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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 stockbroker or other registered dealer in securities, 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, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES;
RE-ELECTION OF DIRECTORS; AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section “Definitions” of this circular.

A notice convening the Annual General Meeting of Geely Automobile Holdings Limited to be held at Boardroom 8, Lower Lobby, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 25 May 2023 at 4:00 p.m. is set out on pages AGM-1 to AGM-5 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 subsequently attending and voting in person at the Annual General Meeting should you so wish.

21 April 2023

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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, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Boardroom 8, Lower Lobby, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 25 May 2023 at 4:00 p.m. or any adjournment thereof (or as the case may be)
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Geely Automobile Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the main board of the Stock Exchange (stock code: 175)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate to allot, issue and deal with new Shares not exceeding the aggregate of 10% of the existing issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Latest Practicable Date”	14 April 2023, 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
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, Macau Special Administrative Region and Taiwan

DEFINITIONS

“Repurchase Mandate”	the authority to repurchase the fully paid up Shares of up to 10% of the existing issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) whether incorporated in the Cayman Islands, the British Virgin Islands, the PRC or elsewhere and “subsidiaries” shall be construed accordingly
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Li Shu Fu (*Chairman*)
Mr. Li Dong Hui, Daniel (*Vice Chairman*)
Mr. Gui Sheng Yue (*Chief Executive Officer*)
Mr. An Cong Hui
Mr. Ang Siu Lun, Lawrence
Ms. Wei Mei
Mr. Gan Jia Yue

Registered Office:

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

Independent Non-executive Directors:

Mr. An Qing Heng
Mr. Wang Yang
Ms. Lam Yin Shan, Jocelyn
Ms. Gao Jie

Principal Place of Business in Hong Kong:

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

21 April 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES;
RE-ELECTION OF DIRECTORS; 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 the granting to the Directors the Repurchase Mandate to repurchase Shares; the granting to the Directors the General Mandate to issue new Shares; and the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

General Mandate to Repurchase Shares

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders that the Directors be granted the Repurchase Mandate to repurchase Shares. In accordance with the Listing Rules, the maximum number of Shares that the Company may repurchase under the Repurchase Mandate shall not exceed 10% of the issued and fully paid up share capital of the Company as at the date of the passing of the ordinary resolution in relation thereof. The Repurchase Mandate allows the Company to repurchase Shares only during the period ending on the earliest of the date of the next annual general meeting of the Company, or the date upon which such authority conferred is revoked or varied by an ordinary resolution of Shareholders in a general meeting of the Company.

An explanatory statement containing the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution for the grant of the Repurchase Mandate to the Directors at the Annual General Meeting is set out in Appendix I to this circular.

General Mandate to Issue New Shares

At the Annual General Meeting, an ordinary resolution will also be proposed to the Shareholders that the Directors be granted the General Mandate to issue new Shares in order to provide flexibility and discretion to the Directors to issue Shares. The General Mandate will represent up to 10% of the aggregate number of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof. The 10% being sought under the General Mandate is significantly lower than the permissible size of 20% under the Listing Rules. For clarity, Shares bought back through any exercise of the Repurchase Mandate will not be added to the number of Shares that may be issued under the General Mandate. In addition, any Shares to be issued for cash under the authority granted by the General Mandate will only be issued subject to a maximum discount of 10% to the “benchmarked price” (as defined with reference to Rule 13.36(5) of the Listing Rules). Shareholders may wish to take note that the proposed discount limit is more restrictive than the requirements of the Listing Rules which permit a maximum discount of 20% to the benchmarked price for any issue of shares in a placement for cash pursuant to a general mandate.

Based on 10,056,973,786 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 1,005,697,378 Shares pursuant to the General Mandate.

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 of the Company, provided always that any Director appointed pursuant to Article 119 or 122(a) of the Articles of Association 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.

LETTER FROM THE BOARD

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 first annual general meeting of the Company after his appointment 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 of the Articles of Association.

Pursuant to Article 116 of the Articles of Association, Mr. Li Shu Fu, Mr. Li Dong Hui, Daniel, Mr. An Cong Hui and Ms. Wei Mei shall retire from office by rotation, and being eligible, shall offer themselves for re-election at the Annual General Meeting.

Pursuant to Article 99 of the Articles of Association, Mr. Gan Jia Yue shall hold office until the Annual General Meeting, and being eligible, shall offer himself for re-election at the Annual General Meeting.

To ensure a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group among members of the Board, the nomination of Directors for appointment or re-appointment at the Annual General Meeting were made by the nomination committee of the Board in accordance with the director nomination policy adopted by the Company and the selection criteria as set out in the board diversity policy of the Company (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service).

The nomination committee of the Board had nominated the retiring Directors to the Board for the Board to make recommendation to the Shareholders for re-election at the Annual General Meeting, having reviewed the composition of the Board and having regard to the retiring Directors' professional experience, skills, knowledge and/or length of service, their commitment to their respective roles and functions, and their respective contributions brought and continued to be brought to the Group.

The re-election of each of Mr. Li Shu Fu, Mr. Li Dong Hui, Daniel, Mr. An Cong Hui, Ms. Wei Mei and Mr. Gan Jia Yue was recommended by the nomination committee of the Board, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meetings, the level of participation and performance on the Board.

The biographical details of the Directors proposed to be re-elected are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages AGM-1 to AGM-5 of this circular.

Voting by way of Poll

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders to be taken at a general meeting must be taken by poll and the voting results of the poll should be announced by the Company in accordance with the requirements under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use by Shareholders at the Annual General Meeting is enclosed hereto. 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 subsequently attending and voting in person at the Annual General Meeting should you so wish.

RECOMMENDATION

The Directors consider that the aforesaid proposed resolutions for the granting of the Repurchase Mandate and the General Mandate to the Directors, and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of 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 necessary particulars required by the Listing Rules to be included in an explanatory statement to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

LISTING RULES IMPLICATIONS FOR THE REPURCHASE MANDATE

The Listing Rules permit the Company to repurchase its own fully paid up Shares on the Stock Exchange not exceeding 10% of its issued share capital, subject to certain restrictions and provisions of the Takeovers Code; the most important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of the fully paid up Shares on the Stock Exchange by the Company must be approved by Shareholders in advance by way of an ordinary resolution, either by way of a general mandate or a specific approval being granted to the Directors; such mandate so granted only allows the Company to make repurchases during the period ending on the earliest of the date of its next annual general meeting, or the date upon which such authority conferred is revoked or varied by ordinary resolution of Shareholders in a general meeting of the Company.

(b) Source of funds

Repurchases of Shares must be funded entirely from the Company's available cash flow or working capital facilities and will be made out of funds legally available for such purposes in accordance with the Company's memorandum and articles of association and the laws of the jurisdiction in which the Company is incorporated or otherwise established.

(c) Dealing restrictions and subsequent issues

The Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any repurchase (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities, which were outstanding prior to such repurchase), without the Stock Exchange's prior approval. In addition, the Company shall not repurchase Shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its Shares were traded on the Stock Exchange. The Listing Rules also prohibit the Company from repurchasing its Shares on the Stock Exchange if the repurchase would result in the number of the Company's listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage under the Listing Rules.

(d) Status of repurchased shares

The listing of the Shares repurchased on the Stock Exchange by the Company shall be automatically cancelled upon repurchase and the Company must apply for listing of any further issues of that type of Shares in the normal way. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and Shareholders as a whole to continue having an authority conferred from Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it as the appropriate situation to repurchase Shares, they believe that having the authority conferred to do so would give the Company additional flexibility that would be beneficial to the Company and Shareholders as such repurchases may, depending on the market conditions and funding arrangements of the Company at the 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 10,056,973,786 Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 1,005,697,378 Shares, being 10% of the issued share capital of the Company, during the period ending on the earliest of the date of its next annual general meeting, or the date upon which such authority conferred is revoked or varied by ordinary resolution of Shareholders in a general meeting of the Company.

FUNDING OF REPURCHASE

In repurchasing Shares pursuant to the Repurchase Mandate granted by Shareholders, the Company shall only apply funds legally available for such purposes in accordance with the Company's memorandum and articles of association and the applicable 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 impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the most recently published annual report of the Company for the financial year ended 31 December 2022) in the event that the proposed 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 that would have a material adverse impact on the working capital or gearing position of the Company which in the opinion of the Directors is from time to time inappropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors, and 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 granted by Shareholders, to sell any Shares to the Company.

No connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company 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

In the event that the exercise of the authority 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 of voting rights for the purposes of the Takeovers Code as stipulated under rule 32 therein. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of the increase in any 12-month period, could obtain or consolidate control of the Company and thereby be 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, together with his associates are interested in 4,239,028,000 Shares, representing approximately 42.15% of the issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full to repurchase 1,005,697,378 Shares, being 10% of the issued share capital of the Company granted under the Repurchase Mandate, the shareholding interest of Mr. Li Shu Fu, together with his associates, in the Company would be increased to approximately 46.83% of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code. In the event that any exercise of the Repurchase Mandate would, to the Directors' knowledge, have such a consequence, the Directors would not exercise the Repurchase Mandate to such extent.

SHARE REPURCHASE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares being traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	12.66	10.68
May	15.08	10.86
June	19.20	14.08
July	18.28	15.24
August	18.74	15.14
September	15.78	10.60
October	11.58	8.30
November	11.56	8.48
December	13.00	11.10
2023		
January	13.44	11.06
February	13.50	10.06
March	11.06	8.78
April (up to 14 April 2023)	10.26	9.46

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

Mr. Li Shu Fu (“**Mr. Li**”), aged 59, joined the Group on 9 June 2005 as the Chairman (the “**Chairman**”) of the Board and executive Director, and is responsible for the overall strategic planning, Board leadership, corporate governance and formulation of the corporate policies of the Group. Mr. Li holds a Master’s Degree in Engineering from Yan Shan University. Currently, Mr. Li is the controlling shareholder, founder, chairman of the board of directors of Zhejiang Geely Holding Group Company Limited (“**Geely Holding**”) (a company incorporated in the PRC, and is ultimately owned by Mr. Li and his associate, a substantial shareholder of the Company). Geely Holding and its subsidiaries are principally engaged in the sale of automobiles and related parts and components wholesale and retail business. Mr. Li also serves as the chairperson and member of the board of Volvo Car AB (Stock Code of Stockholm Stock Exchange: VOLCAR B) since 2010. Mr. Li has extensive experience in the investment and management of the automobile manufacturing business in the PRC. Mr. Li was accredited as one of the “50 Most Influential Persons in China’s Automotive Industry in the 50 Years” by China Automotive News (中國汽車報).

As at the Latest Practicable Date, Mr. Li was interested in 4,239,028,000 Shares, representing approximately 42.15% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. 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 of the Company in accordance with the Articles of Association. The director’s emolument of Mr. Li for the year ended 31 December 2022 was HK\$390,000. Such director’s emolument was 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 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. Li that need to be brought to the attention of the Shareholders.

Mr. Li Dong Hui, Daniel (“**Mr. Daniel Li**”), aged 53, joined the Group on 15 July 2016 as an executive Director and the vice Chairman of the Board. Mr. Daniel Li has been an executive vice president and the Chief Financial Officer (“**CFO**”) of Geely Holding since June 2016, and he was appointed as Chief Executive Officer (“**CEO**”) of Geely Holding in November 2020. He also serves as a board member of Geely Holding from November 2011, a member of the board of directors of Volvo Car AB (Stock Code of Stockholm Stock Exchange: VOLCAR B) from April 2012, and a member of the board of directors of Polestar Automotive Holding UK PLC (Stock Code of NASDAQ: PSNY) from 2017. Mr. Daniel Li is also a director of certain subsidiaries of the Group. He is responsible for the coordination of the Board, strategic development and financial system of the Group. Mr. Daniel Li was a vice president and CFO of Geely Holding from April 2011 to March 2014, and an executive Director of the Company from May 2011 to March 2014. Mr. Daniel Li has extensive professional and senior managerial experiences with both the PRC and sino-foreign multinational companies, particularly in the fields of accounting and financial management, financing structure, strategic planning and business development. Prior to joining Geely Holding, he held

key accounting, financing and corporate management positions as vice president, CFO, general manager and business development director in the PRC companies including Guangxi Liugong Machinery Company Ltd. (2010), and sino-foreign multinational companies; his last position was the vice chairman and the president (finance) of 北京東方園林生態股份有限公司 (Beijing Orient Landscape Co., Ltd.)(Stock Code of Shenzhen Stock Exchange: 002310) (2014-2016). Mr. Daniel 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 Beijing Institute of Machinery Industry in the PRC with a Master's Degree in Management Engineering with a major in Financial Management in 1997. Also, Mr. Daniel Li graduated from Renmin University of China with a Bachelor's Degree in Philosophy in 1991. He is currently the independent non-executive director of YTO International Express and Supply Chain Technology Limited (formerly known as YTO Express (International) Holdings Limited, Stock Code of the Stock Exchange: 6123). Mr. Daniel Li was the independent director of 中青旅控股股份有限公司 (China CYTS Tours Holding Co., Ltd.) (Stock Code of Shanghai Stock Exchange: 600138).

As at the Latest Practicable Date, Mr. Daniel Li was interested in 5,004,000 Shares, representing approximately 0.05% of the issued share capital of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Mr. Daniel Li was also interested in options for subscribing 14,000,000 Shares, representing approximately 0.14% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Daniel Li did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Saved as disclosed above, Mr. Daniel 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. Daniel Li and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The director's emolument of Mr. Daniel Li for the year ended 31 December 2022 was HK\$10,000. Such director's emolument was determined with reference to the experience and duties of Mr. Daniel Li as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board 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. Daniel Li that need to be brought to the attention of the Shareholders.

Mr. An Cong Hui ("Mr. An"), aged 53, 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 since December 2011. Mr. An is currently the chairman of Geely Automobile Group Company Limited ("**Geely Automobile Group**") (a company incorporated in the PRC and is ultimately owned by Mr. Li, a substantial shareholder of the Company and his associate), the CEO of ZEEKR Intelligent Technology Holding Limited, and the chairman of the principal operating subsidiary, namely Zhejiang Jirun Automobile Company Limited, and a director of certain subsidiaries of the Group. Mr. An was previously in charge of the overall operation under the "**Emgrand**" product brand 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 in 1996 after graduation from 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 7,876,000 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 22,000,000 Shares, representing approximately 0.22% 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 of the Company in accordance with the Articles of Association. The director's emolument of Mr. An for the year ended 31 December 2022 was HK\$10,000. Such director's emolument was 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 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. An that need to be brought to the attention of the Shareholders.

Ms. Wei Mei (“**Ms. Wei**”), aged 54, joined the Group on 17 January 2011 as an executive Director. Ms. Wei has been a vice president of Geely Holding since June 2009, and is currently a senior vice president and chief operating officer of Geely Holding, being responsible for the operation management, digitalization, and information technology related works of Geely Holding. Ms. Wei holds a Doctoral Degree in Management from Northwest A&F University, a Master's Degree in Management and a Bachelor's Degree in Science from Ocean University of China. From 2003 to 2007, Ms. Wei was the group human resources director of Beiqi Foton Motor Co., Ltd. (“**Foton Motor**”) and focused on Foton Motor's human resources management, control and training. Prior to that, Ms. Wei worked in the group of Qingdao Haier Co., Ltd. (“**Qingdao Haier**”) from 1991 to 2002 and served a number of positions in the department of integration and dishwashers business unit of Qingdao Haier Refrigerator Co., Ltd., participating in the development, diversification and globalization of Qingdao Haier. Ms. Wei was in charge of organizational management, operation appraisal, quality system management and human resources and was also directing the operation management of Haier dishwashers and other small appliances.

As at the Latest Practicable Date, Ms. Wei was interested in options for subscribing 7,000,000 Shares, representing approximately 0.07% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. Wei did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Save as disclosed above, Ms. Wei did not hold any other directorships in other listed companies in the last three years. Save as disclosed above, she 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 Ms. Wei and she would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The director's emolument of Ms. Wei for the year ended 31 December 2022 was HK\$10,000. Such director's emolument was determined with reference to the experience and duties of Ms. Wei as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board 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 Ms. Wei that need to be brought to the attention of the Shareholders.

Mr. Gan Jia Yue ("Mr. Gan"), aged 42, joined the Group on 25 July 2022 as an executive Director. Mr. Gan has been the CEO of Geely Automobile Group since 23 March 2021. He is currently responsible for the operation management of Geely Automobile Group. Mr. Gan joined Geely Holding in February 2003. He has previously served as member of the management committee, senior director of management and head of group finance department of Geely Automobile Group, and has been the vice president of Geely Automobile Group since 11 June 2020 and was responsible for the procurement duties of Geely Automobile Group. As a core member of the product strategy committee, the investment committee, the procurement committee and the quality committee of Geely Automobile Group, Mr. Gan participated in critical strategic and business decisions, and made extraordinary contribution in enhancing finance management, operation optimisation, organizational transformation and supplier chain construction of Geely Automobile Group. Mr. Gan also serves as director of certain subsidiaries of the Group. Mr. Gan has extensive financial knowledge and practical experience in corporate governance. Mr. Gan graduated from Zhengzhou University of Aeronautics with a Bachelor's Degree in Management in 2003.

As at the Latest Practicable Date, Mr. Gan was interested in (i) 2,230,200 Shares; (ii) options for subscribing 8,000,000 Shares; and (iii) 4,200,000 restricted share awards of the Company (which were unvested share awards granted under the share award scheme of the Company adopted on 30 August 2021), in aggregate representing 0.14% of the issued share capital of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Gan did not have any relationship with any Directors, senior management or any other substantial or controlling shareholders of the Company. Saved as disclosed above, Mr. Gan 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. Gan and he would be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The director's emolument of Mr. Gan for the year ended 31 December 2022 was HK\$4,366. Such director's emolument was determined with reference to the experience and duties of Mr. Gan as well as the Company's remuneration policy and will be subject to review by the remuneration committee of the Board 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. Gan that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN that an annual general meeting of Geely Automobile Holdings Limited (the “**Company**”) will be held at Boardroom 8, Lower Lobby, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 25 May 2023 at 4:00 p.m. or at any adjournment thereof to transact the following businesses:

AS ORDINARY BUSINESS

1. to receive and consider the report of the directors, audited financial statements and auditor’s report for the year ended 31 December 2022;
2. to declare a final dividend for the year ended 31 December 2022;
3. to re-elect Mr. Li Shu Fu as an executive director;
4. to re-elect Mr. Li Dong Hui, Daniel as an executive director;
5. to re-elect Mr. An Cong Hui as an executive director;
6. to re-elect Ms. Wei Mei as an executive director;
7. to re-elect Mr. Gan Jia Yue as an executive director;
8. to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
9. to re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration; and

AS SPECIAL BUSINESS

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

10. **“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 at par value 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

NOTICE OF ANNUAL GENERAL MEETING

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 of the Company in accordance with the relevant dealing restrictions stipulated in the Listing Rules;
- (c) the aggregate number 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 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 conferred as set out in this resolution is revoked or varied by an ordinary resolution of the holders of shares of the Company in general meeting.”

11. “**THAT:**

- (a) subject to paragraphs (c) & (d) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise 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 number 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

NOTICE OF ANNUAL GENERAL MEETING

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 10% of the aggregate issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly;

- (d) any shares in the Company to be allotted, issued or dealt with (whether wholly or partly for cash or otherwise) pursuant to the approval in paragraph (a) of this resolution shall not be at a discount of more than 10 per cent to the Benchmarked Price (as defined below) of such shares in the Company, save for issue of securities convertible into new shares of the Company for cash consideration pursuant to the approval in paragraph (a) of this resolution, where the initial conversion price shall not be lower than the Benchmarked Price of the shares of the Company at the time of the placing; and
- (e) for the purposes of this resolution:

“**Benchmarked Price**” means the higher of:

- (i) the closing price of the shares in the Company as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the date of the agreement involving the proposed issue of shares in the Company; and
- (ii) the average closing price of the shares in the Company as quoted on the Stock Exchange for the 5 trading days immediately preceding the earlier of the date: (A) of announcement of the transaction or arrangement involving the relevant proposed issue of shares in the Company, (B) of the agreement involving the relevant proposed issue of shares in the Company, and (C) on which the price of shares in the Company that are proposed to be issued is fixed.

“**Relevant Period**” shall have the same meaning as that ascribed to it under resolution number 10 as set out in the notice convening the annual general meeting of which this resolution forms part; and

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary

NOTICE OF ANNUAL GENERAL MEETING

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).”

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

Hong Kong, 21 April 2023

Head office and principal place of business in Hong Kong:

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

Notes:

- (1) In order to establish entitlements of attending and voting at the forthcoming annual general meeting of the Company to be held on 25 May 2023, the register of members of the Company will be closed from 22 May 2023 to 25 May 2023 (both days inclusive), during such period no transfer of shares of the Company will be registered. All transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on 19 May 2023.
- (2) In order to qualify for the proposed final dividend, the register of members of the Company will be closed from 7 June 2023 to 12 June 2023 (both days inclusive), during such period no transfer of shares of the Company will be registered. All transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on 6 June 2023.
- (3) Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- (4) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered to the office of the Company's Hong Kong share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). A form of proxy for use by a member of the Company at the forthcoming annual general meeting of the Company is enclosed hereto.
- (5) Completion and return of the accompanying form of proxy shall not preclude a member of the Company from attending and/or voting in person at the meeting or at any adjournment meeting thereof (as the case may be) and in such event, such instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

- (6) Where there are joint registered holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares of the Company shall be accepted to the exclusion of the votes of the other registered holders.
- (7) If there is Typhoon Signal No. 8 or above, a “black” rainstorm warning and/or extreme conditions caused by a super typhoon in force in Hong Kong at any time after 1:00 p.m. on the date of the forthcoming annual general meeting, the meeting will be postponed. The Company will publish an announcement on the websites of the Company at (<http://www.geelyauto.com.hk>) and the Stock Exchange at (<http://www.hkexnews.hk>) to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the executive directors of the Company are Mr. Li Shu Fu (Chairman), Mr. Li Dong Hui, Daniel (Vice Chairman), Mr. Gui Sheng Yue (Chief Executive Officer), Mr. An Cong Hui, Mr. Ang Siu Lun, Lawrence, Ms. Wei Mei and Mr. Gan Jia Yue, and the independent non-executive directors of the Company are Mr. An Qing Heng, Mr. Wang Yang, Ms. Lam Yin Shan, Jocelyn and Ms. Gao Jie.