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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  
16 MAY 2013;**

**(II) PAYMENT OF FINAL DIVIDEND OF HK\$0.039 PER ORDINARY  
SHARE ON 10 JULY 2013; AND**

**(III) ADJUSTMENT TO CONVERSION PRICE OF THE BONDS**

At the annual general meeting of the Company held on 16 May 2013, all resolutions set out in the notice of annual general meeting of the Company dated 28 March 2013 were passed by the Shareholders by way of poll.

The Board is pleased to announce that the final dividend of HK\$0.039 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 2013. These Shareholders are entitled to receive the final dividend by ordinary post at their own risk on 10 July 2013.

As a result of the final dividend payment of HK\$0.039 per ordinary share, the conversion price of the Bonds will be adjusted from HK\$1.8583 per ordinary share to HK\$1.8408 per ordinary share. Such adjustment shall become effective from 10 July 2013, 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 2013.

Reference is made to the announcements of the Company dated 23 September 2009, 20 March 2013, and the notice of annual general meeting of the Company dated 28 March 2013 (the “**AGM Notice**”). Unless otherwise defined here, terms used in this announcement shall have the same meaning given to such terms in the announcement of the Company dated 23 September 2009.

**(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 16 MAY 2013**

The board of directors (the “**Board**”) of Geely Automobile Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 16 May 2013 (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:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and consider the report of the directors, audited financial statements and auditors’ report for the year ended 31 December 2012.	5,061,566,213 100%	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 2012.	5,062,156,213 100%	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. Li Shu Fu as an executive director.	2,166,373,213 98.8452%	25,309,000 1.1548%
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. Yang Jian as an executive director.	5,037,132,213 99.5797%	21,260,000 0.4203%
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. Gui Sheng Yue as an executive director.	5,004,907,210 98.9426%	53,485,003 1.0574%
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 Dr. Zhao Fuquan as an executive director.	5,037,132,213 99.5797%	21,260,000 0.4203%
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 Ms. Wei Mei as an executive director.	4,980,744,679 98.4251%	79,696,534 1.5749%
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. Carl Peter Edmund Moriz Forster as a non-executive director.	5,033,357,213 99.4648%	27,084,000 0.5352%
	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 authorise the board of directors of the Company to fix the remuneration of the directors.	5,039,661,213 99.9603%	2,000,000 0.0397%
	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 re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	5,061,566,213 100%	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.		
11.	To grant a general mandate to the directors to repurchase the Company's shares.	5,038,961,213 99.5635%	22,090,000 0.4365%
	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 issue, allot and otherwise deal with the Company's shares.	4,167,526,744 82.3367%	894,039,469 17.6633%
	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 extend the general mandate to allot and issue new shares.	4,166,055,934 82.3076%	895,510,279 17.6924%
	As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.		

In relation to the ordinary resolution number 3 set out in the AGM Notice, as Mr. Li Shu Fu (“**Mr. Li**”) and his associates are connected persons of the Company with personal interests in it by virtue of the fact that Mr. Li is an executive Director beneficially holding 3,751,159,000 Shares (representing approximately 45.34% of the issued share capital of the Company as at the date of this announcement), they all had abstained from voting for the ordinary resolution number 3 at the AGM. Shareholders holding a total of 4,522,119,934 Shares were entitled to attend and vote for or against the ordinary resolution number 3. Save for the above, there were no shares of holders that are required under the Listing Rules to abstain from voting for other ordinary resolutions at the AGM.

As at the date of the AGM, the issued share capital of the Company was 8,273,278,934 shares, which was the total number of shares entitling the holders to attend and vote for or against all other resolutions (save for ordinary resolution number 3) 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\$0.039 PER ORDINARY SHARE ON 10 JULY 2013**

The Board is pleased to announce that the final dividend of HK\$0.039 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 2013. These Shareholders are entitled to receive the final dividend by ordinary post at their own risk on 10 July 2013.

**(III) ADJUSTMENT TO CONVERSION PRICE OF THE BONDS**

The Company issued 3% convertible bonds due 2014 in the principal amount of approximately RMB1,671 million (equivalent to HK\$1,897 million) on 11 November 2009. In accordance with the terms and conditions of the Bonds, the payment of the final dividend of HK\$0.039 per ordinary share to the Shareholders will result in the adjustment to the conversion price of the Bonds. Accordingly, the conversion price of the Bonds will be adjusted from HK\$1.8583 per ordinary share to HK\$1.8408 per ordinary share. Such adjustment shall become effective from 10 July 2013, 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 2013.

Save for the above adjustment, all the other terms of the Bonds remain unchanged.

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

Hong Kong, 16 May 2013

*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-executive director of the Company is Mr. Carl Peter Edmund Moriz Forster; 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.*