



# 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)

## FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 18 APRIL 2007

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (the "Shares") of HK\$0.02 each in the capital of Geely Automobile Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup>, \_\_\_\_\_ or \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Room 2301, 23rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, on Wednesday, 18 April 2007 at 10:00 a.m. (and at any adjournment thereof, as the case may be) (the "Meeting") for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of such resolutions as hereinunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve, confirm and ratify the Equity Transfer Agreement (as defined in the circular of the Company dated 2 April 2007, the "Circular");		
2.	To approve, confirm and ratify the Amended and Restated JV Agreement (as defined in the Circular);		
3.	To approve, confirm and ratify the Land and Facilities Contract (as defined in the Circular) and to approve and confirm the rent payable for each of the three years ending 31 December 2009 under the Land and Facilities Contract (please refer to the Circular for details);		
4.	To approve, confirm and ratify the Contract Manufacturing Agreement (as defined in the Circular) and to approve and confirm the annual cap amount for each of the three years ending 31 December 2009 contemplated under the said agreement (please refer to the Circular for details);		
5.	To approve, confirm and ratify the Supply and Purchase Agreement for Parts and Components (as defined in the Circular) and to approve and confirm the annual cap amount for each of the three years ending 31 December 2009 contemplated under the said agreement (please refer to the Circular for details);		
6.	To approve, confirm and ratify the Supply and Purchase Agreement for Automobile Parts, Components and Sub-Assembly (as defined in the Circular) and to approve and confirm the annual cap amount for each of the three years ending 31 December 2009 contemplated under the said agreement (please refer to the Circular for details).		

Dated this \_\_\_\_\_ day \_\_\_\_\_ of 2007 Signature(s)<sup>5</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for the resolution, please put a tick in the box marked "**FOR**". If you wish to vote against the resolution, please put a tick in the box marked "**AGAINST**". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than the resolution referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized on that corporation's behalf.
- In the case of joint registered holders of any Share(s), any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Room 1803, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting.
- A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.