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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)

NOTICE OF THE EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Geely Automobile Holdings Limited (the “**Company**”) will be held at Room 2301, 23rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, on Thursday, 4 May 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the supplemental supply agreement (the “**Supplemental Supply Agreement**”) dated 20 March 2006 entered into between Zhejiang Fulin Guorun Automobiles Parts & Components Co. Ltd. (“**Fulin Guorun**”) and Zhejiang Geely Automobile Co. Ltd. (“**Zhejiang Geely JV**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, pursuant to which Fulin Guorun will sell automobile parts and components to Zhejiang Geely JV and its subsidiaries in the manufacture of automobiles, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the proposed caps in relation to the Continuing Connected Transactions (as defined in the circular of the Company dated 10 April 2006 (the “**Circular**”), a copy of which is tabled for the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose, for each of the three financial years ending 31 December 2008 being HK\$238 million, HK\$359 million and HK\$518 million respectively be and are 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 authorised 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/them to be incidental to, ancillary to or in connection

with the matters contemplated in the Supplemental Supply Agreement and/or the Continuing Connected Transactions.”

By Order of the Board of
GEELY AUTOMOBILE HOLDINGS LIMITED
David C.Y. Cheung
Company Secretary

Hong Kong, 10 April 2006

Head office and principal place of business in Hong Kong:

Room 2301, 23rd Floor

Great Eagle Centre

23 Harbour Road

Wanchai

Hong Kong

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either executed under its common seal or under the hand of any officer, attorney or other person authorised to sign the same.
2. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person (who must be an individual) as his/her proxy to attend and vote, in the event of a poll, instead of him/her. A proxy need not be a member of the Company but must attend the meeting in person to represent him/her.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at 311-312 Two Exchange Square, Central, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting thereof (as the case may be) should they so wish and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any share(s), any one of such joint holders may vote at the meeting, either in person or by proxy (in the case of a poll), in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy (in the case of a poll). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the executive directors are Messrs. Li Shu Fu, Ang Siu Lun, Lawrence, Xu Gang, Yang Jian, Yin Da Qing, Richard, Liu Jin Liang, Zhao Jie and Gui Sheng Yue and the independent non-executive directors are Messrs. Lee Cheuk Yin, Dannis, Song Lin and Yeung Sau Hung, Alex.

Please also refer to the published version of this announcement in The Standard.