

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**GEELY**

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)

## **PARTIAL CONVERSION OF CONVERTIBLE BONDS AND FULL EXERCISE OF WARRANTS**

References are made to the announcements of Geely Automobile Holdings Limited (the “**Company**”) dated 23 September 2009, 25 September 2009 and 12 April 2010 (the “**Announcements**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless defined otherwise.

### **CONVERSION OF CONVERTIBLE BONDS**

On 27 November 2012, the Company received conversion notices from GS Capital Partners VI Fund L.P. and/or its affiliates (the “**Investors**”) for partial conversion of the Bonds in the principal amount of RMB769,833,919 (approximately HK\$873,877,811). The Company allotted and issued a total of 470,256,584 Conversion Shares (the “**Conversion Shares**”) to the Investors at the conversion price of HK\$1.8583 per Conversion Share on 29 November 2012. The Conversion Shares rank *pari passu* with all the existing Shares as at the date of allotment and among themselves in all respects, and represent approximately 5.9% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares. After the conversion of the Bonds noted above, the Company has Bonds outstanding with a principal amount of RMB901,312,520 (approximately HK\$1,023,125,889).

### **EXERCISE OF WARRANTS**

On 27 November 2012, the Company received exercise notices from the Investors for the full exercise of the Warrants. The Company allotted and issued a total of 299,526,900 Warrant Exercise Shares (the “**Warrant Exercise Shares**”) to the Investors at the exercise price of RMB1.9816 per Warrant Exercise Share on 29 November 2012 and received proceeds of approximately RMB593.5 million. The Warrant Exercise Shares rank *pari passu* with all the existing Shares as at the date of allotment and among themselves in all respects, and represent approximately 3.8% of the issued share capital of the Company as enlarged by the allotment and issue of the Warrant Exercise Shares.

The Board is welcome to the decision of the Investors and considers the partial conversion of the Bonds and the full exercise of the Warrants by the Investors are in the interests of the Company and the Shareholders as a whole since (a) the liquidity and free float of Shares can be further enhanced; (b) the finance cost for the Bonds can be alleviated after partial conversion; (c) the market uncertainty over the dilution effect caused by the conversion of the Bonds and the exercise of the Warrants can be reduced; and (d) additional funding upon full exercise of the Warrants is available to the Group for its capital expenditures, potential acquisitions and general corporate purposes.

The shareholding structure of the Company immediately before and after the issue of the Conversion Shares and the Warrant Exercise Shares is set out below:

Shareholders	Immediately before the issue and allotment of the Conversion Shares and the Warrant Exercise Shares		Immediately after the issue and allotment of the Conversion Shares and the Warrant Exercise Shares	
	No. of shares	%	No. of shares	%
<b>Directors (Note 1)</b>				
Mr. Li Shu Fu and his associates	3,751,159,000	50.10	3,751,159,000	45.43
Mr. Yang Jian	8,000,000	0.11	8,000,000	0.10
Mr. Gui Sheng Yue	11,800,000	0.16	11,800,000	0.14
Mr. An Cong Hui	6,000,000	0.08	6,000,000	0.07
Mr. Ang Siu Lun, Lawrence	4,270,000	0.06	4,270,000	0.05
Mr. Liu Jin Liang	6,000,000	0.08	6,000,000	0.07
Dr. Zhao Fuquan	14,500,000	0.19	14,500,000	0.18
Mr. Yin Da Qing, Richard	6,600,000	0.09	6,600,000	0.08
<b>The Investors</b>				
– Conversion Shares	–	–	470,256,584	5.69
– Warrant Exercise Shares	–	–	299,526,900	3.63
Sub-total	–	–	769,783,484	9.32
<b>The Public</b>	3,679,591,450	49.13	3,679,591,450	44.56
<b>Total</b>	<b>7,487,920,450</b>	<b>100.00</b>	<b>8,257,703,934</b>	<b>100.00</b>

*Note:*

- Mr. Li Shu Fu, Mr. Yang Jian, Mr. Gui Sheng Yue, Mr. An Cong Hui, Mr. Ang Siu Lun, Lawrence, Mr. Liu Jin Liang and Dr. Zhao Fuquan are executive Directors and Mr. Yin Da Qing, Richard is a non-executive Director.

*Unless otherwise specified in this announcement, amounts denominated in RMB have been converted, for the purpose of illustration only, into HK\$ as follows:*

*RMB1 = HK\$1.13515*

*No representation is made that any amount in HK\$ could have been or could be converted at the above rate or at any other rates or at all.*

By order of the Board of  
**Geely Automobile Holdings Limited**  
**David C.Y. Cheung**  
*Company Secretary*

Hong Kong, 29 November 2012

*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. An Cong Hui, Mr. Ang Siu Lun, Lawrence, Mr. Li Dong Hui, Daniel, Mr. Liu Jin Liang, Dr. Zhao Fuquan and Ms. Wei Mei; the non-executor director of the Company is Mr. Yin Da Qing, Richard; and the independent non-executive directors of the Company are Mr. Lee Cheuk Yin, Dannis, Mr. Song Lin, Mr. Yeung Sau Hung, Alex, Mr. Fu Yu Wu and Mr. Wang Yang.*