mr. Yeung Sau Hung, Alex

Registered office:

P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

Principal Place of Business

in Hong Kong:
Room 2301, 23rd Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

30 March 2011

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 (a) the granting to the Directors the Repurchase Mandate; (b) the granting to the Directors the General Mandate; (c) the extension of the General Mandate by adding to it the aggregate number of the issued Shares repurchased under the Repurchase Mandate; and (d) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE SECURITIES AND TO ISSUE NEW SECURITIES

General mandate to repurchase shares

At the Annual General Meeting, an ordinary resolution will be proposed to the 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 resolution. The Company's authority is restricted to repurchase Shares of the Company on the market in accordance with the Listing Rules. 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 the Articles or any applicable law of the Cayman Islands or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I of 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, a resolution will also be proposed to the 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 resolution. Based on 7,441,355,450 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 1,488,271,090 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 the 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 Company's 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, provided always that any Director appointed pursuant to Article 119 or Article 122(a) 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 Company's 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.

Pursuant to Article 116 of the Company's Articles of Association, Mr. Li Shu Fu, Mr. Gui Sheng Yue, Ms. Wei Mei, Mr. Wang Yang, Mr. Song Lin and Mr. Lee Cheuk Yin, Dannis shall retire by rotation and being eligible, will offer themselves 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.

CONTINUOUS APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR SERVING MORE THAN 9 YEARS

According to paragraph A.4.3 of Appendix 14 to the Listing Rules, serving a company for more than 9 years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than 9 years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders.

Mr. Lee Cheuk Yin, Dannis has served as an Independent Non-executive Director since 28 June 2002 and he would serve the Company for more than 9 years from 28 June 2011 onwards. Nonetheless, the Company has received from Mr. Lee Cheuk Yin, Dannis a confirmation on independence pursuant to Rule 3.13 of the Listing Rules. Taking into account his independent status in the Board in the past years, and that he does not hold any executive functions or is not involved in the day-to-day management of the Company, the Directors consider Mr. Lee Cheuk Yin, Dannis to be independent under the Listing Rules despite the fact that if successfully re-elected in the forthcoming Annual General Meeting, he would have served the Company for more than 9 years from 28 June 2011 onwards.

Accordingly, the Directors would like to seek from the Shareholder an approval for the continuous appointment of Mr. Lee Cheuk Yin, Dannis as an Independent Non-executive Director at the forthcoming Annual General Meeting.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 15 to 18 of this circular.

A form of proxy for use by the 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 branch 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.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the 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.

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 the Shareholders as a whole. Accordingly, the Directors recommend the 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 the 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 shares on the Stock Exchange subject to certain restrictions, 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 by specific approval.

(b) Source of funds

Repurchases of shares must be funded entirely from the company's available cashflow or working capital facilities 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 Cayman Islands.

REASONS FOR SHARES REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares of the Company on the market. 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 its 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 the Shareholders as a whole.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,441,355,450 Shares. Subject to the passing of the 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 744,135,545 Shares, being 10% of the issued share capital of the Company, during the period ending on the earlier of the conclusion of the next

annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the 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 2010) 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 the Shareholders to sell any Shares to the Company.

No connected person has notified the Company that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or 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.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 50.41% 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 56.01%, such an increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

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>
2010		
March	4.300	3.800
April	4.290	3.330
May	3.470	2.550
June	2.880	2.330
July	2.960	2.290
August	3.140	2.510
September	3.850	2.520
October	4.820	3.600
November	5.160	4.100
December	4.430	3.250
2011		
January	3.900	3.350
February	3.810	3.260
March (up to 24 March 2011)	3.520	2.780

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 47, joined the Group on 9 June 2005 as Chairman and Executive Director, and is responsible for the overall strategic planning and formulation of the corporate policies of the Group. Mr. Li holds a Master 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 associates). Geely Holding and its subsidiaries are principally engaged in manufacturing and sales of automobiles in the PRC. Mr. Li has over 20 years of experience in the investment and management of the automobile manufacturing business and real estate 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 China.

As at the Latest Practicable Date, Mr. Li was the 100% beneficial owner of Proper Glory, the controlling shareholder of the Company interested in approximately 50.41% 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 of the Company in accordance with the Articles. The director’s emolument of Mr. Li for the year ended 31 December 2010 was HK\$420,000. Such director’s emolument was determined with reference to the experience and duties of Mr. Li as well as the prevailing market conditions and will be subject to review by the remuneration committee of the Company 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) 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. Gui Sheng Yue, aged 47, joined the Group on 9 June 2005 as Executive Director and is responsible for the administration of the Company. Mr. Gui has over 20 years 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 Xian Jiaotong University and a Master degree in Business Administration from University of San Francisco. Mr. Gui was appointed as the Chief Executive Officer of the Company with effect from 23 February 2006.

As at the Latest Practicable Date, Mr. Gui was interested in 8,000,000 Shares, representing approximately 0.11% 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 0.15% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Gui did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. 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 of the Company in accordance with the Articles. The director's emolument of Mr. Gui for the year ended 31 December 2010 was HK\$1,720,400. Such director's emolument was determined with reference to the experience and duties of Mr. Gui as well as the prevailing market conditions and will be subject to review by the remuneration committee of the Company from time to time. Also, the Company provided Mr. Gui with a director's quarter of rentals of HK\$179,200 for the year ended 31 December 2010 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 Rule 13.51(2) 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.

Ms. Wei Mei, aged 42, joined the Group on 17 January 2011 as Executive Director. Ms. Wei is the 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 Degree in Management and a Bachelor 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 3,000,000 Shares, representing approximately 0.04% 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 of the Company in accordance with the Articles. The annual director's fee of Ms. Wei will be HK\$10,000 and such director's fee is determined with reference to the experience and duties of Ms. Wei as well as the prevailing market conditions and will be subject to review by the remuneration committee of the Company 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) of the Listing Rules, nor are there other matters in relation to the appointment of Ms. Wei Mei that need to be brought to the attention of the holders of securities of the Company.

Mr. Wang Yang, aged 36, joined the Group as Non-executive Director on 15 September 2010. Mr. Wang holds a Bachelor of Engineering dual-degree in Management Engineering and Computer Science and a Master of Science degree in Management Science and Engineering from the Shanghai Jiaotong University. Mr. Wang used to work in Goldman Sachs ("GS") Principle Investment Area as a managing director. From 2006 to 2010, working in GS, he focused on private equity investments in China. During the period, he led the Goldman Sachs' US\$245 million convertible bond investment transaction in the Company. Prior to that, Mr. Wang worked in China International Capital Corporation ("CICC") investment banking division as a vice president from 2002 to 2006, focusing on China-based companies' initial public offerings and restructurings. Mr. Wang served major state-owned enterprises in various sectors during this period. Prior to CICC's investment banking division, Mr. Wang worked in CICC's Private Equity Group from 2000 to 2001.

As at the Latest Practicable Date, Mr. Wang 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. Wang 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. Wang 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. Wang and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The director's emolument of Mr. Wang for the period from 15 September 2010, date of appointment, to 31 December 2010 was HK\$35,000. Such director's emolument was determined with reference to the experience and duties of Mr. Wang as well as the prevailing market conditions and will be subject to review by the remuneration committee of the Company 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) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Wang that need to be brought to the attention of the holders of securities of the Company.

Mr. Song Lin, aged 48, joined the Group as Independent Non-executive Director on 27 September 2004. Mr. Song holds a Bachelor's degree in Solid Mechanics from the University of Tong Ji in Shanghai, China. He is concurrently Chairman of China Resources (Holdings) Company Limited and China Resources National Corporation. Mr. Song is also a Non-executive Director of The Bank of East

Asia (China) Limited. Mr. Song was previously the Chairman of China Resources Power Holdings Company Limited (HK Stock Code: 836) and China Resources Microelectronics Limited (HK Stock Code: 597) and resigned from such positions on 9 July 2010 and 4 June 2010, respectively. Mr. Song was also the Chairman of China Resources Enterprise, Limited (HK Stock Code: 291), China Resources Land Limited (HK Stock Code: 1109) and China Resources Logic Limited (now renamed as China Resources Gas Group Limited) (HK Stock Code: 1193) and an Independent Non-executive Director of China Merchants Bank Co., Ltd. (HK Stock Code: 3968).

As at the Latest Practicable Date, Mr. Song was also interested in options for subscribing 1,000,000 Shares, representing approximately 0.01% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Song 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. Song 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. Song and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The director's emolument of Mr. Song for the year ended 31 December 2010 was HK\$120,000. Such director's emolument was determined with reference to the experience and duties of Mr. Song as well as the prevailing market conditions and will be subject to review by the remuneration committee of the Company 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) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Song that need to be brought to the attention of the holders of securities of the Company.

Mr. Lee Cheuk Yin, Dannis, aged 40, joined the Group as Independent Non-executive Director on 28 June 2002. He obtained the Bachelor of Business Administration from Texas A & M University, the USA. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. He possesses over 18 years of experience in accounting and auditing field. Mr. Lee is an Executive Director of Guojin Resources Holdings Limited (HK Stock Code: 630), a Non-executive Director of Kam Hing International Holdings Limited (HK Stock Code: 2307) and an Independent Non-executive Director of Tiangong International Company Limited (HK Stock Code: 826). Mr. Lee was an Executive Director of AMVIG Holdings Limited (HK Stock Code: 2300) until 1 March 2010.

As at the Latest Practicable Date, Mr. Lee was also interested in options for subscribing 1,000,000 Shares, representing approximately 0.01% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Lee 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. Lee 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. Lee and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The director's emolument of Mr. Lee for the year ended 31 December 2010 was HK\$120,000. Such director's emolument was determined with reference to the experience and duties of Mr. Lee as well as the prevailing market conditions and will be subject to review by the remuneration committee of the Company 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) of the Listing Rules, nor are there other matters in relation to the appointment of Mr. Lee that need to be brought to the attention of the holders of securities of the Company.

NOTICE OF ANNUAL GENERAL MEETING



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, Wan Chai, Hong Kong on Wednesday, 18 May 2011 at 10:00 a.m. for the following purposes:

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 2010.
2. To declare a final dividend for the year ended 31 December 2010.
3. To re-elect Mr. Li Shu Fu as an executive director.
4. To re-elect Mr. Gui Sheng Yue as an executive director.
5. To re-elect Ms. Wei Mei as an executive director.
6. To re-elect Mr. Wang Yang as a non-executive director.
7. To re-elect Mr. Song Lin as an independent non-executive director.
8. To re-elect Mr. Lee Cheuk Yin, Dennis who would have served the Company for more than 9 years from 28 June 2011 onwards as an independent non-executive director.
9. To authorise the Board of Directors to fix the remuneration of the Directors.
10. To re-appoint Grant Thornton Jingdu Tianhua as the auditors of the Company and to authorise the Board of Directors to fix their remuneration.

As Special Business

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

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 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

NOTICE OF ANNUAL GENERAL MEETING

Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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;
- (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 set out in this resolution is revoked or varied by ordinary resolution of the shareholders in general meeting.”

12. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and 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;

NOTICE OF ANNUAL GENERAL MEETING

(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 no. 11 as set out in the notice convening the meeting of which this resolution forms part; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (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).”

13. “**THAT** conditional upon the passing of resolutions nos. 11 and 12 as set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the directors of the Company pursuant to resolution no. 12 as set out in the notice convening the 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 no. 11 as set out in the notice convening the 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, 30 March 2011

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- 1) The Register of Members of the Company will be closed from Thursday, 12 May 2011 to Wednesday, 18 May 2011 (both days inclusive), for the purpose of establishing the entitlement of members to the proposed final dividend and also to vote at the meeting convened by the above notice. During this period, no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend and voting, all transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch 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 Wednesday, 11 May 2011.
- 2) 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.
- 3) 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 branch 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.
- 4) 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, Mr. Yang Jian, Mr. Gui Sheng Yue, Mr. Ang Siu Lun, Lawrence, Mr. Yin Da Qing, Richard, Mr. Liu Jin Liang, Dr. Zhao Fuquan and Ms. Wei Mei, the non-executive director of the Company is Mr. Wang Yang and the independent non-executive directors of the Company are Mr. Song Lin, Mr. Lee Cheuk Yin, Dannis, and Mr. Yeung Sau Hung, Alex.