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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 AND RE-ELECTION OF DIRECTORS

A notice of the Annual General Meeting to be held at Fuji Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 25 May 2005 at 3:00 p.m. is set out on pages 11 to 14 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, Standard Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester 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.

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RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein 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 the Fuji Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 25 May 2005 at 3:00 p.m., or any adjournment thereof (or as the case may be)
“Article(s)”	the articles of association of the Company
“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
“Directors”	the directors 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 dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 April 2005, 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”	authority to repurchase the issued and 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.
“2004 Annual Report”	the annual report of the Company for the year ended 31 December 2004

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. He Xuechu
Mr. Xu Xing Yao
Mr. Ang Siu Lun, Lawrence
Mr. Ku Wai Kwan
Mr. Zhou Teng
Mr. Zhang Zhe
Mr. Nan Yang
Mr. Wong Hing Kwok

Independent Non-executive Directors:

Mr. Lee Cheuk Yin, Dannis
Mr. Song Lin

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

29 April 2005

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
AND
RE-ELECTION OF DIRECTORS**

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) granting to the Directors a Repurchase Mandate; (b) granting to the Directors a general mandate to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the resolution; (c) the extension of the general mandate to issue Shares by adding to it the aggregate number of the issued Shares repurchased under the Repurchase Mandate; and (d) re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

General mandate to repurchase shares

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given 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 laws 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 that the Directors be given the General Mandate in order to ensure flexibility and discretion to the Directors to issue new shares. In addition, a resolution will also be proposed to extend the General Mandate by adding to it the number of such shares repurchased under 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 (other than the managing director or joint managing director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding, one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.

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 causal vacancy or as an addition to the Board. Any Director so appointed shall hold office only until next following annual general meeting of the Company 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.

LETTER FROM THE BOARD

Pursuant to Article 116 of the Company's Articles of Association, Messrs. He Xuechu, Wong Hing Kwok and Lee Cheuk Yin, Dannis shall retire by rotation and be eligible for re-election at the Annual General Meeting. In addition, Mr. Song Lin being Director appointed after the Company's last annual general meeting held on 18 May 2004, will hold office only until the Annual General Meeting pursuant to Article 99 of the Company's Articles of Association. All of them are eligible and were offered for re-election at the Annual General Meeting.

A brief biographical details of the retiring Directors are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 11 to 14 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, Standard Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester 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 Article 80, every resolution submitted to a general meeting shall be determined on a show of hands in the first instance by the Shareholders present in person, but a poll may be demanded (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) by the Chairman or by:

- (a) at least 5 Shareholders present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and entitled to vote at the meeting; or
- (b) any Shareholder or Shareholders present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

RECOMMENDATION

The Directors consider that all the proposed resolutions to be put forward at the Annual General Meeting 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 all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Geely Automobile Holdings Limited
He Xuechu
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 would only make such repurchases in circumstances where they consider them to be in the best interests of the Company.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,120,264,902 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 412,026,490 Shares 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 2004) 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 an 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 nor, to the best of their knowledge having made all reasonable enquiries, 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.

As at the Latest Practicable Date, Proper Glory Holding Inc. ("Proper Glory"), the only Substantial shareholder of the Company holding more than 10% of the issued share capital of the Company, held a total of 2,500,000,000 Shares representing 60.68% of the issued share capital of the Company. In the

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 of Proper Glory, together with parties presumed to be acting in concert with it, in the Company will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase shares if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Repurchase Mandate in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

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>
2004		
April	1.110	0.660
May	0.820	0.670
June	0.840	0.540
July	0.650	0.465
August	0.480	0.370
September	0.410	0.345
October	0.460	0.355
November	0.440	0.375
December	0.405	0.355
2005		
January	0.415	0.345
February	0.550	0.400
March	0.530	0.475
April (up to 27 April 2005)	0.485	0.420

The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. He Xuechu, aged 42, is the Chairman of the Company and is responsible for the overall strategic planning and formulation of the corporate policies of the Group. Mr. He graduated from Anhui Finance and Trade College, China in 1983 with a Bachelor degree in Economics. Prior to the establishment of his own business in 1997, he was the Deputy General Manager in the Finance Department of China Resources (Holdings) Company Limited. Mr. He has over 20 years of extensive experience in financial management and investment field.

Proper Glory Holdings Inc., a substantial shareholder of the Company, is a private company incorporated in the British Virgin Islands and is beneficially owned as to 32% by Mr. He.

Save as disclosed above, Mr. He did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company as at the Latest Practicable Date. There is no fixed term of service for Mr. He 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 fee of Mr. He for the year ended 31 December 2004 was HK\$792,000. The director's fee is determined with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the market benchmark.

Mr. Wong Hing Kwok, aged 60, is the Executive Director of the Company and is responsible for the administration of the Company. Mr. Wong graduated from Nanchang Aviation Institute, China. He is also a director of a private investment company in China and a general manager of a private real estate development company in China. Prior to that, he was a director of a private company, which involved in the development of large-scale residential property project in Shanghai. Mr. Wong has over 21 years of experience in operating and managing electronics, property and construction businesses.

As at the Latest Practicable Date, Mr. Wong did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. He did not have any interests in the Shares within the meaning of Part XV of the SFO. There is no fixed term of service for Mr. Wong 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 fee of Mr. Wong for the year ended 31 December 2004 was HK\$337,000. The director's fee is determined with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the market benchmark.

Mr. Lee Cheuk Yin, Dannis, aged 34, joined the Group as Independent Non-executive Director on 28 June 2002. He graduated 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 10 years of experience in accounting and auditing field. Mr. Lee is the Executive Director of both Vision Grande Group Holdings Limited (HK Stock Code: 2300) and Norstar Founders Group Limited (HK Stock Code: 2339), and is also the Independent Non-executive director of Dawnrays Pharmaceutical (Holdings) Limited (HK Stock Code: 2348).

As at the Latest Practicable Date, Mr. Lee did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. He did not have any interests in the Shares within the meaning of Part XV of the SFO. There is no fixed term of 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 fee of Mr. Lee for the year ended 31 December 2004 was HK\$120,000. Mr. Lee is entitled to a mutually agreed director's fee of HK\$120,000 per annum.

Mr. Song Lin, aged 41, joined the Group as Independent Non-executive Director on 27 September 2004. He holds a Bachelor degree in Mechanics from the University of Tong Ji in Shanghai, China. He is currently the President and Executive Director of China Resources (Holdings) Company Limited and China Resources National Corporation, Chairman and Managing Director of China Resources Enterprise, Limited (HK Stock Code: 291), Chairman of China Resources Power Holdings Company Limited (HK Stock Code: 836) as well as Chairman of China Resources Logic Limited (HK Stock Code: 1193).

As at the Latest Practicable Date, Mr. Song did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. He did not have any interests in the Shares within the meaning of Part XV of the SFO. There is no fixed term of 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 fee of Mr. Song for the year ended 31 December 2004 was HK\$2,611. Mr. Song is entitled to a mutually agreed director's fee of HK\$10,000 per annum.

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 Fuji Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 25 May 2005 at 3:00 p.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 2004.
2. To declare a final dividend for the year ended 31 December 2004.
3. To re-elect retiring directors and to authorise the Board of Directors to fix their remuneration.
4. To re-appoint auditors 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 an ordinary resolution of the Company:

5. **“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 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

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose 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 an ordinary resolution of the shareholders in general meeting.

6. **“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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

“Relevant Period” shall have the same meaning as that ascribed to it under resolution no. 5 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).”

7. “**THAT** conditional upon the passing of the resolutions nos. 5 and 6 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 the resolution no. 6 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. 5 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
He Xuechu
Chairman

Hong Kong, 28 April 2005

Notes:

- 1) The Register of Members of the Company will be closed from Monday, 23 May 2005 to Wednesday, 25 May 2005 (both days inclusive), for the purpose of establishing the entitlement of members 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 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, Standard Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 20 May 2005.
- 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, Standard Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

- 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, Mr. He Xuechu, Mr. Xu Xing Yao, Mr. Ang Siu Lun, Lawrence, Mr. Zhou Teng, Mr. Ku Wai Kwan, Mr. Nan Yang, Mr. Zhang Zhe and Mr. Wong Hing Kwok are the executive directors of the Company and Mr. Lee Cheuk Yin, Dannis, and Mr. Song Lin are the independent non-executive directors of the Company.