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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)

- (i) GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES;**
- (ii) RE-ELECTION OF DIRECTORS;**
- (iii) PROPOSED TERMINATION OF THE EXISTING SHARE OPTION
SCHEME AND ADOPTION OF THE NEW SHARE OPTION SCHEME;**
- (iv) PROPOSED ELECTION OF LANGUAGE AND MEANS OF RECEIPT OF
CORPORATE COMMUNICATIONS;**
- (v) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES
OF ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION; AND
NOTICE OF ANNUAL GENERAL MEETING**
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A notice of the Annual General Meeting to be held at Room 2301, 23/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 18 May 2012 at 10:00 a.m. is set out on pages 31 to 50 of this circular. A form of proxy for use by 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 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.

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RESPONSIBILITY STATEMENT

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

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 2301, 23/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 18 May 2012 at 10:00 a.m., or any adjournment thereof (or as the case may be)
“approved independent financial adviser”	the independent financial adviser as approved by the Board
“Articles of Association”	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
“Auditors”	the auditors for the time being of the Company
“Board”	the board of directors of the Company
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities
“Companies Law”	the Companies Law (2011 Revision) (Cap. 22) of the Cayman Islands, as may be amended from time to time
“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
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Corporate Communications”	any document issued or to be issued by the Company for the information or action of Shareholders as defined in Rule 1.01 of the Listing Rules, including but not limited to, (a) the directors’ report, its annual accounts together with a copy of the auditor’s report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form

DEFINITIONS

“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	any full-time or part-time employees, executives, officers or directors (including independent non-executive directors) of the Company or any of the Subsidiaries and any advisors, consultants, agents, suppliers, customers, distributors and such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of the Subsidiaries
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted on 31 May 2002, which will expire on 30 May 2012
“Expiry Date”	in respect of an Option, the date of the expiry of the Option as may be determined by the Board which shall not be later than the last day of the Option Period in respect of such Option
“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
“Grantee”	any Eligible Participant who accepts the offer of the grant of an Option in accordance with the rules of the New Share Option Scheme
“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 March 2012, 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
“Memorandum and Articles of Association”	the consolidated Memorandum of Association and Articles of Association as may be restated and amended from time to time
“Memorandum of Association”	the memorandum of association of the Company as may be amended from time to time

DEFINITIONS

“New Share Option Scheme”	the new share option scheme proposed to be adopted by the Company at the AGM, a summary of the principal terms of which is set out in Appendix III to this circular
“Option(s)”	a right granted by the Company under the share option scheme effective at the time, which right permits (but does not obligate) a Grantee to subscribe for Shares in accordance with the terms of the share option scheme effective at the time
“Option Period”	in respect of an Option, the period to be notified by the Board to each Grantee within which the Option may be exercisable provided that such period of time shall not exceed a period of ten years commencing on the date upon which such Option is deemed to be granted and accepted
“other schemes”	other than the New Share Option Scheme, all the schemes involving the grant by the Company of options over Shares or other securities of the Company to, or for the benefit of, specified participants of such schemes or any arrangement involving the grant of options to participants over Shares or other securities of the Company which, in the opinion of the Stock Exchange, is analogous to a share option scheme as described in Chapter 17 of the Listing Rules
“Personal Representative(s)”	a person or persons who, in accordance with the laws of succession applicable in respect of the death of such Grantee is or are entitled to exercise the Option accepted by such Grantee (to the extent not already exercised) in consequence of the death of such Grantee
“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
“Scheme Period”	a period commencing on the adoption of the New Share Option Scheme by Shareholders and ending on the tenth anniversary of such date (both dates inclusive)
“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

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) whether incorporated in the Cayman Islands, British Virgin Islands, the People’s Republic of China or elsewhere and “Subsidiaries” shall be construed accordingly
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

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
Dr. Zhao Fuquan
Ms. Wei Mei
Mr. Li Dong Hui, Daniel
Mr. An Cong Hui

Non-executive Directors:

Mr. Yin Da Qing, Richard
Mr. Wang Yang

Independent Non-executive Directors:

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

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Principal Place of Business
in Hong Kong:*

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

29 March 2012

To the Shareholders

Dear Sir/Madam,

- (i) GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES;**
(ii) RE-ELECTION OF DIRECTORS;
**(iii) PROPOSED TERMINATION OF THE EXISTING SHARE OPTION
SCHEME AND ADOPTION OF THE NEW SHARE OPTION SCHEME;**
**(iv) PROPOSED ELECTION OF LANGUAGE AND MEANS OF RECEIPT OF
CORPORATE COMMUNICATIONS;**
**(v) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES
OF ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION; 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

LETTER FROM THE BOARD

adding to it the aggregate number of the issued Shares repurchased under the Repurchase Mandate; (d) the re-election of Directors; (e) the proposed termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme; (f) the proposed election of language and means of receipt of Corporate Communications; and (g) the proposed amendments to the Memorandum and Articles of Association and adoption of amended and restated Memorandum and Articles of Association.

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 to 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 on the Stock Exchange 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 of Association or any applicable law of the Cayman Islands or the date upon which such authority is revoked or varied by an ordinary resolution of Shareholders at a general meeting of the Company.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to 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 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 7,460,760,450 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 1,492,152,090 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 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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Article 116 of the 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.

Pursuant to Article 99 of the 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 Articles of Association, Mr. Ang Siu Lun, Lawrence, Mr. Liu Jin Liang, Mr. Yin Da Qing, Richard and Mr. Yeung Sau Hung, Alex shall retire by rotation and offer themselves for re-election at the Annual General Meeting. In addition, pursuant to Article 99 of the Articles of Association, Mr. Li Dong Hui, Daniel, Mr. An Cong Hui and Mr. Fu Yu Wu shall retire and be eligible 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.

TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND ADOPTION OF THE NEW SHARE OPTION SCHEME

Termination of the Existing Share Option Scheme

The Existing Share Option Scheme was adopted by the Company on 31 May 2002. Under the terms of the Existing Share Option Scheme, the Existing Share Option Scheme would remain in force for a period of 10 years from the date of its adoption. The Board proposes to terminate the Existing Share Option Scheme and adopt the New Share Option Scheme before the Existing Share Option Scheme expires on 30 May 2012 at the Annual General Meeting.

Upon termination of the Existing Share Option Scheme, no further options will be granted under the Existing Share Option Scheme. However, the rules of the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any Option granted prior to its termination, or otherwise to the extent as may be required in accordance with the rules of the Existing Share Option Scheme. All options granted under the Existing Share Option Scheme prior to its termination will continue to be valid and exercisable in accordance with the rules of the Existing Share Option Scheme.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had granted 1,368,120,000 Options to subscribe for a total of 1,368,120,000 Shares, of which 401,005,000 Options to subscribe for 401,005,000 Shares have been exercised, 371,280,000 Options to subscribe for 371,280,000 Shares have been cancelled and 35,000,000 Options to subscribe for 35,000,000 Shares have lapsed under the Existing Share Option Scheme. Accordingly, there were 560,835,000 outstanding Options to subscribe for 560,835,000 Shares as at the Latest Practicable Date. The Company has no intention to grant further options under the Existing Share Option Scheme from the Latest Practicable Date to the date of the Annual General Meeting.

Adoption of the New Share Option Scheme

Subject to the termination of the Existing Share Option Scheme, the Board proposes to adopt the New Share Option Scheme, which will be valid for 10 years from the date of its adoption. The purpose of the New Share Option Scheme is to replace the Existing Share Option Scheme. The Board considers that the New Share Option Scheme will provide Eligible Participants with the opportunity to acquire proprietary interests in the Company and to encourage Eligible Participants as incentives or rewards to work towards enhancing the value of the Company and its Shares for the benefit of the Company and Shareholders as a whole.

As at the Latest Practicable Date, there were 7,460,760,450 Shares in issue. Assuming that no further Share will be issued or repurchased prior to the date of the Annual General Meeting, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme on the date of its adoption would be 746,076,045 Shares, representing 10% of the total number of Shares in issue as at the date of approval of the New Share Option Scheme.

The terms of the New Share Option Scheme provide that in granting Options under the New Share Option Scheme, the Board may offer to grant any Options subject to such terms and conditions in relation to the minimum period of the Options to be held and/or the performance targets to be satisfied before such Options can be exercised and/or any other terms as the Board may determine in its absolute discretion. The Board considers that the flexibility given to the Directors for decision with regards to such conditions will place the Group in a better position to attract and retain human resources that are valuable to the growth and development of the Group as a whole. The basis for determining the subscription price of an Option complies with the requirements of Rule 17.03(9) of the Listing Rules and is specified in the New Share Option Scheme.

A summary of the principal terms of the New Share Option Scheme which is proposed to be approved and adopted by the Company at the Annual General Meeting is set out in Appendix III to this circular.

Conditions Precedent of the New Share Option Scheme

The New Share Option Scheme will take effect subject to and is conditional upon satisfaction of the following conditions:

- (a) the passing of the necessary resolutions by Shareholders to approve and adopt the rules of the New Share Option Scheme; and

LETTER FROM THE BOARD

- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares falling to be issued pursuant to the exercise of Options under the New Share Option Scheme.

Value of the Options

The Board considers that it is not appropriate to disclose the value of all Options that can be granted pursuant to the New Share Option Scheme as if they had been granted on the Latest Practicable Date prior to the approval of the New Share Option Scheme as the calculation of such value depends on a number of variables which cannot be ascertained at this stage, or can only be ascertained subject to a number of theoretical bases and speculative assumptions. Such variables include, but are not limited to, the subscription price for the Shares to be issued upon the exercise of the Options, the period for which the Options can be exercised, and whether or not the Options granted will be exercised by the Eligible Participants. The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on a number of speculative assumptions will not be meaningful and may be misleading to Shareholders.

A copy of the New Share Option Scheme will be available for inspection at the Company's principal place of business at Room 2301, 23/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong during normal business hours on any Business Day from the date of this circular until the date of the Annual General Meeting.

No Directors are trustees of the New Share Option Scheme or have a direct or indirect interest in the trustees.

Application will be made to the Listing Committee of the Stock Exchange for approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of any such Options that may be granted under the New Share Option Scheme.

No Shareholders have a material interest in the adoption of the New Share Option Scheme, and hence no Shareholders are required to abstain from voting on relevant resolution at the AGM.

PROPOSED ELECTION OF LANGUAGE AND MEANS OF RECEIPT OF CORPORATE COMMUNICATIONS

With reference to amendments made to the Listing Rules in connection with the Company's despatching of its Corporate Communications to Shareholders by electronic means or by posting these Corporate Communications on its website upon obtaining express or deemed consent from that Shareholder to do so, the Company intends to offer Shareholders the choice to receive Corporate Communications (i) by electronic means through the Company's website (<http://www.geelyauto.com.hk>) and the Stock Exchange's website (<http://www.hkexnews.hk>); or (ii) in printed form in English only, in Chinese only or in both English and Chinese. The Board considers such proposed election of language and means of receipt of Corporate Communications will enable the Company and Shareholders to contribute to nature conservation. Details of the proposed election of language and means of receipt of Corporate Communications are set out in Appendix IV to this circular.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

In light of the matters explained in the paragraph headed “Proposed Election of Language and Means of Receipt of Corporate Communications” in the Letter from the Board and Appendix IV to this circular, the Directors will propose to amend the Articles of Association for the purpose of allowing the Company to send and supply Corporate Communications to Shareholders by making them available on the Company’s website and the Stock Exchange’s website, subject to the compliance with the Listing Rules and the applicable laws by the Company.

In addition to the above amendment, certain minor housekeeping amendments to the Memorandum and Articles of Association will also be proposed at the Annual General Meeting, subject to the applicable laws and regulations, to delete certain obsolete provisions therein and add and/or amend certain provisions thereto so as to align them with the amendments to the Corporate Governance Code and associated Listing Rules promulgated by the Stock Exchange with effect from 1 January 2012 mostly and 1 April 2012 partly. Additional amendments will also be proposed to update all references of the Companies Law in the Memorandum and Articles of Association. Details of the proposed amendments to the Memorandum and Articles of Association are set out in Appendix V and the Notice of Annual General Meeting to this circular.

The proposed amendments to the Memorandum and Articles of Association and the proposed adoption of an amended and restated Memorandum and Articles of Association, which consolidates all the proposed amendments as set out in the Notice of Annual General Meeting and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings, are subject to the approval of the Shareholders by way of passing of the requisite special resolutions at the Annual General Meeting.

The legal adviser to the Company as to Hong Kong laws has confirmed that the proposed amendments to the Memorandum and Articles of Association as set out in Appendix V and the Notice of Annual General Meeting to this circular comply with the requirements of the Listing Rules. The legal adviser to the Company as to the Cayman Islands law has confirmed that the proposed amendments comply with the applicable laws of Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a Cayman Islands company listed on the Stock Exchange.

Shareholders are advised that the Memorandum and Articles of Association are available only in English and its Chinese translation as set out in the Notice of Annual General Meeting is for reference only. In case of any inconsistency, the English version shall prevail.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 31 to 50 of this circular.

LETTER FROM THE BOARD

A form of proxy for use by 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 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 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, the proposed re-election of Directors, the proposed termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme, the proposed election of language and means of receipt of Corporate Communications, the proposed amendments to the Memorandum and Articles of Association and the adoption of the amended and restated Memorandum and Articles of Association are in the best interests of the Company and 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 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 Shareholders as a whole to continue to have a general authority from 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 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 Shareholders as a whole.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,460,760,450 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company prior to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 746,076,045 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 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 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 2011) 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 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 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 a 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, 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 50.28 % 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 55.87%, 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 HK\$	Lowest HK\$
2011		
March	3.52	2.78
April	3.37	2.83
May	3.29	2.95
June	3.13	2.75
July	3.43	2.95
August	3.20	2.05
September	2.43	1.54
October	2.30	1.42
November	2.14	1.73
December	1.95	1.65
2012		
January	2.38	1.70
February	3.46	2.16
March (up to 23 March 2012)	3.56	2.78

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

Mr. Ang Siu Lun, Lawrence, aged 51, joined the Group on 23 February 2004 as an Executive Director and is mainly responsible for the international business development, capital market and investors' relationship of the Group. Mr. Ang holds a Bachelor of Science Degree in Physics and Computer Science and a Master of Business Administration Degree from the Chinese University of Hong Kong. Prior to joining the Group, Mr. Ang worked in a number of major international investment banks for seventeen years with extensive experience in equity research, investment banking and financial analysis, focusing on China asset market, automobile industry and investment banking business. Mr. Ang is an independent non-executive director of Genvon Group Limited (HK Stock Code: 2389) and a non-executive director of Honbridge Holdings Limited (HK Stock Code: 8137). Mr. Ang was also a non-executive director of Manganese Bronze Holdings Plc (London Stock Exchange Code: MNGS).

As at the Latest Practicable Date, Mr. Ang was interested in 4,270,000 Shares, representing approximately 0.06 % of the issued share capital of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Ang was also interested in options for subscribing 11,000,000 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. Ang 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. Ang 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. Ang and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The director's emolument of Mr. Ang for the year ended 31 December 2011 was HK\$2,099,800. Such director's emolument was determined with reference to the experience and duties of Mr. Ang as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board 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. Ang that need to be brought to the attention of the holders of securities of the Company.

Mr. Liu Jin Liang, aged 47, joined the Group on 9 June 2005 as an Executive Director. Mr. Liu is responsible for the domestic motor vehicles sales, development of customer service and brand management, and domestic and international logistics management of complete buildup units (CBUs). Mr. Liu is also a vice president of Zhejiang Geely Holding Group Company Limited ("Geely Holding"). Mr. Liu graduated from the Capital University of Economics and Business, focusing on industrial enterprise management. Prior to joining Geely Holding in 1995, Mr. Liu held a number of management positions in several major hotels in China. Mr. Liu has about 15 years of experience in sales and marketing of motor vehicles, brand building, development of logistics management, development of customer service and enterprise operation management in China.

As at the Latest Practicable Date, Mr. Liu was interested in 6,000,000 Shares, representing approximately 0.08% of the issued share capital of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Liu was also interested in options for subscribing 9,000,000 Shares, representing approximately 0.12% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Liu 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. Liu 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. Liu and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The annual director's fee of Mr. Liu for the year ended 31 December 2011 was HK\$10,000 and such director's fee is determined with reference to the experience and duties of Mr. Liu as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board 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. Liu that need to be brought to the attention of the holders of securities of the Company.

Mr. Li Dong Hui, Daniel, aged 42, joined the Group on 23 May 2011 as an Executive Director. Mr. Li is a vice president and CFO of Geely Holding since April 2011 and is responsible for the overall strategic planning on the Group's finance, investments and financing activities. He is also a director of DSI Holdings Pty Limited, a wholly-owned subsidiary of the Company. Mr. Li has extensive professional and senior managerial experiences with both the PRC and sino-foreign multinational companies, particularly in the fields of accounting management, financing structure, strategic planning and business development. Prior to joining Geely Holding, he held key finance and accounting management positions as vice president, CFO, general manager and business development director in the PRC companies including Guangxi Liugong Machinery Company Ltd. (2010), Danfoss (Tianjin) Ltd. (1996) and China Academy of Post and Telecommunication (1991), and sino-foreign multinational companies including headquarter of Cummins Inc., and its China Division (2006-2009), BMW Brilliance Automotive Ltd (2001-2005), ASIMCO Braking System (Guangzhou) Co., Ltd. and ASIMCO Braking System (Zhuhai) Co., Ltd. (1997-2001). Mr. Li graduated from the Kelley School of Business of Indiana University in the USA with a Master's Degree in Business Administration in 2010 and graduated from the Beijing Institute of Machinery in the PRC with a Master's Degree in Management Engineering with a major in Financial Management in 1997. Also, Mr. Li graduated from the Renmin University of China in the PRC with a Bachelor's Degree in Philosophy in 1991. Mr. Li is also a non-executive director of Manganese Bronze Holdings Plc (London Stock Exchange Code: MNGS).

As at the Latest Practicable Date, Mr. Li was interested in options for subscribing 7,000,000 Shares, representing approximately 0.09% 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. Save as disclosed above, 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 in accordance with the Articles of Association. The annual director's fee of Mr. Li will be HK\$10,000 and such director's fee is determined with reference to the experience and duties of Mr. Li as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board of the Company from time to time; the director's fee of Mr. Li for the period from 23 May 2011, date of appointment, to 31 December 2011 was HK\$6,077. 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. An Cong Hui, aged 42, joined the Group on 30 December 2011 as an Executive Director, and is responsible for the overall administration of the Group. Mr. An has been a vice president of Geely Holding since 2003, and has been appointed as the president of Geely Holding with effect from 29 December 2011. Mr. An is currently a director of the principal operating subsidiary, namely Zhejiang Jirun Automobile Company Limited, and certain Subsidiaries of the Group. Mr. An was previously in charge of the overall operation under the "Emgrand" brand line following the implementation of multi-brand strategy by the Group and production of gearboxes, engines and drivetrain systems of the Group. Mr. An has extensive professional knowledge and senior managerial experience in the automotive industry, particularly in the field of automotive engineering. He joined Geely Holding since 1996 after graduation from the Hubei University of Economic and Management with a Diploma in Contemporary Accounting. From 1996 to now, Mr. An has held various key positions in Geely Holding including chief engineering officer and general manager.

As at the Latest Practicable Date, Mr. An was interested in 6,000,000 Shares, representing approximately 0.08% of the issued share capital of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. An was also interested in options for subscribing 9,000,000 Shares, representing approximately 0.12% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. An 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. An 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. An and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The annual director's fee of Mr. An will be HK\$10,000 and such director's fee is determined with reference to the experience and duties of Mr. An as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board of the Company from time to time; the director's fee of Mr. An for the period from 30 December 2011, date of appointment, to 31 December 2011 was HK\$54. 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. An that need to be brought to the attention of the holders of securities of the Company.

Mr. Yin Da Qing, Richard, aged 62, joined the Group on 9 June 2005 as an Executive Director and he has been re-designated to a Non-executive Director of the Company with effect from 30 December 2011. Mr. Yin has about 40 years of experience in accounting and finance and held key executive positions in various Chinese and multinational companies in China including Dupont Textile, Dupont Agricultural Chemicals, Brilliance Holding and Shenyang Jinbei Passenger Vehicle Manufacturing Co. Ltd. Mr. Yin was accredited as one of “The 10 Most Outstanding Chief Financial Officers” in the PRC in year 2006.

As at the Latest Practicable Date, Mr. Yin was interested in 6,600,000 Shares, representing approximately 0.09% of the issued share capital of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Yin was also interested in options for subscribing 11,000,000 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. Yin 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. Yin 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. Yin and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The annual director’s fee of Mr. Yin for the period from 1 January 2011 to 29 December 2011, as an Executive Director, and for the period from 30 December 2011 to 31 December 2011, as a Non-executive Director was HK\$10,000 and such director’s fee is determined with reference to the experience and duties of Mr. Yin as well as the Company’s remuneration policy and will be subject to review by the remuneration committee of the Board 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. Yin that need to be brought to the attention of the holders of securities of the Company.

Mr. Yeung Sau Hung, Alex, aged 62, joined the Group as an Independent Non-executive Director on 6 June 2005. Mr. Yeung is presently a managing partner of Wyndham Advisors Limited after his retirement from the role of chief executive officer of DBS Vickers Hong Kong. Mr. Yeung is also a consultant to Sun Fook Kong Group, one of the leading construction companies in Hong Kong. Mr. Yeung is a MBA graduate from the University of Southern California and brings with him more than 30 years of experience in the financial services industry. His experience includes investment research, securities operations, equity sales, primary equities origination and syndication and general management. Prior to joining DBS Vickers Securities, Mr. Yeung was the deputy chairman of the management committee of a listed consumer electronics company for four years. Before that, he was the country head of Greater China Equities and the managing director of Deutsche Securities Hong Kong.

As at the Latest Practicable Date, Mr. Yeung was interested in 500,000 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. Yeung 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. Yeung 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. Yeung 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. Yeung and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The annual director's fee of Mr. Yeung for the year ended 31 December 2011 was HK\$120,000. Such director's fee was determined with reference to the experience and duties of Mr. Yeung as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board 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. Yeung that need to be brought to the attention of the holders of securities of the Company.

Mr. Fu Yu Wu, aged 67, joined the Group as an Independent Non-executive Director on 30 December 2011. Mr. Fu has been the executive vice president and secretary-general of Society of Automotive Engineers of China since 1999. Mr. Fu has extensive professional and management experience in the automotive industry, particularly in the field of automotive engineering. He joined FAW Group immediately after his graduation from the Department of Machinery of the Beijing Institute of Machinery (currently known as Beijing Information Science & Technology University) with a Bachelor's Degree in Machinery in 1970. From 1970 to 1990, Mr. Fu served the Harbin Transmission Factory of FAW Group in various key engineering positions, including assistant director, executive vice director and chief engineer. From 1990 to 1999, Mr. Fu worked at the Harbin Automotive Industry Corporation as vice president and was later promoted to the position of president.

As at the Latest Practicable Date, Mr. Fu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Fu 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. Fu 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. Fu and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. The annual director's fee of Mr. Fu will be HK\$120,000 and such director's fee is determined with reference to the experience and duties of Mr. Fu as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board of the Company from time to time; the director's fee of Mr. Fu for the period from 30 December 2011, date of appointment, to 31 December 2011 was HK\$645. 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. Fu that need to be brought to the attention of the holders of securities of the Company.

This Appendix is a summary of the principal terms of the New Share Option Scheme but does not form part of, nor is it intended to be, part of the New Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the New Share Option Scheme.

NEW SHARE OPTION SCHEME

The following is a summary of the principal terms of the New Share Option Scheme to be adopted at the Annual General Meeting:

1. Conditions

This scheme shall take effect subject to and is conditional upon: (a) the passing of the necessary resolutions by Shareholders to approve and adopt the rules of this scheme; and (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares falling to be issued pursuant to the exercise of Options under this scheme.

If the aforesaid conditions are not satisfied within two calendar months from the adoption date, (i) this scheme shall forthwith determine; (ii) any Option granted or agreed to be granted pursuant to this scheme and any offer of such a grant shall be of no effect; and (iii) no person shall be entitled to any rights or benefits or be under any obligations under or in respect of this scheme or any Option.

2. Purpose, Duration and Control of Scheme

The purpose of this scheme is to enable the Company to grant Options to Eligible Participants (which include any full-time or part-time employees, executives, officers or directors (including independent non-executive directors) of the Company or any of the Subsidiaries and any advisors, consultants, agents, suppliers, customers, distributors and such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of the Subsidiaries) as incentives or rewards for their contribution or potential contribution to the Company and/or any of the Subsidiaries.

Subject to the clause of termination in paragraph 11 below, this scheme shall be valid and effective for the Scheme Period (i.e. a period commencing on the adoption of the New Share Option Scheme by Shareholders and ending on the tenth anniversary of such date (both dates inclusive)) after which no further Options shall be offered but the provisions of this scheme shall in all other respects remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the provisions of this scheme and Options granted prior thereto but not yet exercised shall continue to be valid and exercisable in accordance with this scheme.

This scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to this scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties.

3. Grant and Acceptance of Options

The Board shall, subject to and in accordance with the provisions of this scheme and the Listing Rules, be entitled to but shall not be bound, at any time on any Business Day during the Scheme Period offer to grant an Option to any Eligible Participant whom the Board may in its absolute discretion select and subject to such conditions (including, without limitation, any minimum period for which an Option must be held before it can be exercised and/or any performance targets which must be achieved before an Option can be exercised) as it may think fit, provided that the maximum number of Shares in respect of which Options may be granted under this scheme to any Eligible Participant, shall not, when aggregated with:

- (a) any Shares issued upon exercise of Options or Options under the other schemes which have been granted to that Eligible Participant;
- (b) any Shares which would be issued upon the exercise of outstanding Options or Options under the other schemes granted to that Eligible Participant; and
- (c) any cancelled Shares which were the subject of Options or Options under the other schemes which had been granted to and accepted by that Eligible Participant,

in any 12-month period up to the offer date, exceed one per cent. of the number of Shares in issue on the offer date.

An Option shall be deemed to have been granted and accepted by the Grantee and to have taken effect when the duplicate offer document constituting acceptance of the Option duly signed by the Grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company on or before the relevant acceptance date. Such remittance shall in no circumstances be refundable.

An Option and an offer to grant an Option shall be personal to the Grantee and shall not be transferable or assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option held by him or any offer relating to the grant of an Option made to him or attempt to do so (save that the Grantee may nominate a nominee in whose name the Shares issued pursuant to this scheme may be registered). Any breach of the foregoing shall entitle the Company to cancel any outstanding Options or any part thereof granted to such Grantee.

For so long as the Shares are listed on the Stock Exchange, the Board shall not grant any Option after a price-sensitive event has occurred or a price-sensitive matter has been the subject of a decision until such price-sensitive information has been announced pursuant to the requirements of the Listing Rules. In particular, no Options shall be granted during the period commencing one month immediately preceding the earlier of:

- (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's annual results, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

- (b) the deadline for the Company to publish an announcement of results for (i) any year or half-year period in accordance with the Listing Rules, and (ii) where the Company has elected to publish them, any quarterly or any other interim period,

and ending on the date of actual publication of the results for such year, half year, quarterly or interim period (as the case may be), and where the grant of Options is to a Director of the Company.

4. Options to Connected Persons

Subject to the provisions set out in this scheme with regard to i) propose an offer to grant Options to an Eligible Participant which exceed his personal maximum entitlement; ii) propose an offer to grant Options to a substantial shareholder or an Independent Non-executive Director of the Company (or any of their respective associates); iii) propose an increase of Scheme Limit to 10 per cent. of the Shares in issue as at the date of Shareholders' approval; and iv) propose an offer to grant Options exceeding the Scheme Limit to Eligible Participants, which shall be conditional upon Shareholders' approval in general meeting by way of poll in a manner which complies with Rules 13.40, 13.41 and 13.42 of the Listing Rules by issuing a circular to Shareholders, if the Board determines to offer to grant Options to a Director, chief executive or substantial shareholder of the Company or any of their respective associates, such grant shall be subject to the approval by the Independent Non-executive Directors of the Company (and in the event that the Board offers to grant Options to an Independent Non-executive Director of the Company, the vote of such Independent Non-executive Director shall not be counted for the purposes of approving such grant).

The circular to be issued by the Company to Shareholders pursuant to the paragraph above shall contain the following information:

- (a) the details of the number and terms (including the Exercise Price) of the Options to be granted to each Eligible Participant which must be fixed before the Shareholders' meeting and the Offer Date (which shall be the date of the Board meeting at which the Board proposes to grant the proposed Options to that Eligible Participant);
- (b) recommendation from the Independent Non-executive Directors of the Company (excluding any Independent Non-executive Director who is the relevant Grantee) to the independent Shareholders of the Company as to voting;
- (c) the information required under Rules 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
- (d) the information required under Rule 2.17 of the Listing Rules.

5. Exercise Price

The exercise price in relation to each Option offered to an Eligible Participant shall, subject to the adjustments referred to in paragraph 9 under the clause of capital restructuring, be determined by the Board in its absolute discretion but in any event must be at least the higher of:

- (a) the official closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the offer date;
- (b) the average of the official closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the 5 Business Days immediately preceding the offer date; and
- (c) the nominal value of a Share,

provided that for the purpose of determining the exercise price where the Shares have been listed on the Stock Exchange for less than 5 Business Days preceding the offer date, the issue price of the Shares in connection with such listing shall be deemed to be the closing price of the Shares for each Business Day falling within the period before the listing of the Shares on the Stock Exchange.

6. Exercise of Options

Subject as hereinafter provided, an Option may be exercised by a Grantee at any time or times during the Option Period (i.e. in respect of an Option, the period to be notified by the Board to each Grantee within which the Option may be exercisable provided that such period of time shall not exceed a period of ten years commencing on the date upon which such Option is deemed to be granted and accepted) provided that:—

- (a) in the event of the Grantee ceasing to be an Eligible Participant for any reason other than on his death, ill-health, injury, disability or the termination of his relationship with the Company and/or any of the Subsidiaries on one or more of the grounds specified in paragraph 7(e) under the clause of lapse of Option, the Grantee may exercise the Option up to his entitlement at the date of cessation of being an Eligible Participant (to the extent not already exercised) within the period of one month (or such longer period as the Board may determine) following the date of such cessation (which date shall be, in relation to a Grantee who is an Eligible Participant by reason of his employment with the Company or any of the Subsidiaries, the last actual working day with the Company or the relevant Subsidiary whether salary is paid in lieu of notice or not);
- (b) in the case of the Grantee ceasing to be an Eligible Participant by reason of death, ill-health, injury or disability (all evidenced to the satisfaction of the Board) and none of the events which would be a ground for termination of his relationship with the Company and/or any of the Subsidiaries under paragraph 7(e) under the clause of lapse of Option has occurred, the Grantee or the Personal Representative(s) of the Grantee shall be entitled

within a period of 12 months (or such longer period as the Board may determine) from the date of cessation of being an Eligible Participant or death to exercise the Option in full (to the extent not already exercised);

- (c) if a general offer (whether by way of takeover offer, share repurchase offer or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or in concert with the offeror), the Company shall use its best endeavours to procure that such offer is extended to all the Grantees (on the same terms *mutatis mutandis*, and assuming that they shall become, by the exercise in full of the Options granted to them, Shareholders of the Company). If such offer, having been approved in accordance with applicable laws and regulatory requirements becomes, or is declared unconditional, the Grantee (or his legal personal representative(s)) shall be entitled to exercise his Option in full (to the extent not already exercised) at any time within 14 days after the date on which such general offer becomes or is declared unconditional;

- (d) if, pursuant to the Companies Law, a compromise or arrangement between the Company and its members and/or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to all the Grantees (together with a notice of the existence of the provisions of this paragraph) on the same day as it despatches to members and/or creditors of the Company a notice summoning the meeting to consider such a compromise or arrangement, and thereupon each Grantee shall be entitled to exercise all or any of his Options in whole or in part at any time prior to 12 noon (Hong Kong time) on the Business Day immediately preceding the date of the meeting directed to be convened by the relevant court for the purposes of considering such compromise or arrangement and if there are more than one meeting for such purpose, the date of the first meeting. With effect from the date of such meeting, the rights of all Grantees to exercise their respective Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Options shall, to the extent that they have not been exercised, lapsed and determined. The Board shall endeavour to procure that the Shares issued as a result of the exercise of Options in such circumstances shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the relevant court (whether upon the terms presented to the relevant court or upon any other terms as may be approved by such court) the rights of the Grantees to exercise their respective Options shall with effect from the date of the making of the order by the relevant court be restored in full) as if such compromise or arrangement had not been proposed by the Company and no claim shall lie against the Company or any of its officers for any loss or damage sustained by any Grantee as a result of the aforesaid suspension; and

- (e) in the event a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as or soon after it despatches such notice to each member of the Company give notice thereof to all Grantees and thereupon, each Grantee (or in the case of the death of the Grantee, his Personal Representative(s)) shall be entitled to exercise all or any of his Options at any time not later than two Business Days prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate exercise price for the Shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the Grantee credited as fully paid and register the Grantee as holder thereof.

No dividends shall be payable in relation to Shares that are the subject of Options that have not been exercised. The Shares to be allotted upon the exercise of an Option shall not carry voting rights until completion of the registration of the Grantee (or such other person nominated by the Grantee) as the holder thereof. Subject as aforesaid, the Shares to be allotted upon the exercise of an Option shall be subject to all the provisions of the Articles of Association and shall rank *pari passu* in all respects with and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation of the Company as attached to the fully-paid Shares in issue on the date of issue and rights in respect of any dividend or other distributions paid or made on or after the date of issue. Shares issued on the exercise of an Option shall not rank for any rights attaching to Shares by reference to a record date preceding the date of allotment.

7. Lapse of Option

An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:-

- (a) the Expiry Date relevant to that Option;
- (b) the expiry of any of the periods referred to in paragraph 6(a), (b), (c), (d) or (e) under the clause of exercise of Option;
- (c) the date on which the scheme of arrangement of the Company referred to in paragraph 6(d) becomes effective;
- (d) the date of commencement of the winding up of the Company (as determined in accordance with the Companies Law);

- (e) the date on which the Grantee ceases to be an Eligible Participant by reason of the termination of his relationship with the Company and/or any of the Subsidiaries on any one or more of the following grounds:
 - (i) that he has been guilty of serious misconduct;
 - (ii) that he has been convicted of any criminal offence involving his integrity or honesty or in relation to an employee of the Company and/or any of the Subsidiaries;
 - (iii) that he has become insolvent, bankrupt or has made arrangements or compositions with his/her creditors generally; or
 - (iv) on any other ground as determined by the Board that would warrant the termination of his employment at common law or pursuant to any applicable laws or under the Grantee's service contract with the Company or the relevant Subsidiary. A resolution of the Board or the board of directors of the relevant Subsidiary to the effect that the relationship of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive; and
- (f) the date on which the Board shall exercise the Company's right to cancel the Option at any time after the Grantee commits a breach of the clause of grant and acceptance of Options set out in paragraph 3 or the Options are cancelled in accordance with the clause of cancellation of Options set out in paragraph 12.

8. Maximum Number of Shares Available for Subscription

The maximum number of Shares which may be allotted and issued upon exercise of all outstanding Options granted and yet to be exercised under this scheme and any other schemes adopted by the Group (if any), shall not exceed 30% of the share capital of the Company in issue from time to time.

Unless further approval has been obtained, as at the date of the adoption of this scheme, the maximum number of Shares in respect of which Options or Options under the other schemes may be granted is 10 per cent. ("Scheme Limit") of the Shares in issue on the date of the passing of the resolution for the adoption of this scheme. As at the offer date of any proposed grant of Options, the maximum number of Shares in respect of which Options may be granted is such number of Shares less the aggregate of the following Shares as at that offer date:

- (a) the number of Shares which would be issued on the exercise in full of the Options or Options under the other schemes but not cancelled, lapsed or exercised;
- (b) the number of Shares which have been issued and allotted pursuant to the exercise of any Options or Options under the other schemes; and
- (c) the number of cancelled Shares.

9. Capital Restructuring

In the event of any capitalisation issue, rights issue, open offer (if there is a price dilutive element), sub-division, consolidation of Shares, or reduction of capital of the Company in accordance with applicable laws and regulatory requirements, such corresponding alterations (if any) shall be made (except on an issue of securities of the Company as consideration in a transaction which shall not be regarded as a circumstance requiring alteration or adjustment) in:

- (a) the number of Shares subject to any outstanding Options; and/or
- (b) the exercise price,

as the Auditors or the approved independent financial adviser shall at the request of the Company or any Grantee, certify in writing either generally or as regards any particular Grantee, to be in their opinion fair and reasonable, provided that any such alterations shall be made on the basis that a Grantee shall have the same proportion of the equity capital of the Company (as interpreted in accordance with the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to share option schemes) as that to which he was entitled to subscribe had he exercised all the Options held by him immediately before such adjustments and the aggregate exercise price payable by a Grantee on the full exercise of any Option shall remain as nearly as possible the same as (but shall not be greater than) it was before such event and that no such alterations shall be made if the effect of such alterations would be to enable a Share to be issued at less than its nominal value. The capacity of the Auditors or the approved independent financial adviser, as the case may be, in this paragraph is that of experts and not arbitrators and their certificate shall, in the absence of manifest error, be final and conclusive and binding on the Company and the Grantees.

10. Alteration of this Scheme

The terms and conditions of this scheme and the regulations for the administration and operation of this scheme (provided that the same are not inconsistent with this scheme and the Listing Rules) may be altered in any respect by resolution of the Board except that:

- (a) any alteration to the advantage of the Grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules, including without limitation, the definitions of “Eligible Participant”, “Expiry Date”, “Grantee” and “Option Period” in this circular and the provisions in paragraphs 2, 3, 4, 5, 6, 7, 8, 9, 11, 12 and this paragraph of this Appendix; or
- (b) any material alteration to the terms and conditions of this Scheme or any change to the terms of Options granted (except any alterations which take effect automatically under the terms of this scheme),

must be made with the prior approval of Shareholders in general meeting at which any persons to whom or for whose benefit the Shares may be issued under this scheme and their respective associates shall abstain from voting PROVIDED THAT the amended terms of this scheme or the Options shall remain in compliance with Chapter 17 of the Listing Rules.

11. Termination

The Company by resolution in general meeting or the Board may at any time resolve to terminate the operation of this scheme and in such event no further Options shall be offered but the provisions of this scheme shall remain in force to the extent necessary to give effect to the exercise of any Option granted prior to the termination or otherwise as may be required in accordance with the provisions of this scheme and Options granted prior to such termination shall continue to be valid and exercisable in accordance with this scheme.

12. Cancellation of Options

Any cancellation of Options granted but not exercised must be approved by the Grantees of the relevant Options in writing. For the avoidance of doubt, such approval is not required in the event any Option is cancelled pursuant to the breach of the clause of grant and acceptance of Options set out in paragraph 3. Where the Company cancels Options, the grant of new options to the same Grantee may only be made with available unissued Options (excluding the cancelled Options) within the Scheme Limit or the limits approved by the Shareholders under this scheme.

13. Disclosure in Annual and Interim Reports

The Board shall procure that details of this scheme and other schemes of the Company and its Subsidiaries are disclosed in the annual reports and interim reports of the Company in compliance with the Listing Rules in force from time to time.

The details of the proposed election of language and means of receipt of Corporate Communications are set out as follows:

In accordance with Rule 2.07A(2A) of the Listing Rules, to the extent that:

- (a) the shareholders of the listed issuer have resolved in general meeting that the listed issuer may send or supply corporate communications to shareholders by making them available on the listed issuer's own website; or
- (b) the listed issuer's constitutional documents contain provision to that effect,

a holder of the listed issuer's securities in relation to whom the following conditions are met is taken to have agreed that the listed issuer may send or supply corporate communications to him in that manner, provided that (a) the holder has been asked individually to agree that the company may send or supply corporate communications generally, or the corporate communication in question, to him by means of the company's own website; and (b) the company has not received a response indicating the holder's objection within the period of 28 days beginning with the date on which the company's request was sent.

The Directors will propose a resolution to be approved by Shareholders at the Annual General Meeting that Shareholders may be given the choice either (i) to receive Corporate Communications which the Company may send or supply to Shareholders in relation to whom certain conditions are met by making them available on the Company's website (<http://www.geelyauto.com.hk>) and the Stock Exchange's website (<http://www.hkexnews.hk>); or (ii) to receive Corporate Communications in printed forms (in English only, in Chinese only or in both English or Chinese). As such, the Directors have also proposed to make certain amendments to the Articles of Association for the purpose of allowing the Company to send and supply Corporate Communications to Shareholders by making them available on the Company's website and the Stock Exchange's website. For details, please refer to the paragraph headed "Proposed Amendments to the Memorandum and Articles of Association and Adoption of Amended and Restated Memorandum and Articles of Association" in the Letter from the Board and Appendix V to this circular.

Subject to Shareholders' approval of the relevant resolutions above at the Annual General Meeting, the Company will make arrangements in due course to ask Shareholders individually whether he or she agrees that the Company may send or supply Corporate Communications generally to him or her by means of the Company's website and the Stock Exchange's website. The Company will make further announcement in respect of the proposed arrangements for the proposed election of language and means of receipt of Corporate Communications in accordance with Rule 2.07B of the Listing Rules.

**APPENDIX V EXPLANATORY STATEMENT FOR THE PROPOSED AMENDMENTS
TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

This Appendix serves as an explanatory statement to Shareholders in connection with the proposed amendments to the Memorandum and Articles of Association.

1. Corporate Communications

Changes have been made to the Listing Rules permitting a listed company, subject to compliance with any relevant procedures set out in the Listing Rules, to send corporate communications to its shareholders in an electronic format, by electronic means or by posting them on the listed company's website if shareholders agree, or are deemed to agree, to this manner or form of communication. The Company proposes to amend the Articles of Association to align it with the relevant amendments made to the Listing Rules.

The Company proposes to amend Articles 2, 15(c), 28, 44, 157(a)(iv), 163(b), 167(a), 168, 169, 172, and 173 of the Articles of Association to permit the Company to deliver to Shareholders, notices, documents (including any Corporate Communication) or any other information in an electronic format, by electronic means or by publishing it on the Company's website if Shareholders agree, or are deemed to have so agreed under the Listing Rules.

The proposed changes would not restrict a Shareholder's right to receive, free of charge, hard copies of such notices, documents or any other information, if and when they so wish. However, the changes would enable the Company to reduce its use of paper and contribute towards costs savings, efficiency and environmental protection.

2. Minor Housekeeping Amendments

The Company also proposes to amend Clauses 2, 4, 6 and 7 of the Memorandum of Association, delete Article 107(c)(iii), renumber Articles 107(c)(iv) and 107(c)(v), add Articles 7A, 14(e), 15(e) 38A, 163(c), 182 and 183, and amend Articles 1, 7, 10(b), 14(a), 15(a), 15(b), 15(d), 16, 23, 37, 80, 81, 82, 83, 85, 100(a), 124, 133 and 165 of the Articles of Association.

The proposed amendments to the Memorandum and Articles of Association are housekeeping amendments to delete certain obsolete provisions therein and add and/or amend certain provisions thereto so as to allow the Memorandum and Articles of Association to be aligned with the amendments to the Corporate Governance Code and associated Listing Rules promulgated by the Stock Exchange with effect from 1 January 2012 mostly and 1 April 2012 partly. Additional amendments will also be proposed to update all references of the Companies Law in the Memorandum and Articles of Association.

In addition, the Directors propose to adopt an amended and restated Memorandum and Articles of Association, incorporating all the resolutions passed up to the conclusion of the AGM in connection with the amendments to the Memorandum and Articles of Association (including the proposed resolutions for amendments to the Memorandum and Articles of Association if approved by the Shareholders at the AGM).

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, Wanchai, Hong Kong on Friday, 18 May 2012 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 2011;
2. to declare a final dividend for the year ended 31 December 2011;
3. to re-elect Mr. Ang Siu Lun, Lawrence as an executive director;
4. to re-elect Mr. Liu Jin Liang as an executive director;
5. to re-elect Mr. Li Dong Hui, Daniel as an executive director;
6. to re-elect Mr. An Cong Hui as an executive director;
7. to re-elect Mr. Yin Da Qing, Richard as a non-executive director;
8. to re-elect Mr. Yeung Sau Hung, Alex as an independent non-executive director;
9. to re-elect Mr. Fu Yu Wu as an independent non-executive director;
10. to authorise the board of directors of the Company to fix the remuneration of the directors;
11. to re-appoint Grant Thornton Hong Kong Limited (previously known as “Grant Thornton Jingdu Tianhua”) as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;

and to consider as special business and, if thought fit, pass with or without modification the following resolutions, of which resolution numbers 12, 13, 14, 15 and 16 will be proposed as ordinary resolutions and resolution numbers 17, 18, 19 and 20 will be proposed as special resolutions:

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By Ordinary Resolutions

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

12. **“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 (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

13. **“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
- (d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as that ascribed to it under resolution number 12 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).”

NOTICE OF ANNUAL GENERAL MEETING

14. “**THAT** conditional upon the passing of resolution numbers 12 and 13 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 number 13 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 number 12 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.”
15. “**THAT:**
- (a) subject to paragraph (b) below, the existing share option scheme adopted by the Company pursuant to an ordinary resolution passed by the shareholders of the Company at general meeting held on 31 May 2002 (the “**Existing Share Option Scheme**”) be terminated with effect from the date on which a new share option scheme shall become unconditional and effective, and shall cease to have any further effect except that the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any option granted under the Existing Share Option Scheme prior to its termination, or otherwise to the extent as may be required in accordance with the rules of the Existing Share Option Scheme; and
 - (b) subject to and conditional upon The Listing Committee of the Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares of the Company (not exceeding 10% of the Company’s issued share capital on the date of this resolution) which may fall to be issued upon the exercise of the options to be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are contained in the document marked “**A**” produced to the meeting and initialed by the chairman of this meeting for identification purposes, the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to grant options and to allot, issue and deal with the shares which fall to be issued pursuant to the exercise of any option granted under the New Share Option Scheme and to take all such steps as may be necessary or expedient in order to give full effect to the New Share Option Scheme.”
16. “**THAT:**
- (a) conditional upon resolution number 18 being passed, the Company may send or supply Corporate Communications (as defined below) to its Shareholders (in relation to whom the conditions set out below are met) by making such Corporate Communications available on the Company’s own website and the website of the Stock Exchange or in printed forms (in English only, in Chinese only or in both English and Chinese) be and is hereby approved, and any director be and is hereby

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authorised for and on behalf of the Company to sign all such documents and/or do all such things and acts as he/she may consider necessary or expedient and in the interests of the Company for the purpose of effecting or otherwise in connection with the Company's proposed communication with its Shareholders through the Company's website and the website of the Stock Exchange or in printed forms.

The supply of Corporate Communications by making such Corporate Communications available on the Company's own website and the website of the Stock Exchange is subject to the fulfillment of the following conditions:

- (i) each Shareholder has been asked individually by the Company to agree that the Company may send or supply Corporate Communications generally, or the Corporate Communications in question, to him by means of the Company's own website; and
 - (ii) the Company has not received a response indicating objection from such Shareholder within a period of 28 days starting from the date on which the Company's request was sent.
- (b) for the purpose of this resolution:

"Corporate Communication(s)" means any document issued or to be issued by the Company for the information or action of Shareholders as defined in Rule 1.01 of the Listing Rules of the Stock Exchange, including but not limited to, (i) the directors' report, its annual accounts together with a copy of the auditor's report and, where applicable, its summary financial report; (ii) the interim report and, where applicable, its summary interim report; (iii) a notice of meeting; (iv) a listing document; (v) a circular; and (vi) a proxy form."

By Special Resolutions

to consider and, if thought fit, pass the following resolutions as special resolutions of the Company:

17. **"THAT** the Memorandum of Association of the Company be and are amended as follows:

By deleting the phrase "The Companies Law (2004 Revision)" and substituting therefor with the phrase "The Companies Law (2011 Revision)" in the heading on page 1 of the Memorandum of Association of the Company.

Clauses 2, 4, 6 and 7 of the Memorandum of Association of the Company be deleted in their entirety and replaced by the following new entries:

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2. The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.

4. Except as prohibited or limited by the Companies Law (2011 Revision), the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (2011 Revision) and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a license is required under the laws of the Cayman Islands when so licensed under the terms of such laws.

6. The share capital of the Company is HK\$240,000,000 divided into 12,000,000,000 shares of a nominal or par value of HK\$0.02 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (2011 Revision) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority

NOTICE OF ANNUAL GENERAL MEETING

or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.

7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (2011 Revision) and, subject to the provisions of the Companies Law (2011 Revision) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

18. **“THAT** the Articles of Association of the Company be and are amended as follows:

By deleting the phrase “The Companies Law (2004 Revision)” and substituting therefor with the phrase “The Companies Law (2011 Revision)” in the heading on page 4 of the Articles of Association of the Company.

(a) Inclusive of Electronic Means

Article 2 of the Articles of Association of the Company be added by the following new entries:

business day	“business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purpose of these Articles be counted as a business day;
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the Companies Law/the Law	“the Companies Law” or “the Law” shall mean the Companies Law (2011 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;
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Company's Website	“Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to members;
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corporate communication(s)	“corporate communication(s)” shall have the same meanings attributed to it as may from time to time be prescribed by the Exchange;
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electronic	“electronic” shall have the meaning given to it in the Electronic Transactions Law;
electronic format	“electronic format” shall mean notices, documents, any other information or corporate communications are in an electronic format if stored on a CD, diskette, USB storage device or other similar media;
electronic means	“electronic means” shall include sending or otherwise making available to the intended recipients of the notices, documents, any other information or corporate communications in electronic format;
Electronic Signature	“Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;
Electronic Transactions Law	sections 8 and 19 of the Electronic Transactions Law shall not apply to the Company;
published on the Exchange’s website	“published on the Exchange’s website” shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules;
rights issue	“rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings;
special resolution	“special resolution” shall have the same meaning as ascribed thereto in the Law and shall include an unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members of the Company as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given and includes a special resolution passed pursuant to Article 84;

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Writing/printing

“writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;

(b) Publish on the websites of the Company and the Stock Exchange

Articles 15(c), 28, 44 and 157(a)(iv) of the Articles of Association of the Company be deleted in their entirety and replaced by the following new entries:

15. (c) The register may, on 14 days’ notice (or on 6 business days’ notice in the case of a rights issue) being given by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice in accordance with the procedures set out in this Article.

28. Notice of call may be published in newspapers or given by electronic means

In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.

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44. The registration of transfers may, on 14 days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.
157. (a) (iv) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.

Articles 163(b), 167(a), 168, 169, 172 and 173 of the Articles of Association of the Company be deleted in their entirety and replaced by the following new entries:

163. (b) Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

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167. (a) Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

168. A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the registered office of the Company and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.

169. **When notice deemed to be served**

Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other

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person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left. Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates). Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.

172. Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.

173. The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.”

19. **“THAT** the Articles of Association of the Company be and are amended as follows:

Articles 1, 7, 10(b), 14(a), 15(a), 15(b), 15(d), 16, 23, 37, 80, 81, 82, 83, 85, 100(a), 124, 133 and 165 of the Articles of Association of the Company be deleted in their entirety and replaced by the following new entries and Articles 7A, 14(e), 15(e), 38A, 163(c), 182 and 183 be added by the following new entries:

1. The regulations contained in Table A in the First Schedule to the Companies Law shall not apply to the Company.
7. Subject to the Law, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares)

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provided that the manner of purchase has first been authorized by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorized or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

- 7A. The Board may accept the surrender for no consideration of any fully paid share.

- 10. (b) The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.

- 14. (a) The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Law.

- 14. (e) For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.

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15. (a) Except when a register is closed and, if applicable, subject to the additional provisions of Article 15(d), the principal register and any branch register shall during business hours be kept open for the inspection of any member without charge.
15. (b) The reference to business hours in Article 15(a) is subject to such reasonable restrictions as the Company in general meeting may impose, but so that not less than two hours in each business day is to be allowed for inspections.
15. (d) Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.
15. (e) In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.
16. Every person whose name is entered as a member in the register shall be entitled without payment to receive, within any relevant time prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several

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joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.

23. **Application of proceeds of such sale**

The net proceeds of such sale by the Company after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the Company, for cancellation of the certificate for the share sold) be paid to the holder immediately before such sale of the share. For giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

37. Transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.

38A. Notwithstanding Articles 37 and 38, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.

80. **Must vote by poll**

At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

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81. A poll shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
82. Any poll on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment. Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
83. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is taken, shall be entitled to a second or casting vote.
85. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member who is present in person (or, in the case of a member being a corporation by its duly authorized representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for each share registered in his name in the register. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member of the Company which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.
100. (a) A Director may at any time by notice in writing delivered to the registered office of the Company, the principal office of the Company in Hong Kong or at a meeting of the Board, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.

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124. A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice of at least 14 days should be given for a regular board meeting. For all other board meetings, reasonable notice should be given. Notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram at the address or telephone, facsimile or telex number from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine.
133. Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 100(c)) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a member of the Company with a substantial shareholding in the Company, or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.
163. (c) To the extent permitted by and subject to due compliance with these Articles, the Law and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 163(b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Law, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Law and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

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165. The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.

182. **Transfer by Way of Continuation**

The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

183. **Mergers and Consolidations**

The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Law), upon such terms as the Directors may determine.

Article 107(c)(iii) of the Articles of Association of the Company be deleted in its entirety to reflect the amendment made to Rule 13.44 of the Listing Rules. Accordingly, the Articles 107(c)(iv) and 107(c)(v) be renumbered as 107(c)(iii) and 107(c)(iv), respectively.”

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20. “**THAT** conditional upon resolution numbers 17 to 19 being passed, the new amended and restated Memorandum and Articles of Association of the Company, consolidating all the proposed amendments referred to in resolution numbers 17 to 19, minor housekeeping amendments with reference to the Companies Law (2011 Revision) (Cap. 22) of the Cayman Islands, and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings in the form produced to the meeting, a copy of which has been produced to this meeting and marked “**B**” and initialed by the chairman of this meeting for identification purposes, be and are hereby approved and adopted with immediate effect in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company.”

By Order of the Board
Geely Automobile Holdings Limited
Li Shu Fu
Chairman

Hong Kong, 29 March 2012

Notes:

- (1) A special resolution for each of resolution numbers 17 to 20 to amend the Memorandum and Articles of Association of the Company and adopt the new amended and restated Memorandum and Articles of Association of the Company in replacement of the existing version, which requires not less than 75% of the votes cast by Shareholders attending and entitled to vote, either in person or by proxy, will be put forward to be considered and, if thought fit, approved by Shareholders at the annual general meeting. The full text of the resolutions is set out in the resolution numbers 17 to 20 of the notice of the annual general meeting.
- (2) The Register of Members of the Company will be closed from 16, May 2012 to 18, May 2012 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to establish entitlements of attending and voting at the forthcoming annual general meeting of the Company to be held on 18 May 2012, all transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong 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 15, May 2012.
- (3) The Register of Members of the Company will be closed from 29, May 2012 to 31, May 2012 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong 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 28, May 2012.
- (4) 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.

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- (5) 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 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.
- (6) 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 announcement, the executive directors of the Company are Mr. Li Shu Fu (Chairman), Mr. Yang Jian (Vice Chairman), Mr. Gui Sheng Yue (Chief Executive Officer), Mr. Ang Siu Lun, Lawrence, Mr. Liu Jin Liang, Dr. Zhao Fuquan, Ms. Wei Mei, Mr. Li Dong Hui, Daniel and Mr. An Cong Hui, the non-executive directors of the Company are Mr. Yin Da Qing, Richard and Mr. Wang Yang, and the independent non-executive directors of the Company are Mr. Lee Cheuk Yin, Dannis, Mr. Song Lin, Mr. Yeung Sau Hung, Alex and Mr. Fu Yu Wu.