



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)

PROXY FORM

Form of proxy for the annual general meeting (“Annual General Meeting”) to be held at Room 2301, 23/F., Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Wednesday, 18 May 2011 at 10:00 a.m. or any adjournment thereof.

I/We (*note a*) _____ of _____ being the registered holder(s) of _____ (*note b*) shares of HK\$0.02 each in the capital of Geely Automobile Holdings Limited (the “Company”) hereby appoint the Chairman of the Annual General Meeting or _____ of _____

_____ to act as my/our proxy (*note c*) at the Annual General Meeting of the Company to be held at Room 2301, 23/F., Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Wednesday, 18 May 2011 at 10:00 a.m. or any adjournment thereof and to vote on my/our behalf as directed below or, if no such indications given, as my/our proxy thinks fit.

	RESOLUTIONS	FOR (<i>note d</i>)	AGAINST (<i>note d</i>)
1.	To receive and approve the report of the directors, audited financial statements and auditors’ report for the year ended 31 December 2010		
2.	To declare a final dividend		
3.	To re-elect Mr. Li Shu Fu as an executive director		
4.	To re-elect Mr. Gui Sheng Yue as an executive director		
5.	To re-elect Ms. Wei Mei as an executive director		
6.	To re-elect Mr. Wang Yang as a non-executive director		
7.	To re-elect Mr. Song Lin as an independent non-executive director		
8.	To re-elect Mr. Lee Cheuk Yin, Dannis who would have served the Company for more than 9 years from 28 June 2011 onwards as an independent non-executive director		
9.	To authorise the Board of Directors to fix the remuneration of the Directors		
10.	To re-appoint Grant Thornton Jingdu Tianhua as the Company’s auditors and authorise the Board of Directors to fix their remuneration		
11.	To grant a general mandate to the directors to repurchase the Company’s shares		
12.	To grant a general mandate to the directors to issue, allot and otherwise deal with the Company’s shares		
13.	To extend the general mandate to allot and issue new shares		

Dated the _____ day _____ of 2011 Shareholder’s signature _____
(*notes e, f, g and h*)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- In order to be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of authority must be deposited at the Company’s Hong Kong branch share 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 of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.