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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)

**(I) POLL RESULTS OF THE
ANNUAL GENERAL MEETING HELD ON 18 MAY 2012;
(II) PAYMENT OF FINAL DIVIDEND OF
HK\$0.028 PER ORDINARY SHARE ON 10 JULY 2012; AND
(III) ADJUSTMENTS TO CONVERSION PRICE OF THE BONDS AND
EXERCISE PRICE OF THE WARRANTS**

At the AGM of the Company held on 18 May 2012, all resolutions set out in the AGM Notice were passed by the Shareholders by way of poll.

The Board is pleased to announce that the final dividend of HK\$0.028 per ordinary share will be mailed by Union to the Shareholders whose names would appear on the register of members of the Company on 31 May 2012. These Shareholders are entitled to receive the same by ordinary post at their own risk on 10 July 2012.

As a result of the final dividend payment of HK\$0.028 per ordinary share, the conversion price of the Bonds will be adjusted from HK\$1.8742 per ordinary share to HK\$1.8583 per ordinary share and the exercise price of the Warrants will be adjusted from RMB1.9986 per ordinary share to RMB1.9816 per ordinary share. Such adjustments shall become effective from 10 July 2012, being the date when the final dividend will be paid to the Shareholders whose names would appear on the register of members of the Company on 31 May 2012.

Reference is made to the announcements of the Company dated 23 September 2009 and 22 March 2012 and the notice of annual general meeting dated 29 March 2012 (the “**AGM Notice**”). Unless otherwise defined here, terms used in this announcement shall have the same meaning given to such terms in the Company’s announcement dated 23 September 2009.

(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 18 MAY 2012

The board of directors (the “**Board**”) of Geely Automobile Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting held on 18 May 2012 (the “**AGM**”), all resolutions set out in the AGM Notice were approved by the shareholders of the Company (the “**Shareholders**”) by way of poll in the manner prescribed under Rule 13.39(4) of the Listing Rules. The Company’s Hong Kong Share Registrar, Union Registrars Limited (“**Union**”), was appointed as scrutineer for the vote-taking at the AGM. The poll results in respect of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the report of the directors, audited financial statements and auditors’ report for the year ended 31 December 2011.	4,346,097,097 100%	0 0%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
2.	To declare a final dividend for the year ended 31 December 2011.	4,346,097,097 100%	0 0%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3.	To re-elect Mr. Ang Siu Lun, Lawrence as an executive director.	4,336,734,470 99.8426%	6,838,327 0.1574%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
4.	To re-elect Mr. Liu Jin Liang as an executive director.	4,336,734,470 99.8426%	6,838,327 0.1574%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
5.	To re-elect Mr. Li Dong Hui, Daniel as an executive director.	3,825,796,223 88.0796%	517,771,574 11.9204%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
6.	To re-elect Mr. An Cong Hui as an executive director.	4,336,644,470 99.8426%	6,838,327 0.1574%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
7.	To re-elect Mr. Yin Da Qing, Richard as a non-executive director.	4,295,884,884 98.8530%	49,847,213 1.1470%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of Votes (%)	
		For	Against
8.	To re-elect Mr. Yeung Sau Hung, Alex as an independent non-executive director.	4,345,732,097 100%	0 0%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
9.	To re-elect Mr. Fu Yu Wu as an independent non-executive director.	4,337,787,982 99.8172%	7,944,115 0.1828%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
10.	To authorise the board of directors of the Company to fix the remuneration of the directors.	4,306,273,595 99.9993%	30,000 0.0007%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
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.	4,346,097,097 100%	0 0%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
12.	To grant a general mandate to the directors to repurchase the Company’s shares.	4,346,127,097 100%	0 0%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
13.	To grant a general mandate to the directors to issue, allot and otherwise deal with the Company’s shares.	3,693,097,229 84.2108%	692,439,868 15.7892%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
14.	To extend the general mandate to allot and issue new shares.	3,726,993,729 85.7550%	619,103,368 14.2450%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		
15.	To terminate the Existing Share Option Scheme and to adopt the New Share Option Scheme.	3,883,755,629 89.3619%	462,341,468 10.6381%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

Ordinary Resolutions		Number of Votes (%)	
		For	Against
16.	Conditional upon special resolution number 18 being passed, to approve that the Company may send or supply Corporate Communications to Shareholders (in relation to whom certain conditions are met) by making such Corporate Communications available on the Company's own website and the website of the Stock Exchange in accordance with ordinary resolution number 16 as set out in the AGM Notice.	4,346,097,097 100%	0 0%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
Special Resolutions		Number of Votes (%)	
		For	Against
17.	To approve the amendments to the Memorandum of Association of the Company in accordance with special resolution number 17 with respect to obsolete provisions and minor housekeeping amendments as set out in the AGM Notice.	4,346,097,097 100%	0 0%
As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			
18.	To approve the amendments to the Articles of Association of the Company in accordance with special resolution number 18 with respect to corporate communications as set out in the AGM Notice.	4,346,097,097 100%	0 0%
As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			
19.	To approve the amendments to the Articles of Association of the Company in accordance with special resolution number 19 with respect to obsolete provisions and minor housekeeping amendments as set out in the AGM Notice.	4,346,097,097 100%	0 0%
As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			
20.	Conditional upon special resolution numbers 17 to 19 being passed, to adopt the new amended and restated Memorandum and Articles of Association of the Company.	4,346,097,097 100%	0 0%
As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.			

There were no Shares of holders are required under the Listing Rules to abstain from voting at the AGM.

As at the date of the AGM, the issued share capital of the Company was 7,474,860,450 Shares, which was the total number of Shares entitling the holders to attend and vote for or against all resolutions at the AGM. There were no Shares entitling the holder to attend and vote only against any resolution at the AGM.

(II) PAYMENT OF FINAL DIVIDEND OF HK\$0.028 PER ORDINARY SHARE ON 10 JULY 2012

The Board is pleased to announce that the final dividend of HK\$0.028 per ordinary share will be mailed by Union to the Shareholders whose names would appear on the register of members of the Company on 31 May 2012. These Shareholders are entitled to receive the same by ordinary post at their own risk on 10 July 2012.

(III) ADJUSTMENTS TO CONVERSION PRICE OF THE BONDS AND EXERCISE PRICE OF THE WARRANTS

The Company issued 3% convertible bonds due 2014 in the principal amount of approximately RMB1,671 million (equivalent to HK\$1,897 million) and 299,526,900 warrants on 11 November 2009. In accordance with the terms and conditions of the Bonds and the Warrants, the payment of the final dividend of HK\$0.028 per ordinary share to the Shareholders will result in the adjustments to the conversion price of the Bonds and the exercise price of the Warrants. Accordingly, the conversion price of the Bonds will be adjusted from HK\$1.8742 per ordinary share to HK\$1.8583 per ordinary share and the exercise price of the Warrants will be adjusted from RMB1.9986 per ordinary share to RMB1.9816 per ordinary share. Such adjustments shall become effective from 10 July 2012, being the date when the final dividend will be paid to the Shareholders whose names would appear on the register of members of the Company on 31 May 2012.

Save for the above adjustments, all the other terms of the Bonds and the Warrants remain unchanged.

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

Hong Kong, 18 May 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. 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 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.