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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 of 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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**This circular is not, and does not form part of, an offer to sell or solicitation of an offer to purchase or subscribe for any securities of ZEEKR in Hong Kong, the U.S. or any other jurisdiction, and neither this circular, nor any part of it, shall form the basis of, or be relied on in connection with, any investment decision relating to securities of ZEEKR. No securities of ZEEKR may be sold in the U.S. without registration with the SEC unless pursuant to an available exemption from the registration requirement of the Securities Act. Any offering of the securities of ZEEKR to be made in the U.S. will be made solely on the basis of the information contained in the statutory prospectus included in the registration statement filed with the SEC.**

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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 codes: 175 (HKD counter) and 80175 (RMB counter)

**(1) DISTRIBUTION IN SPECIE;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the EGM 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 Tuesday, 18 June 2024, at 4:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use by Shareholders at the EGM is also enclosed. Whether or not you intend to attend and vote at the EGM 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 later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

30 May 2024

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## **RESPONSIBILITY STATEMENT**

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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.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:*

“ADS(s)”	the American Depositary Share(s) (NYSE: ZK) issued pursuant to a deposit agreement between ZEEKR and a depository, each representing 10 ZEEKR Shares, which are listed on the New York Stock Exchange;
“Articles of Association”	the second amended and restated articles of association of the Company;
“Assured Entitlement”	the proposed provision of a distribution in specie of ADSs to the Shareholders (or cash alternative for those Shareholders who are entitled to fractional ADSs, who elect to receive cash in lieu of ADSs, who are located in the U.S. or are U.S. persons (as defined in Regulation S), or are otherwise ineligible holders of ADSs) by the Company, which was resolved by the Board on 16 May 2024, pursuant to paragraph 3(f) of PN15;
“Beneficial Owner(s)”	any beneficial owner(s) of Shares whose Shares are registered on the register of members of the Company in the name of a nominee, trustee, depository or any other authorised custodian or third party (including but not limited to HKSCC Nominees Limited in respect of Shares deposited in CCASS);
“Board”	the board of Directors of the Company;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation;
“CCASS Participant”	a person admitted to participate in CCASS as a participant, including a CCASS Investor Participant;
“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 codes: 175 (HKD counter) and 80175 (RMB counter));
“Director(s)”	the director(s) of the Company;

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## DEFINITIONS

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“Distribution”	the proposed special dividend of the Company, to be satisfied by the distribution in specie of ADSs or cash in lieu of ADSs to the Qualifying Shareholders;
“Distribution ADS(s)”	the ADS(s) to be distributed to the Qualifying Shareholders pursuant to the Distribution;
“EGM”	the extraordinary general meeting of the Company to be held on 18 June 2024 to consider and, if thought fit, approve, among other things, the Distribution;
“Form of Election”	the form of election to be completed by the Qualifying Shareholders pursuant to which each Qualifying Shareholder may elect to receive the Distribution ADSs or cash in lieu of all the Distribution ADSs to which they are entitled;
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Intermediary”	in relation to a Beneficial Owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, means the Beneficial Owner’s broker, custodian, nominee or other relevant person who is a CCASS Participant or who has deposited the Beneficial Owner’s Shares with a CCASS Participant;
“Latest Practicable Date”	24 May 2024 (Hong Kong time), 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;
“Non-Qualifying Shareholders”	those Shareholders who are (i) on the Record Date, resident or located in places outside Hong Kong in respect of which the Directors consider the exclusion from receiving the ADSs under the Distribution to be necessary or expedient on account of either the legal restrictions under the laws of the relevant place or the requirements of a regulatory body or stock exchange in that place, in accordance with Rule 13.36(2) of the Listing Rules; (ii) without limitation to the generality of the foregoing, located in the U.S. or who are U.S. Persons; or (iii) otherwise unable to make the certifications required in the Form of Election in order to be entitled to receive the Distribution ADSs;

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## DEFINITIONS

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“Offer Price”	US\$21, the initial public offering price per ADS under the ZEEKR Offering;
“PN15”	Practice Note 15 to the Listing Rules;
“PRC”	the People’s Republic of China, and for the purposes of this circular for geographical reference only (unless otherwise indicated), excluding Taiwan, the Macau Special Administrative Region of the PRC and Hong Kong;
“Qualifying Lot”	22,000 Shares;
“Qualifying Shareholder(s)”	Shareholder(s) whose names appear on the register of members of the Company on the Record Date, other than the Shareholders who are, or who are acting for the account or benefit of, the Non-Qualifying Shareholders;
“Over-allotment Option”	an over-allotment option that may be exercised by the underwriters to the ZEEKR Offering, of up to 3,150,000 additional ADSs, granted by ZEEKR to these underwriters;
“Record Date”	3 July 2024, the date by reference to which entitlements to the Distribution are determined;
“Regulation S”	Regulation S under the Securities Act;
“RMB”	Renminbi, the lawful currency of the PRC;
“SEC”	the Securities and Exchange Commission of the U.S.;
“Securities Act”	the United States Securities Act of 1933, as amended from time to time;
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.02 each in the share capital of the Company;
“Shareholder(s)”	the holders of Shares of the Company;
“Spin-off”	the spin-off of ZEEKR, involving the ZEEKR Offering and the separate listing of the ADSs on the New York Stock Exchange;
“Stock Connect”	the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect;
“Stock Connect Investor(s)”	the PRC southbound trading investor(s) holding the Company’s securities through the Stock Connect;

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription”	the subscription of 12,900,952 ADSs by the Company;
“Subsidiary(ies)”	has the meaning as ascribed thereto in the Listing Rules;
“US\$”	United States Dollar, the lawful currency of the U.S.;
“U.S.”	the United States of America;
“U.S. Person(s)”	as defined in Rule 902 under the Securities Act;
“ZEEKR”	ZEEKR Intelligent Technology Holding Limited, a non-wholly owned Subsidiary of the Company;
“ZEEKR Offering”	an offering of shares in ZEEKR represented by ADSs in the U.S. registered with the SEC;
“ZEEKR Shares”	ordinary shares of par value US\$0.0002 each in the capital of ZEEKR; and
“%”	per cent.

*For illustrative purpose of this circular, US\$1 = HK\$7.83.*

*If there is any inconsistency in this circular between the Chinese and English versions, the English version shall prevail.*

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LETTER FROM THE BOARD

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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 codes: 175 (HKD counter) and 80175 (RMB counter)

*Executive Directors:*

Mr. Li Shu Fu (*Chairman*)  
Mr. Li Dong Hui, Daniel (*Vice Chairman*)  
Mr. Gui Sheng Yue (*Chief Executive Officer*)  
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. Gao Jie  
Ms. Yu Li Ping, Jennifer  
Mr. Zhu Han Song

*Principal Place of Business in Hong Kong:*

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

30 May 2024

*To the Shareholders,*

Dear Sir or Madam,

**(1) DISTRIBUTION IN SPECIE;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

References are made to the announcements of the Company dated 31 October 2022, 13 December 2022, 25 August 2023, 10 November 2023, 26 November 2023, 21 March 2024, 5 May 2024, 10 May 2024 and 16 May 2024 in relation to the Spin-off, the Subscription, the resignation of an executive Director and the Distribution.

On 10 May 2024, the Company announced that the ZEEKR Offering and the separate listing of ZEEKR on the New York Stock Exchange took place on 10 May 2024 (New York time). The pricing of the ADSs was fixed on 9 May 2024 (New York time) at US\$21 (equivalent to approximately HK\$164.43) per ADS.



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## LETTER FROM THE BOARD

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Trading in the ADSs on the New York Stock Exchange commenced on 10 May 2024 (New York time). On 16 May 2024, the Board resolved to declare a special dividend of a total of approximately HK\$75.21 million to the Shareholders by way of a distribution.

The purpose of this circular is to provide you with, among other things, (i) details of the Distribution; and (ii) other information as required under the Listing Rules together with the notice of the EGM, to enable you to make an informed decision on the resolution at the EGM.

This circular sets out the procedures and conditions for obtaining the Distribution. The information in this circular supersedes all prior announcements of the Company concerning the Distribution.

Unless the context otherwise requires, capitalised terms and expressions used in this circular have the meanings given to them in the section headed “DEFINITIONS” of this circular.

### ASSURED ENTITLEMENT AND DISTRIBUTION IN SPECIE

#### Basis of Entitlement

In giving due regard to the interests of the Shareholders as required by PN15, the Board resolved on 16 May 2024 to declare a special dividend of a total of approximately HK\$75.21 million to the Shareholders by way of a distribution, which represents (a) a distribution of approximately HK\$0.007474 per Share based on the total number of 10,063,382,383 Shares in issue as at the Latest Practicable Date; or (b) a distribution of the Distribution ADSs on the basis of one Distribution ADS for every 22,000 Shares held by the Qualifying Shareholders based on the Offer Price of US\$21 per ADS and to be converted into Hong Kong dollars at the exchange rate of US\$1.00 to HK\$7.83. Details are set out as follows:

- (i) a Qualifying Shareholder holding a whole multiple of a Qualifying Lot (i.e. 22,000 Shares) will be entitled to one Distribution ADS for every whole multiple of a Qualifying Lot held. Such Qualifying Shareholder may elect to receive the Distribution ADS(s) to which he/she/it is entitled, or, in lieu of such Distribution ADS(s), a cash payment of approximately HK\$164.43 for every whole multiple of a Qualifying Lot, which is equivalent to the Offer Price in Hong Kong dollars at the exchange rate of US\$1.00 to HK\$7.83;
- (ii) a Qualifying Shareholder who holds Shares in excess of a whole multiple of a Qualifying Lot will be treated in accordance with (i) above, except that such Shareholder will only receive cash payment of HK\$7.474 for every whole multiple of 1,000 Shares of such number of Shares held by him/her/it that is over and above the maximum whole multiple of a Qualifying Lot;
- (iii) a Qualifying Shareholder holding less than a Qualifying Lot will not be entitled to elect to receive the Distribution ADSs, but will instead receive a cash payment of HK\$44.844 for every 6,000 Shares and a cash payment of HK\$7.474 for every whole multiple of 1,000 Shares that is over and above the maximum whole multiple of 6,000 Shares, based on the number of Shares held by him/her/it;

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## LETTER FROM THE BOARD

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- (iv) the Non-Qualifying Shareholders will not be entitled to elect to receive the Distribution ADSs, but will instead receive a cash payment of HK\$44.844 for every 6,000 Shares and a cash payment of HK\$7.474 for every whole multiple of 1,000 Shares that is over and above the maximum whole multiple of 6,000 Shares, based on the respective number of the Shares held by him/her/it;
- (v) as a cash payment less than HK\$44.844 will not be distributed and will accrue to the Company, a Shareholder who holds less than 6,000 Shares will not receive any cash payments;
- (vi) all ownership interests of Shareholders will be determined at the close of business on the Record Date;
- (vii) all cash payments will be rounded down to the nearest Hong Kong cent; and
- (viii) the cash payment of approximately HK\$0.007474 per Share is calculated as follows:

$$\frac{\text{US\$21 per ADS (the Offer Price)}}{22,000 \text{ Shares (the Qualifying Lot)}} \times 7.83 \text{ (the exchange rate of US\$ to HK\$)}$$

The Board considers that the above basis of entitlement is fair and reasonable.

### **Qualifying Shareholders**

The Qualifying Shareholders are the Shareholders whose names appear on the register of members of the Company on the Record Date, other than the Shareholders who are, or who are acting for the account or benefit of, the Non-Qualifying Shareholders.

### **Non-Qualifying Shareholders**

The Non-Qualifying Shareholders are the Shareholders (including the Beneficial Owners) who are:

- (i) on the Record Date, resident or located in places outside Hong Kong in respect of which the Board considers the exclusion from receiving the ADSs under the Distribution to be necessary or expedient on account of either the legal restrictions under the laws of the relevant place or the requirements of a regulatory body or stock exchange in that place, in accordance with Rule 13.36(2) of the Listing Rules;
- (ii) without limitation to the generality of the foregoing, located in the U.S. or who are U.S. Persons; or
- (iii) otherwise unable to make the certifications required in the Form of Election in order to be entitled to receive the Distribution ADSs.

Since registration or filing or other procedures or formalities, subject to certain exceptions, would need to be carried out in relation to the Distribution to comply with the relevant securities legislation or regulation in the U.S., the Non-Qualifying Shareholders are deemed to include, without limitation to the generality of the above, the Shareholders (including the Beneficial Owners) who are located in the U.S. or who are U.S. Persons.

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## LETTER FROM THE BOARD

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The Board reserves the right to adopt the same approach in respect of any other jurisdiction(s) where the applicable laws of the relevant jurisdiction make it necessary or expedient to do so.

### **Overseas Shareholders and Stock Connect Investors**

Under Rule 13.36(2) of the Listing Rules, where a listed issuer proposes to distribute securities to its shareholders, it may exclude relevant overseas shareholders in circumstances where the directors consider the exclusion to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place.

Based on the register of members of the Company as at the Latest Practicable Date, all the Shareholders had registered addresses in Hong Kong, except for seven (7) Shareholders in Singapore, four (4) in the PRC, three (3) in Australia, three (3) in Malaysia, one (1) in Thailand, one (1) in the U.S. and one (1) in Canada. Among these 20 overseas Shareholders, except for three (3) in the PRC, two (2) in Australia and one (1) in Singapore, all the other 14 overseas Shareholders with registered addresses in the PRC, Australia, Malaysia, Thailand, the U.S. and Canada do not have sufficient number of Shares to enable each of them to be entitled to any Distribution ADS, and may be entitled to a cash payment in accordance with the paragraph headed “Basis of Entitlement” above. The Board has been advised that there are no restrictions or requirements on the Distribution to the Shareholders in the PRC, Australia and Singapore.

Notwithstanding the above, the Board reserves the right to exclude any other registered Shareholder whose address as shown on the register of members of the Company on the Record Date is located in any other overseas jurisdiction from the Distribution, if the Board believes that such distribution may be administratively prohibitive or inexpedient or violate any applicable legal and/or regulatory requirements in the relevant jurisdiction. If and when necessary, the Company will separately notify any such Shareholder of the arrangement regarding the Distribution.

According to the “Stock Connect Shareholding Search” available on the Stock Exchange’s website (<http://www.hkexnews.hk>) on the Latest Practicable Date, China Securities Depository and Clearing Corporation Limited held 741,490,388 Shares, representing approximately 7.36% of the total issued Shares. Pursuant to Article 24 of the Implementation Rules for Registration, Depository and Clearing Services under the Mainland-Hong Kong Stock Markets Connect Programme (《內地與香港股票市場交易互聯互通機制登記、存管、結算業務實施細則》), if the Stock Connect Investors receive any securities not listed on the Stock Exchange, they will not be allowed to buy or sell such securities through the Stock Connect. Considering the practical difficulty of the Stock Connect Investors in realizing the benefit of the Distribution ADSs, Stock Connect Investors will not be able to elect to receive the Distribution ADSs and so may only receive the cash distribution in accordance with the paragraph headed “Basis of Entitlement” above instead. This arrangement is in accordance with Question No. 4 of the Frequently Asked Questions Series 29 released by the Stock Exchange on 17 November 2014 and last updated on 13 July 2018.

A Shareholder with an address outside Hong Kong should consult his/her/its own professional advisers as to whether or not he/she/it is permitted to receive the Distribution ADSs pursuant to the Distribution or if any governmental or other consent is required or other formalities are required to be observed and whether there are any other restrictions in relation to the future sale of any Distribution ADSs or ADSs. An overseas Qualifying Shareholder residing in a jurisdiction where it would be illegal for him/her/it to elect for or to receive the Distribution ADSs under the Distribution will not receive any Form of Election.

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## LETTER FROM THE BOARD

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### **Form of Election**

Pursuant to the Articles of Association, the Distribution is subject to the Shareholders' approval at the EGM. No Shareholder is required to abstain from voting at the EGM in respect of the ordinary resolution relating to the Distribution. Subject to the Shareholders approving the resolution in relation to the Distribution at the EGM, a Qualifying Shareholder holding a Qualifying Lot, being 22,000 Shares, or more on the Record Date will be sent a Form of Election. The Form of Election will set out the number of the Distribution ADS(s) to which the relevant Qualifying Shareholder is entitled. Any Non-Qualifying Shareholders and any Qualifying Shareholders holding less than 22,000 Shares on the Record Date will not receive any Form of Election. If a Qualifying Shareholder holding a Qualifying Lot or more on the Record Date wishes to receive cash payment in lieu of the Distribution ADS(s) to which he/she/it would otherwise be entitled, he/she/it does not need to take any action or return the Form of Election.

To qualify for the entitlements to the Distribution, all transfers of Shares accompanied by the relevant share certificates and transfer forms 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 4:30 p.m. on Monday, 24 June 2024. A Qualifying Shareholder holding 22,000 Shares or above who wishes to receive the Distribution ADS(s) must return the duly completed Form of Election to the Company's Hong Kong share registrar and transfer office at the above address not later than 4:30 p.m. on Thursday, 18 July 2024.

### **Action to be taken by the Beneficial Owners**

Any Beneficial Owner who wishes to receive the Distribution ADSs should contact his/her/its respective Intermediary to make necessary arrangements. Such arrangements should be made in advance of the relevant dates stated in the section headed "*Expected timetable for the Distribution*" herein below and otherwise in accordance with the requirements of the Intermediary, in order to allow the Intermediary sufficient time to ensure that such arrangements are given effect.

### **Action to be taken by CCASS Investor Participants**

The Beneficial Owners who have been admitted to participate in CCASS as CCASS Investor Participants should contact CCASS and provide CCASS with instructions or make arrangements with CCASS in relation to the manner in which such Beneficial Owners' interests in the Distribution should be dealt with.

### **Restrictions on Sales of the Distribution ADSs for 40 Days after Delivery**

The ZEEKR Shares underlying the Distribution ADSs and the Distribution ADSs have not been and will not be registered under the Securities Act and, therefore, the Distribution ADSs will be distributed only to the Qualifying Shareholders who are non U.S. Persons in an offshore transaction in reliance on Regulation S.

In accordance with the requirements of U.S. securities laws, the Qualifying Shareholders receiving the Distribution ADSs will not be permitted to offer, sell, pledge or otherwise transfer their Distribution ADSs within the U.S. or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S) during the period of 40 days commencing on the date of the last transfer of the Distribution ADSs to the Qualifying Shareholders.

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## LETTER FROM THE BOARD

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### Expected timetable for the Distribution

The expected timetable for the Distribution is as follows:

*All time and dates referred to below are Hong Kong time unless otherwise indicated.*

<b>Event</b>	<b>Proposed Date and Time</b>
Dealings in the ADSs on the New York Stock Exchange commenced at <sup>Note</sup>	9:30 p.m. on 10 May 2024
Announcement of details of the Distribution	16 May 2024
Despatch of this circular (containing timetable and details of the Distribution) and form of proxy	30 May 2024
Latest time for registration to determine entitlement to attend and vote at the EGM	4:30 p.m. on 12 June 2024
Book closure period for the EGM (both days inclusive)	13 June 2024 to 18 June 2024
Record date for the EGM	18 June 2024
EGM	4:00 p.m. on 18 June 2024
Publication of the EGM poll results announcement	18 June 2024
Cum-entitlement date for the Distribution (latest day for dealing in the Shares on a cum-entitlement basis)	20 June 2024
Ex-entitlement date for the Distribution (first day of dealing in the Shares on an ex-entitlement basis)	21 June 2024
Latest time for lodging transfers of Shares cum-entitlement to the Distribution	4:30 p.m. on 24 June 2024
Book closure period for the Distribution (both days inclusive)	25 June 2024 to 3 July 2024
Record Date for determining the entitlement to the Distribution	3 July 2024
Despatch of the Form of Election	4 July 2024
Latest time for lodging the Form of Election	4:30 p.m. on 18 July 2024
Distribution of the Distribution ADSs or despatch of cheques for cash payment in lieu thereof on or about	1 August 2024

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## LETTER FROM THE BOARD

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*Note:* Dealings in the ADSs on the New York Stock Exchange commenced at 9:30 a.m. on 10 May 2024 (New York time).

**If there are changes to the above timetable, the Company will publish an announcement to inform the Shareholders.**

### **FINANCIAL EFFECTS OF THE DISTRIBUTION**

Following the completion of the Distribution, and assuming the Distribution is satisfied solely and entirely by the distribution in specie of ADSs to all the Shareholders, it is expected that up to approximately 0.17% (on a fully-diluted basis and assuming the Over-allotment Option is exercised in full) of equity interest in ZEEKR will be distributed by the Company. Upon the Distribution, ZEEKR will remain as a non-wholly owned Subsidiary of the Company and the financial results of ZEEKR will continue to be consolidated into the financial results of the Group. It is expected that the Company will not record any gain or loss in its consolidated statement of profit or loss and other comprehensive income in respect of the Distribution, subject to audit.

### **INFORMATION ABOUT ZEEKR**

ZEEKR is a limited liability company incorporated in the Cayman Islands and is principally engaged in the research and development, purchase and sale of the electric mobility related products such as the premium intelligent electric vehicles under the ZEEKR brand and the provision of service relating thereto. ZEEKR is a non-wholly owned Subsidiary of the Company.

As at the Latest Practicable Date, ZEEKR is owned as to approximately 51.5% (on a fully-diluted basis and assuming the Over-allotment Option is exercised in full) by the Company, and is owned as to approximately 11.3% (on a fully-diluted basis and assuming the Over-allotment Option is exercised in full) by Zhejiang Geely Holding Group Company Limited. As at the Latest Practicable Date, Zhejiang Geely Holding Group Company Limited is beneficially wholly-owned by Mr. Li Shu Fu and his associate. Mr. Li Shu Fu is an executive Director and a substantial Shareholder holding approximately 41.19% of the issued share capital of the Company as at the Latest Practicable Date.

### **EGM**

A notice convening the EGM is set out on pages EGM-1 to EGM-2 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.

A form of proxy for use by Shareholders at the EGM is enclosed hereto. Whether or not you intend to attend and vote at the EGM 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

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## LETTER FROM THE BOARD

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before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

### RECOMMENDATION

The Directors consider that the aforesaid proposed resolution in relation to the Distribution is 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 resolution to be proposed at the EGM.

### GENERAL

**The Qualifying Shareholders are reminded that whether or not it is to their advantage to elect to receive the Distribution in cash in lieu of the Distribution ADSs depends upon their own individual circumstances and preference, and the decision in this regard and all effects resulting therefrom are the responsibility of each individual Qualifying Shareholder.**

**The effect on the tax position of any Shareholder will depend on that Shareholder's particular circumstances. The Qualifying Shareholders who are trustees are recommended to take professional advice as to whether the choice to receive cash payment or the Distribution ADSs is within their powers and as to its effect having regard to the terms of the relevant trust instrument.**

**This circular and the Form of Election are not, and do not form part of, an offer to sell or solicitation of an offer to purchase or subscribe for any securities of ZEEKR in Hong Kong, the U.S. or any other jurisdictions, and this circular and the Form of Election, or any part of them, shall not form the basis of, or be relied on in connection with, any investment decision relating to any securities of ZEEKR.**

**No prospectus, product disclosure statement or other disclosure document (as defined in the Corporations Act 2001 (Cth) of Australia (the "Corporations Act")) in relation to the Distribution ADSs has been or will be lodged with the Australian Securities & Investments Commission. Accordingly, this circular does not contain the information which would be contained in a prospectus, product disclosure statement or other disclosure document. Any advice in this circular is of a general nature only and does not consider the specific objectives, financial intentions or needs of any particular person. If you are unsure of your position, please seek professional advice from your stockbroker, solicitor, accountant or other professional adviser. If you receive the Distribution ADSs, you warrant and agree that you will not offer any of the Distribution ADSs for resale in Australia within 12 months of those securities being issued, unless any such resale offer is exempt from the disclosure requirements of Parts 6D.2 and 7.9 of the Corporations Act.**

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## LETTER FROM THE BOARD

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If you are in any doubt 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.

Yours faithfully,  
For and on behalf of  
**Geely Automobile Holdings Limited**  
**Li Shu Fu**  
*Chairman*



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## NOTICE OF EGM

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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 codes: 175 (HKD counter) and 80175 (RMB counter)

## NOTICE OF EGM

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) 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 Tuesday, 18 June 2024, at 4:00 p.m. or at any adjournment thereof to transact the following business:

### Ordinary Resolution

To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

1. “**THAT:**

the special dividend of a total of approximately HK\$75.21 million to the shareholders of the Company (the “Shareholders”) by way of a distribution, either by cash payment or by distribution of the Distribution ADS(s) (as defined in the circular of the Company dated 30 May 2024 (the “Circular”)) on the terms and conditions as described in the Circular, be and is hereby approved, ratified and confirmed; and any director(s) of the Company be and is hereby authorized to sign, execute, perfect and deliver all such documents and to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purposes of or in connection with the foregoing special dividend.”

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

Hong Kong, 30 May 2024

*Head office and principal place of business in Hong Kong:*  
Room 2301, 23rd Floor  
Great Eagle Centre  
23 Harbour Road, Wanchai  
Hong Kong

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## NOTICE OF EGM

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*Notes:*

- (1) In order to establish entitlements of attending and voting at the EGM, the register of members of the Company will be closed from 13 June 2024 to 18 June 2024 (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 4:30 p.m. on 12 June 2024.
- (2) In order to qualify for the proposed special dividend, the register of members of the Company will be closed from 25 June 2024 to 3 July 2024 (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 4:30 p.m. on 24 June 2024.
- (3) Any member of the Company entitled to attend and vote at the EGM by the above notice is entitled to appoint one or more proxies (if a member is the holder of two or more shares) 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 EGM or any adjournment thereof (as the case may be). A form of proxy for use by a member of the Company at the EGM 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 EGM 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.
- (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 EGM, 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 joint 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 EGM, the EGM 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. 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. Gao Jie, Ms. Yu Li Ping, Jennifer and Mr. Zhu Han Song.*