THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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)

DISCLOSEABLE AND CONNECTED TRANSACTIONS – STRATEGIC INTEGRATION TRANSACTIONS IN RELATION TO (1) ACQUISITION OF LYNK & CO SALE SHARES BY ZEEKR; AND (2) SUBSCRIPTION OF INCREASED CAPITAL OF LYNK & CO BY ZEEKR

Financial advisers to the Company

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浦銀國際 SPDB INTERNATIONAL

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

華富建業企業融資 QUAM CAPITAL

A letter from the Board is set out on pages 11 to 31 of this circular. A letter from the Independent Board Committee is set out on pages 32 to 33 of this circular. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 34 to 64 of this circular. A notice convening the EGM to be held at Boardrooms 3-4, M/F., Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 10 January 2025 at 4:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend and/or vote at the EGM in person, you are requested to complete the enclosed form of proxy 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 in accordance with the instructions printed thereon as soon as possible 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.

20 December 2024

CONTENTS

Unless the context requires otherwise, the following expressions shall have the following meanings in this circular:

"AMR"	the State Administration for Market Regulation (市場監督管理局) of the PRC or its competent local counterparts
"Announcement"	the announcement of the Company dated 14 November 2024 in relation to, among other things, the LYNK & CO Acquisition and the LYNK & CO Capital Injection
"Aurobay Technology"	極光灣科技有限公司 (Aurobay Technology Co., Ltd.*), a limited liability company established in the PRC, which was indirectly owned as to 29.7% by the Group and as to 15.3% by Mr. Li and his associate as at the Latest Practicable Date
"Aurobay Technology Group"	Aurobay Technology and its subsidiaries
"BNPP PF"	BNP Paribas Personal Finance, a wholly-owned subsidiary of BNP Paribas Group, which is principally engaged in consumer credit and mortgage lending activities
"Board"	the board of Directors
"Business Day"	day (excluding Saturdays, Sundays and public holidays) on which banks are open for business in Hong Kong and the PRC (as the case may be)
"CBU(s)"	fully functional vehicles that meet relevant corporate standards, industry requirements and regulatory requirements and can be sold directly to customers
"CKD(s)"	all parts and components in a disassembled state that can be assembled into CBU(s)
"Cofiplan"	Cofiplan S.A., a wholly-owned subsidiary of BNP Paribas Group, which is principally engaged in financing activities
"Commercial Vehicle"	浙江吉利遠程新能源商用車集團有限公司 (Zhejiang Geely Farizon New Energy Commercial Vehicle Group Co., Ltd.*), a limited liability company established in the PRC, which was ultimately wholly-owned by Mr. Li and his associates as at the Latest Practicable Date

"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))
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company, each a "Director"
"EBIT"	earnings before interest and tax
"EBITDA"	earnings before interest, tax, depreciation and amortization
"ECARX (Hubei)"	ECARX (Hubei) Technology Company Limited* (億咖通(湖北)科技有限公司), a limited liability company established in the PRC, which was owned as to more than 30% by Mr. Li and his associate as at the Latest Practicable Date
"ECARX (Hubei) Group"	ECARX (Hubei) and its subsidiaries
"EGM"	an extraordinary general meeting of the Company to be held to consider and, if thought fit, approve the LYNK & CO Acquisition and the LYNK & CO Capital Injection
"Farizon Technology"	遠程商用車科技有限公司 (Farizon Commercial Vehicle Technology Co., Ltd.*), a limited liability company established in the PRC, which was ultimately owned as to more than 70% by Mr. Li and his associates as at the Latest Practicable Date
"Farizon Technology Group"	Farizon Technology and its subsidiaries
"Geely Automobile Group"	吉利汽車集團有限公司 (Geely Automobile Group Company Limited*), a limited liability company established in the PRC, which was ultimately beneficially wholly-owned by Mr. Li and his associate as at the Latest Practicable Date
"Geely Changxing"	吉利長興自動變速器有限公司 (Geely Changxing Automatic Transmission Co., Ltd.*), a limited liability company established in the PRC, which was indirectly owned as to 29.7% by the Group and as to 15.3% by Mr. Li and his associate as at the Latest Practicable Date
"Geely Changxing Group"	Geely Changxing and its subsidiaries

"Geely Holding"	浙江吉利控股集團有限公司 (Zhejiang Geely Holding Group Company Limited*), a limited liability company established in the PRC, which was ultimately beneficially wholly-owned by Mr. Li and his associate as at the Latest Practicable Date
"Geely Holding Group"	Geely Holding and its subsidiaries, but excluding the ZEEKR Group and the VCI Group
"Geely Ningbo"	吉利集團(寧波)有限公司 (Geely Group (Ningbo) Co., Ltd.*), a limited liability company established in the PRC, which was ultimately beneficially wholly-owned by Mr. Li and his associate as at the Latest Practicable Date
"Geely Qizheng"	浙江吉利啟征汽車科技有限公司 (Zhejiang Geely Qizheng Automotive Technology Co., Ltd.*), a limited liability company established in the PRC, which was ultimately and beneficially wholly-owned by Mr. Li and his associate as at the Latest Practicable Date
"Genius AFC"	吉致汽車金融有限公司 (Genius Auto Finance Co., Ltd.*), a limited liability company established in the PRC, which was owned as to 75% by the Company, 20% by BNPP PF and 5% by Cofiplan, respectively, as at the Latest Practicable Date. As certain key corporate matters of Genius AFC require a positive vote from BNPP PF or unanimous resolution of all directors (present in person or represented by proxy for the board meeting) of Genius AFC, Genius AFC is treated as a jointly controlled entity of the Company
"Governmental Authority"	any nation or government or any province or state or local or any other political subdivision thereof, or any entity, authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, including any government authority, agency, department, board, commission or instrumentality or any political subdivision thereof, any court or arbitrator, any arbitration tribunal, and any self-regulatory organization or national or international stock exchange
"Governmental Order"	any applicable order, ruling, decision, verdict, decree, writ, subpoena, mandate, precept, command, directive, consent, approval, award, judgment, injunction or other similar determination or finding by, before or under the supervision of any Governmental Authority
"Group"	the Company and its subsidiaries

"Hangzhou Langge"	Hangzhou Langge Technology Company Limited* (杭州朗歌科技有限公司), a limited liability company established in the PRC, which was owned as to more than 30% by Mr. Li and his associate as at the Latest Practicable Date
"Hangzhou Langge Group"	Hangzhou Langge and its subsidiaries
"HKD" or "HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKFRS"	the Hong Kong Financial Reporting Standards
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the independent committee of the Board, which comprises all the independent non-executive Directors, formed for the purpose of advising the Independent Shareholders on the LYNK & CO Acquisition and the LYNK & CO Capital Injection
"Independent Financial Adviser"	Quam Capital Limited, a licensed corporation under the SFO, licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the LYNK & CO Acquisition and the LYNK & CO Capital Injection
"Independent Shareholders"	Shareholders other than Mr. Li, Mr. Li Dong Hui, Daniel, Mr. Gan Jia Yue, Mr. Gui Sheng Yue, Ms Wei Mei, Mr. An Cong Hui (as the case may be), and their respective associates
"Independent Valuer"	Jones Lang LaSalle Corporate Appraisal and Advisory Limited (仲量聯行企業評估及諮詢有限公司), an independent valuer appointed by the Company to assess the market value of the entire equity interest of the LYNK & CO Group
"JIDU"	JIDU Auto Inc. (集度汽車公司*), a company incorporated in the Cayman Islands, which was owned as to more than 30% by Mr. Li and his associate as at the Latest Practicable Date
"Joint Venture Contract"	the joint venture contract to be entered into between Ningbo Geely and Zhejiang ZEEKR to govern certain of their rights, duties and obligations in relation to their ownership of and relationship as shareholders of LYNK & CO

"Leakage"	means any of the following, excluding any Permitted Leakage: (i) any dividend or other distribution paid by the LYNK & CO Group in favor of Geely Holding or any member of the Geely Holding Group or VCI or any member of the VCI Group (excluding members of the LYNK & CO Group); (ii) any return of capital or any payment of principal of, or interest on, any loan or other debt obligation, except for the repayment of borrowings that have been reflected in the Locked Box Accounts and have become due during the Locked Box Period pursuant to the terms of such borrowings; (iii) any LYNK & CO Group company paying or assuming liability for any fees, costs or expenses of Geely Holding and VCI in connection with the LYNK & CO Acquisition; (iv) any release or waiver of any liability owed or any claims in favor of the Geely Holding Group or the VCI Group by the LYNK & CO Group; (v) any payment of any nature (including bonuses or other compensation of any kind) by the LYNK & CO Group for the benefit of the Geely Holding Group or the VCI Group, or its senior management, officers or directors; (vi) any transfer of assets to, or liabilities assured, guaranteed, indemnified, secured or incurred by the LYNK & CO Group for the benefit of the Geely Holding Group or the VCI Group; (vii) any agreement or arrangement to give effect to any of the matters referred to in paragraphs (i) to (vi) above; and (viii) any tax paid or payable by the LYNK & CO Group as a result of any of the matters referred to in (i) to (vi) above; in each case net of: any amount in respect of value-added tax which is recoverable as input tax by a LYNK & CO Group company; and with respect to such LYNK & CO Group company, any relief that arises or is available in connection with (i) to (viii) above
"Latest Practicable Date"	16 December 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"LEVC"	浙江翼真新能源汽車有限公司 (Zhejiang LEVC New Energy Automobile Co., Ltd.*), a limited liability company established in the PRC, which was owned as to 50% by Geely Holding and 50% by Geely Ningbo as at the Latest Practicable Date
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Livan Automotive"	重慶睿藍汽車科技有限公司 (Chongqing Livan Automotive Technology Co., Ltd.*), a limited liability company established in the PRC, which was owned as to 45% by Geely Qizheng as at the Latest Practicable Date

"Locked Box Accounts"	the unaudited consolidated financial statements of LYNK & CO Group as of 30 September 2024
"Locked Box Period"	the period commencing from 1 October 2024 and ending on and including the LYNK & CO Acquisition Closing Date
"Lotus Technology"	武漢路特斯科技有限公司 (Wuhan Lotus Technology Company Limited*), a limited liability company established in the PRC, which was indirectly owned as to more than 30% by Mr. Li and his associate as at the Latest Practicable Date
"LPR"	the RMB Loan Prime Rate announced by the National Interbank Funding Center (全國銀行間同業拆借中心), which is a sub-institution affiliated with the People's Bank of China
"LYNK & CO"	領克汽車科技有限公司 (LYNK & CO Automotive Technology Company Limited*), a Chinese-foreign-equity joint venture company established in the PRC, which was owned as to 50%, 20% and 30% by Ningbo Geely, Geely Holding and VCI respectively as at the Latest Practicable Date
"LYNK & CO Acquisition"	the acquisition of the LYNK & CO Sale Shares by Zhejiang ZEEKR pursuant to the LYNK & CO Equity Transfer Agreement
"LYNK & CO Acquisition Closing Date"	the completion date of the LYNK & CO Acquisition
"LYNK & CO Acquisition Long Stop Date"	12 months after the date of the LYNK & CO Equity Transfer Agreement, or such date as may be agreed by Geely Holding, VCI, Zhejiang ZEEKR and LYNK & CO
"LYNK & CO Capital Injection"	the subscription of the LYNK & CO Increased Registered Capital by Zhejiang ZEEKR pursuant to the LYNK & CO Capital Injection Agreement
"LYNK & CO Capital Injection Agreement"	the capital injection agreement entered into between LYNK & CO, Zhejiang ZEEKR and Ningbo Geely on 14 November 2024, pursuant to which LYNK & CO conditionally agreed to issue and sell and Zhejiang ZEEKR conditionally agreed to subscribe and purchase from LYNK & CO the LYNK & CO Increased Registered Capital
"LYNK & CO Capital Injection Closing Date"	the completion date of the LYNK & CO Capital Injection

"LYNK & CO Capital Injection Long Stop Date"	12 months after the execution of the LYNK & CO Capital Injection Agreement, or such date as may be agreed by Zhejiang ZEEKR, Ningbo Geely and LYNK & CO
"LYNK & CO Equity Transfer Agreement"	the equity transfer agreement entered into between Geely Holding, VCI, Zhejiang ZEEKR and LYNK & CO on 14 November 2024, pursuant to which Geely Holding and VCI conditionally agreed to sell and Zhejiang ZEEKR conditionally agreed to purchase the LYNK & CO Sale Shares
"LYNK & CO Group"	LYNK & CO and its subsidiaries
"LYNK & CO Increased Registered Capital"	the newly increased registered capital of RMB153,061,225 of LYNK & CO, which is to be subscribed and purchased pursuant to the LYNK & CO Capital Injection Agreement
"LYNK & CO Sale Shares"	20% and 30% of the issued and paid-up equity interests in LYNK & CO, which are owned by Geely Holding (corresponding to the registered capital of RMB1,500,000,000 of LYNK & CO) and VCI (corresponding to the registered capital of RMB2,250,000,000 of LYNK & CO) respectively as at the Latest Practicable Date
"Mr. Li"	Mr. Li Shu Fu, an executive Director and a substantial shareholder holding approximately 41% of the total issued share capital of the Company as at the Latest Practicable Date
"NEV(s)"	new energy vehicle(s)
"Ningbo Geely"	寧波吉利汽車實業有限公司 (Ningbo Geely Automobile Industry Company Limited*), a limited liability company established in the PRC, which was wholly-owned by the Company as at the Latest Practicable Date
"NYSE"	the New York Stock Exchange
"percentage ratio(s)"	has the meaning ascribed to it under Rule 14.07 of the Listing Rules

"Permitted Leakage"	means (a) any payments made (or to be made) by the LYNK & CO Group which have been specifically accrued or provided for in the Locked Box Accounts; (b) any payments made (or to be made) by the LYNK & CO Group pursuant to existing agreements, provided that any such payments are made or arise in the ordinary course of business and consistent with past practice on an arm's length basis and reasonably necessary for its operation; (c) any payments in respect of salaries, directors' fees, pension contributions, expenses or bonuses made to, or in respect of services provided by, employees, workers, directors, officers or consultants of the LYNK & CO Group which are made (or to be made) in the ordinary course of business and in accordance with the terms of the related employment or service contract; (d) any other payment, accrual, transfer of assets or assumption of liability by the LYNK & CO Group which Zhejiang ZEEKR has expressly approved in writing; and (e) any tax payable by the LYNK & CO Group as a consequence of any of the matters referred to in (a) to (d)
"PRC"	the People's Republic of China, but for the purposes of this circular only, excludes Hong Kong, Macau Special Administrative Region and Taiwan
"Proper Glory"	Proper Glory Holding Inc., a limited liability company incorporated in the British Virgin Islands, which was owned as to 68% by Geely Holding and as to 31.89% by Geely Group Limited as at the Latest Practicable Date
"RMB"	Renminbi, the lawful currency of the PRC
"R&D"	research and development
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.02 each in the share capital of the Company
"Shareholders"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Tianjin Chunqing"	天津醇氫生態科技有限公司 (Tianjin Chunqing Technology Co., Ltd.*), a limited liability company established in the PRC, which was ultimately owned as to more than 80% by Mr. Li and his associates as at the Latest Practicable Date

"Valuation Date"	30 September 2024
"VCDC"	沃爾沃汽車銷售(上海)有限公司 (Volvo Car Distribution (Shanghai) Co., Ltd.*), a limited liability company established in the PRC, which was a wholly-owned subsidiary of Volvo as at the Latest Practicable Date
"VCI"	沃爾沃汽車(中國)投資有限公司 (Volvo Cars (China) Investment Co., Ltd.*), a limited liability company established in the PRC, which was an indirect wholly-owned subsidiary of Volvo Car AB (publ) as at the Latest Practicable Date
"VCIC"	沃爾沃汽車(亞太)投資控股有限公司 (Volvo Car (APAC) Investment Holding Co., Ltd.*), a limited liability company established in the PRC, which was owned as to 50% by Volvo and as to 50% by Geely Holding as at the Latest Practicable Date
"VCI Group"	VCI and its subsidiaries
"Volvo"	Volvo Car Corporation, a limited liability company incorporated under the laws of Sweden, which was an indirect non wholly-owned subsidiary of Geely Holding as at the Latest Practicable Date
"Volvo Car AB (publ)"	Volvo Car AB (publ), a limited liability company incorporated under the laws of Sweden (XSTO: VOLCAR B), which was an indirect non wholly-owned subsidiary of Geely Holding as at the Latest Practicable Date
"XSTO"	Nasdaq Stockholm AB
"YoeNing Technology"	浙江耀寧科技集團有限公司 (ZheJiang YoeNing Technology Group Co., Ltd.*), a limited liability company established in the PRC, which was owned as to more than 90% by Mr. Li and his associate as at the Latest Practicable Date
"ZEEKR"	ZEEKR Intelligent Technology Holding Limited (NYSE: ZK), a limited liability company incorporated in the Cayman Islands, which was an indirect non wholly-owned subsidiary of the Company as at the Latest Practicable Date
"ZEEKR Group"	ZEEKR and its subsidiaries

"Zhejiang HUANFU"	Zhejiang HUANFU Technology Company Limited* (浙江寰福科技有限公司), a limited liability company established in the PRC, which was owned as to more than 30% by Mr. Li and his associate as at the Latest Practicable Date
"Zhejiang HUANFU Group"	Zhejiang HUANFU and its subsidiaries
"Zhejiang Maple"	浙江吉利華普汽車有限公司 (Zhejiang Geely Maple Automobile Company Limited*), a limited liability company established in the PRC, which was wholly-owned by Geely Holding as at the Latest Practicable Date
"Zhejiang Jirun"	浙江吉潤汽車有限公司 (Zhejiang Jirun Automobile Co., Ltd.*), a limited liability company established in the PRC, which was an indirectly 99% owned subsidiary of the Company as at the Latest Practicable Date
"Zhejiang ZEEKR"	浙江極氪智能科技有限公司 (Zhejiang ZEEKR Intelligent Technology Company Limited*), a limited liability company established in the PRC, which was an indirect wholly-owned subsidiary of ZEEKR as at the Latest Practicable Date
"%"	per cent

* *For reference purpose only, the English names of these companies, persons or documents are only a translation of their respective Chinese names. In the event of any discrepancies between the Chinese names and their respective English translations, the Chinese version shall prevail.*

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)*
Ms. Wei Mei
Mr. Gan Jia Yue
Mr. Mao Jian Ming, Moosa

Independent Non-executive Directors:
Mr. An Qing Heng
Mr. Wang Yang
Ms. Gao Jie
Ms. Yu Li Ping, Jennifer
Mr. Zhu Han Song

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

Principal Place of Business in Hong Kong:
Room 2301, 23rd Floor
Great Eagle Centre
23 Harbour Road Wanchai
Hong Kong

20 December 2024

To the Shareholders,

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTIONS – STRATEGIC INTEGRATION TRANSACTIONS IN RELATION TO (1) ACQUISITION OF LYNK & CO SALE SHARES BY ZEEKR; AND (2) SUBSCRIPTION OF INCREASED CAPITAL OF LYNK & CO BY ZEEKR

INTRODUCTION

Reference is made to the Announcement in relation to, *inter alia*, the discloseable and connected transactions, namely, the LYNK & CO Acquisition and the LYNK & CO Capital Injection.

The purpose of this circular is to provide you with information, among other things, (i) further information about the LYNK & CO Acquisition and the LYNK & CO Capital Injection; (ii) the recommendation of the Independent Board Committee in respect of the LYNK & CO Acquisition and the LYNK & CO Capital Injection; (iii) the advice of the Independent Financial Adviser in respect of the LYNK & CO Acquisition and the LYNK & CO Capital Injection; and (iv) other information as required under the Listing Rules together with the notice of the EGM.

DISCLOSEABLE AND CONNECTED TRANSACTIONS – STRATEGIC INTEGRATION TRANSACTIONS

(1) ACQUISITION OF LYNK & CO SALE SHARES BY ZEEKR

The principal terms of the LYNK & CO Equity Transfer Agreement are as follows:

Date

14 November 2024 (after trading hours)

Parties

Vendors:	Geely Holding; and
	VCI
Purchaser:	Zhejiang ZEEKR
Target Company:	LYNK & CO

Subject matter

Pursuant to the LYNK & CO Equity Transfer Agreement, (i) Geely Holding conditionally agreed to sell and Zhejiang ZEEKR conditionally agreed to purchase 20% of the equity interests in LYNK & CO held by Geely Holding as at the Latest Practicable Date for a consideration of RMB3,600,000,000 together with interest accrued during the Locked Box Period, and (ii) VCI conditionally agreed to sell and Zhejiang ZEEKR conditionally agreed to purchase 30% of the equity interests in LYNK & CO held by VCI as at the Latest Practicable Date for a consideration of RMB5,400,000,000 together with interest accrued during the Locked Box Period.

Immediately after completion of the LYNK & CO Acquisition but before the LYNK & CO Capital Injection, LYNK & CO will be owned as to 50% by Ningbo Geely and 50% by Zhejiang ZEEKR.

Consideration

The aggregate consideration for the LYNK & CO Acquisition is RMB9,000,000,000 *plus* the interest accrued on such amount during the Locked Box Period calculated at the rate of 3.1% per annum (being the equivalent of the one-year LPR as applicable on the date of the LYNK & CO Equity Transfer Agreement), of which:

(i) RMB3,600,000,000 *plus* the interest accrued on such amount during the Locked Box Period calculated at the rate of 3.1% per annum, is payable by Zhejiang ZEEKR to Geely Holding; and

(ii) RMB5,400,000,000 *plus* the interest accrued on such amount during the Locked Box Period calculated at the rate of 3.1% per annum, is payable by Zhejiang ZEEKR to VCI respectively,

subject to a locked box mechanism (the "**Locked Box Mechanism**"), pursuant to which each of Geely Holding and VCI undertakes to pay to Zhejiang ZEEKR an amount in cash equal to the amount of any Leakage received by each of (i) Geely Holding and the Geely Holding Group and/or (ii) VCI and the VCI Group during the Locked Box Period. The maximum liability of each of Geely Holding and VCI shall not exceed the amount of their respective Leakage, and any claims arising out of the Locked Box Mechanism shall be made by Zhejiang ZEEKR no later than 12 months following the LYNK & CO Acquisition Closing Date.

The consideration of the LYNK & CO Acquisition was determined after arm's length negotiations among Geely Holding, VCI and Zhejiang ZEEKR. The appraised value of 100% equity interest of the LYNK & CO Group as at the Valuation Date, as determined by the Independent Valuer using the market approach, amounts to RMB18,328,000,000. Please refer to the paragraph headed "VALUATION" below for details of the methodology, assumptions and inputs and computation process of the valuation. The respective portions of the consideration to be paid by Zhejiang ZEEKR to Geely Holding and VCI represent approximately 20% and 30% respectively of the aforementioned valuation. Further, the interest rate of 3.1% accrued during the Locked Box Period as mentioned above is equivalent to the one-year LPR as applicable on the date of the LYNK & CO Equity Transfer Agreement.

It is expected that the consideration of the LYNK & CO Acquisition will be funded by the internal cash reserve and external financing of the ZEEKR Group.

Payment Method and Interest

The consideration of the LYNK & CO Acquisition will be settled in the following manner:

(a) 70% of the consideration shall be paid on the LYNK & CO Acquisition Closing Date to each of Geely Holding's and VCI's designated bank accounts; and

(b) the remaining portion of the consideration (the "**Second Payment**") shall be paid within 12 months after the LYNK & CO Acquisition Closing Date to each of Geely Holding's and VCI's designated bank accounts.

Zhejiang ZEEKR shall pay, concurrently with the Second Payment, to each of Geely Holding and VCI the interest accrued on the Second Payment, which shall be calculated at a rate that is equal to the sum of (i) the one-year LPR applicable on the LYNK & CO Acquisition Closing Date and (ii) 0.5%, for the period from the day immediately after the LYNK & CO Acquisition Closing Date to the day of the Second Payment (i.e. excluding the Locked Box Period).

Conditions Precedent

Completion of the LYNK & CO Acquisition will be subject to and conditional upon the fulfillment or waiver (as the case may be) of the following conditions:

(a) the Independent Shareholders' approval in relation to the LYNK & CO Acquisition shall have been obtained, in compliance with the Listing Rules;

(b) the approval of the shareholders of Volvo Car AB (publ) in relation to the LYNK & CO Acquisition shall have been obtained, in compliance with applicable laws, the Swedish Corporate Governance Code and Nasdaq Stockholm's rulebook for issuers;

(c) there shall be no injunction, restraining order or decree of any nature of any Governmental Authority or applicable law that is in effect that restrains or prohibits the consummation of the LYNK & CO Acquisition;

(d) any applicable waiting periods, together with any extensions thereof, or any actions, non-actions, consents, approvals, waivers, or clearances from any Governmental Authority that are related or required for the completion of the LYNK & CO Acquisition shall have expired, been terminated or obtained, as applicable;

(e) the representations and warranties made by each of Geely Holding, VCI and Zhejiang ZEEKR remaining true and correct in all material respects, as at the date of the LYNK & CO Equity Transfer Agreement and the LYNK & CO Acquisition Closing Date;

(f) each of Geely Holding, VCI and Zhejiang ZEEKR shall have performed and complied in all material respects with all obligations and agreements required in the LYNK & CO Equity Transfer Agreement at or prior to the LYNK & CO Acquisition Closing Date;

(g) no material adverse effect shall have occurred since the date of the LYNK & CO Equity Transfer Agreement;

(h) evidence of the approval of the board of directors and shareholders of LYNK & CO in relation to the implementation of the LYNK & CO Acquisition, adoption of the amended articles of association of LYNK & CO, change of legal representative, director(s), supervisor(s) and/or general manager of LYNK & CO (if applicable) shall have been duly obtained and delivered to Zhejiang ZEEKR;

(i) evidence of the existing shareholders' waiver of right of first refusal in relation to the LYNK & CO Acquisition shall have been obtained and delivered to Zhejiang ZEEKR; and

(j) evidence of the filing and registration procedures with the AMR in relation to the LYNK & CO Acquisition, adoption of the amended articles of association of LYNK & CO, and change of legal representative, director(s), supervisor(s) and/or general manager of LYNK & CO shall have been obtained and delivered to Zhejiang ZEEKR.

Save for conditions (e) and (f) that are waivable by Geely Holding, VCI or Zhejiang ZEEKR (as the case may be), and conditions (g), (h), (i) and (j) that are waivable by Zhejiang ZEEKR, all other conditions above are not waivable. As at the Latest Practicable Date, none of the conditions precedent to the LYNK & CO Acquisition have been fulfilled or waived. The parties shall use their reasonable best efforts to procure the fulfillment of the conditions precedent to the LYNK & CO Acquisition, and as at the Latest Practicable Date, it is not expected that any of the conditions precedent will be waived.

Completion of the LYNK & CO Acquisition

Completion of the LYNK & CO Acquisition will take place within 15 Business Days after all the conditions precedent to the LYNK & CO Equity Transfer Agreement have been satisfied or waived (as the case may be), or at such other date as the parties may agree in writing.

Termination of the LYNK & CO Acquisition

The LYNK & CO Equity Transfer Agreement may be terminated:

(i) by the mutual written consent of the parties;

(ii) by Geely Holding, VCI or Zhejiang ZEEKR, by written notice to the other parties, if the completion of the LYNK & CO Acquisition has not occurred on or before the LYNK & CO Acquisition Long Stop Date;

(iii) by any party, by written notice to the other parties, if the consummation of the transactions contemplated under the LYNK & CO Equity Transfer Agreement would violate any non-appealable final Governmental Order; or

(iv) by written notice from Geely Holding, VCI, or Zhejiang ZEEKR (as the case may be), upon the occurrence of a material breach of the LYNK & CO Equity Transfer Agreement, such that the conditions precedent to the LYNK & CO Equity Transfer Agreement would not be satisfied and such breach or failure of condition is not curable, or, if curable, is not cured prior to the earlier of (i) 30 days after written notice is given by such non-breaching party to the other party(ies) regarding any breach; or (ii) the LYNK & CO Acquisition Long Stop Date.

VALUATION

VALUATION METHODOLOGY

In arriving at the appraised value of 100% equity interest in the LYNK & CO Group, the Independent Valuer has considered three generally accepted approaches, namely market approach, cost approach and income approach.

The market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparatives. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for few or no assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions about the value of those comparable assets. It is also difficult to find comparable assets. Furthermore, this approach relies exclusively on the efficient market hypothesis.

The cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

The income approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the project than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar project with a similar risk profile. This approach allows for the prospective valuation of future profits, and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon, and the result may be very sensitive to certain inputs. It also presents a single scenario only.

Given the unique characteristics of the asset, there are substantial limitations for the income approach and the cost approach for valuing the LYNK & CO Group. Firstly, the income approach requires subjective assumptions to which the valuation is highly sensitive. Secondly, the cost approach does not directly incorporate information about the economic benefits contributed by the subject business.

In view of the above, the Independent Valuer has adopted the market approach for the valuation. The market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect the condition and utility of the appraised assets relative to the market comparables. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for few or no assumptions. It also introduces objectivity in application as publicly available inputs are used.

The market approach can be applied through two commonly used methods, namely, the guideline public company method and the comparable transaction method. The comparable transaction method utilizes information on transactions involving assets that are the same as or similar to the subject asset. However, for this particular valuation exercise, it is difficult to acquire sufficient and timely information of such transactions. Therefore, in this valuation exercise, the market value of the 100% equity interest in the LYNK & CO Group is developed through the guideline public company method.

This method requires research of comparable companies' benchmark multiples and proper selection of a suitable multiple to derive the market value of the 100% equity interest in the LYNK & CO Group. In arriving at the appraised value of the 100% equity interest in the LYNK & CO Group, the Independent Valuer has considered the following commonly used benchmark multiples:

Benchmark multiple	Abbreviation	Analysis
Price to Earnings	P/E	**Not used.** P/E is not selected as the net profits of the LYNK & CO Group had been fluctuating in recent years.
Price to Book	P/B	**Not used.** P/B is common for asset intensive industries, but it does not account for intangible assets (such as technology), company-specific competencies and advantages. P/B is not suitable.
Enterprise Value to EBITDA and/or Enterprise Value to EBIT	EV/EBITDA EV/EBIT	**Not used.** EV/EBITDA and EV/EBIT are not selected as the net EBIT and EBITDA of the LYNK & CO Group had been fluctuating in recent years.
Price to Sales	P/S	**Not used.** P/S is not selected as it does not account for the difference in capital structure between comparable companies and the LYNK & CO Group.
Enterprise Value to Sales	EV/S	**Adopted.** EV/S is usually adopted in fast-growing companies or industries. It is selected in the valuation, as the LYNK & CO Group is in the early development stage of the electric vehicle market.

The Independent Valuer applied the enterprise value-to-sales ("**EV/S**") multiple, which is calculated using comparable companies' financial statements, to determine the market value of the LYNK & CO Group and then to take into account the market liquidity discount as the appropriate adjustment.

ASSUMPTIONS OF THE VALUATION

Major Assumptions

(i) The Independent Valuer has assumed that there will be no material change in the existing political, legal, technological, fiscal or economic conditions, which might adversely affect the business of the LYNK & CO Group;

(ii) The Independent Valuer has assumed that the operational and contractual terms stipulated in the relevant contracts and agreements will be honored;

(iii) The Independent Valuer has assumed that the facilities and systems proposed are sufficient for future expansion in order to realize the growth potential of the business and maintain a competitive edge;

(iv) The Independent Valuer has been provided with copies of the business licenses and company incorporation documents. The Independent Valuer has assumed such information to be reliable and legitimate. The Independent Valuer has relied to a considerable extent on such information provided in arriving at its opinion of value;

(v) The Independent Valuer has assumed the accuracy of the financial and operational information provided to it by the LYNK & CO Group and relied to a considerable extent on such information in arriving at its opinion of value;

(vi) The Independent Valuer has assumed the capital structure of the LYNK & CO Group will not change; and

(vii) The Independent Valuer has assumed that there are no hidden or unexpected conditions associated with the asset valued that might adversely affect the reported value. Further, the Independent Valuer assumes no responsibility for changes in market conditions after the Valuation Date.

INPUTS AND COMPUTATION PROCESS OF THE VALUATION

Formula and Parameters

In determining the price multiple, a list of comparable companies was identified. The selection criteria include the following.

(i) Companies derive most, if not all, of their revenues from the same industry of the LYNK & CO Group, i.e., over 80% revenue percentage from passenger vehicles manufacturing segment for the LYNK & CO Group in China;

(ii) Companies are searchable in Bloomberg;

(iii) Companies have been publicly listed for more than three years; and

(iv) Sufficient data, including the EV/S Multiples as at the Valuation Date, of the companies are available.

An exhaustive list of comparable companies satisfying the above criteria was obtained from Bloomberg on a best effort basis. Some key financial information of the comparable companies is listed below, as presented in millions of United States dollar ("**USD**"):

Company Name	Market Capitalization	Enterprise Value	Sales for Last Twelve-month Period	Net Operating Profit after Tax for Last Twelve-month Period
	(in USD Million)	*(in USD Million)*	*(in USD Million)*	*(in USD Million)*
Li Auto Inc.	27,215	14,334	19,703	765
BAIC Motor Corp. Ltd.	2,321	3,390	26,040	1,591
BYD Co. Ltd.	119,413	115,672	94,726	4,752
Chongqing Changan Automobile Co. Ltd.	18,369	14,283	21,388	990
Geely Automobile Holdings Ltd.	15,786	12,537	29,534	1,005
Great Wall Motor Co. Ltd.	31,200	33,282	27,207	1,512

Note: The financial information presented above is based on the latest available data of the comparable companies as of the Valuation Date from Bloomberg.

The comparable companies are of different sizes from the LYNK & CO Group. Larger companies generally have lower expected returns that translate into higher values. On the other hand, smaller companies are generally perceived as riskier in relation to business operation and financial performance, and therefore, their expected returns are higher, resulting in lower multiples. Therefore, the base multiples were adjusted to reflect the differences between the comparable companies and the LYNK & CO Group.

The Independent Valuer referred to a formula in a widely-adopted textbook "Financial Valuation – Applications and Model, 2017" by James R. Hitchner, a renowned valuation expert in the United States, for the benchmark multiple adjustments:

The adjusted EV/S Multiples were calculated using the following formula:

$$\text{Adjusted EV/S Multiple} = 1/\left(\left(\frac{1}{M}\right)+\theta\times\left(\frac{E}{EV}\right)\times\left(\frac{Sales}{NOPAT}\right)\right)$$

where:

M	=	The EV/S Multiple without adjustment
θ	=	Required adjustment in the difference in size and profitability
E	=	Market capitalization
EV	=	Enterprise value
NOPAT	=	Net operating profit after tax

Note: Reference: Hitchner, R. (2017) Financial Valuation: Applications and Models (4th Edition)

For the parameter θ , it was used as a desired adjustment to reflect the differences between the comparable companies and the LYNK & CO Group. With reference to Cost of Capital Navigator 2023 published by Kroll, depending on the market capitalization of each comparable company, size premium differentials were adopted by the Independent Valuer to capture the size difference between the comparable companies and the LYNK & CO Group. With reference to "The Adjusted Capital Asset Pricing Model for Developing Capitalization Rates: An Extension of Previous "Build-Up" Methodologies Based Upon the Capital Asset Pricing Model" published in 1989 by Z. Christopher Mercer, specific risks were adopted by the Independent Valuer to capture the difference in profitability including net profit and net operating profit after tax (the "**NOPAT**") level, between the comparable companies and the LYNK & CO Group.

The ratio of market capitalization to enterprise value E/EV was adopted by the Independent Valuer as a weighting factor. As aforementioned, the logic behind this formula is that a pricing multiple is the reciprocal of the capitalization rate. In the case of an enterprise value multiple, the capitalization rate is driven by the weighted average cost of capital (the "**WACC**") of the valuation subject. Since the size and specific risk premium differentials " θ " are applicable only to the equity portion (for a listed company, market capitalization represents the market value of its equity) but not to the debt portion of the WACC, adjustments are only made to the equity portion of the capitalization rate in this pricing multiple adjustment formula. The ratio E/EV was used to apply an appropriate weighting on the parameter θ so that the capitalization rate was adjusted only to the extent of its equity portion. In other words, the ratio E/EV takes into account the varying capital structures among the comparable companies.

The ratio of Sales to NOPAT was used as a scale factor, which is applied in the adjustment of the EV/S multiple. It is considered that the base measure of the benefits for enterprise value is NOPAT (Hitchner, R., 2017), which is a financial measure that shows how well a company performed through its core operations net of taxes and excludes tax savings from existing debt and one-time losses or charges.

After the aforesaid adjustment on the base EV/S Multiples, the adjusted EV/S Multiples of the comparable companies are listed as below:

Company Name	**Market Capitalization** *(in USD Million)*	**EV/S Multiple**	**Size and specific risk premium differential**	**Adjusted EV/S Multiple**
Li Auto Inc.	27,215	0.73	1.75%	0.45
BAIC Motor Corp. Ltd.	2,321	0.13	1.00%	0.13
BYD Co. Ltd.	119,413	1.22	2.27%	0.78
Chongqing Changan Automobile Co. Ltd.	18,369	0.67	1.75%	0.50
Geely Automobile Holdings Ltd.	15,786	0.42	1.75%	0.33
Great Wall Motor Co. Ltd.	31,200	1.22	1.75%	0.90
			Average	**0.52**

Discount for Lack of Marketability ("DLOM")

The concept of marketability deals with the liquidity of an ownership interest, that is, how quickly and easily it can be converted to cash if the owner chooses to sell. The lack of marketability discount reflects the fact that there is no ready market for shares in privately held companies, which are typically not readily marketable compared to similar interest in public companies. Therefore, a share of stock in a privately held company is usually worth less than an otherwise comparable share in a publicly held company.

Since the LYNK & CO Group is a privately held company, the valuation adopted DLOM to adjust the result of market approach to consider the lack of marketability of the ownership interest in the LYNK & CO Group.

In this valuation exercise, the Independent Valuer has assessed the DLOM referring to Control Premium & Discount for Lack of Marketability Study Issue 3 – August 2024, a report published by MOORE. According to the report, in the period of 30 June 2024 trailing 12 months, 36 out of 354 circulars included valuation reports with the adoption of DLOM, and the average of the adopted DLOMs is 19.6%. The Independent Valuer applied the DLOM of 19.6% for the valuation of the LYNK & CO Group.

Calculation of Valuation Results

The calculation of the market value of 100% equity interest in the LYNK & CO Group as at the Valuation Date is as follows:

Unit: RMB'000

Adjusted EV/S multiple (times)	0.52
Financial figures[1]	
Sales (2023.10-2024.9)	45,640,379
Enterprise Value	23,732,997
Financial figures[1]	
Add: Cash and cash equivalents[2]	5,418,158
Less: Borrowings	5,395,939
Less: Lease liabilities	959,111
100% Equity Interest	22,796,105
DLOM	19.6%
100% Equity Interest after DLOM (Rounded)[3]	18,328,000

Note:

1. The financial figures obtained from management accounts of the LYNK & CO Group as at the Valuation Date are prepared by the LYNK & CO Group.

2. Cash and cash in bank are included, while restricted cash is not included.

3. The valuation is on a basis without control.

Competence and Independence of the Independent Valuer

The Board has discussed and reviewed the valuation methodology and assumptions used by the Independent Valuer in formulating the valuation of the LYNK & CO Group, and understands that the Independent Valuer has adopted the market approach for the valuation which was prepared with reference to the average of adjusted EV/S multiples of the exhaustive list of comparable companies operating in a similar business as the LYNK & CO Group, adjusted for the risk, market capitalization, and profitability of the LYNK & CO Group being valued. After thorough consideration, the Board is of the view that the valuation methodology and assumptions used, and the valuation results are fair and reasonable.

The Board has reviewed the qualification and experience of the Independent Valuer and noted that the Independent Valuer is a qualified professional valuation firm with extensive experience. Further, the Board has enquired with the Independent Valuer as to its independence from the Group, and understood that the Independent Valuer is an independent third party from the Group and its connected persons. Accordingly, the Board is satisfied with the competence and independence of the Independent Valuer.

INFORMATION ON LYNK & CO

Principal business of LYNK & CO

LYNK & CO is a Chinese-foreign-equity joint venture company established in the PRC and is owned as to 50% by Ningbo Geely, 20% by Geely Holding and 30% by VCI as at the Latest Practicable Date. There is no original acquisition cost of LYNK & CO as it was incorporated by and previously owned as to 50% by Zhejiang Jirun (an indirect 99% owned subsidiary of the Company), 20% by Zhejiang Haoqing Automobile Manufacturing Company Limited* (浙江豪情汽車製造有限公司) which was, at the time of establishment of LYNK & CO, an indirect wholly-owned subsidiary of Geely Holding, and 30% by VCI. LYNK & CO is principally engaged in the manufacture and sale of LYNK & CO brand vehicles. It also provides after-sales parts.

Financial Information of LYNK & CO

Set out below is the unaudited financial information of LYNK & CO for the two financial years ended 31 December 2022 and 2023, which were prepared in accordance with the HKFRS:

	For the year ended 31 December 2022 (unaudited) *RMB'000*	**For the year ended 31 December 2023 (unaudited)** *RMB'000*
Revenue	29,108,984	34,786,563
Profit/(Loss) before taxation	100,224	(1,602,631)
Profit/(Loss) after taxation	7,222	(1,104,660)

As at 30 June 2024, the total assets and the net asset value based on the unaudited financial information of LYNK & CO were approximately RMB46,000,096,000 and RMB6,696,084,000, respectively.

REASONS AND BENEFITS OF THE LYNK & CO ACQUISITION

Strategic integration and overall synergy of the Group: The Group will continue to focus on the strategic integration and synergy of its automobile business and strengthen technology research and development to enhance competitiveness and promote sustainable development. The LYNK & CO Acquisition will facilitate the optimization of the Group's shareholding structure, eliminate horizontal competition, and promote the strategic integration of business operations.

Efficient resource utilization and synergy: Through strategically integrating the resources of ZEEKR and LYNK & CO, the Group can reduce overlapping investment in various segments and strengthen the synergies in brands and products, technology, supply chain, marketing and service, and international market expansion, leveraging economies of scale to strive towards generating synergies in terms of sales volume, revenue and profit.

- In terms of brands and products, the LYNK & CO Acquisition will help the Group streamline its portfolio of new energy vehicle brands, ensuring each brand can maintain its unique and clear brand positioning, differentiated technological planning and product portfolio. ZEEKR is positioned as a global premium electric mobility technology brand, characterized by "premium, excellence, and technology", covering the high-end premium market. LYNK & CO is positioned as a global high-end new energy vehicle brand, characterized by "trendiness, sportiness, and personality", covering the mid-to-high-end market. Geely Galaxy and China Star are positioned as mainstream vehicle brands, characterized by "practicality, quality, and safety", covering the mainstream market;

- In terms of technology, upon completion of the LYNK & CO Acquisition, the Group will give full play to and improve its technological innovation strength. The Group will improve the generalization rate of core technologies by gradually unifying the hardware and underlying software of mechanical architecture, electronic and electrical architecture, intelligent cockpit and intelligent driving, and develop differentiated operating systems on the user front according to each brand's positioning to optimize the user experience. The Group expects that deepening collaboration in the field of technology in the future will improve the efficiency of R&D investment, facilitating the effective commercialization of R&D outcomes;

- In terms of supply chain, the Group will achieve unified supplier planning by integrating the demands and resources of various brands, so as to further enhance the cost competitiveness and overall efficiency of the supply chain;

- In terms of marketing and service, the Group will promote the cooperation among brands, optimize the allocation of resources and promote the synergetic development of brands by integrating the marketing footprint and after-sales service resources of Geely Galaxy and China Star, ZEEKR and LYNK & CO; and

- In terms of international market expansion, the Group will establish regional headquarters to oversee cross-brand resource coordination within specific regions, reduce overlapping investment in infrastructure and align the international development planning of each brand.

The Group believes that the LYNK & CO Acquisition will have a positive impact on the synergetic development, improvement of innovation capability and profitability and the sustainable development of various brands, and create long-term value for the Shareholders.

Having considered the foregoing, although the LYNK & CO Acquisition is not entered into in the ordinary and usual course of business of the Group, the Board (including the independent non-executive Directors) considers that the LYNK & CO Acquisition is on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

(2) SUBSCRIPTION OF INCREASED CAPITAL OF LYNK & CO BY ZEEKR

The principal terms of the LYNK & CO Capital Injection Agreement are as follows:

Date

14 November 2024 (after trading hours)

Parties

Issuer:	LYNK & CO
Subscriber:	Zhejiang ZEEKR
Other Shareholder:	Ningbo Geely

Subject matter

Pursuant to the LYNK & CO Capital Injection Agreement, LYNK & CO conditionally agreed to issue and sell and Zhejiang ZEEKR conditionally agreed to subscribe and purchase from LYNK & CO the LYNK & CO Increased Registered Capital for a consideration of RMB367,346,940. Upon completion of the LYNK & CO Capital Injection, the registered capital of LYNK & CO will increase from RMB7,500,000,000 to RMB7,653,061,225, reflecting an increase of RMB153,061,225 (being the LYNK & CO Increased Registered Capital to be subscribed and purchased by Zhejiang ZEEKR). The LYNK & CO Increased Registered Capital represents approximately 2% of the total enlarged registered capital of LYNK & CO.

Immediately after completion of the LYNK & CO Acquisition and the LYNK & CO Capital Injection, LYNK & CO will be owned as to 49% by Ningbo Geely and 51% by Zhejiang ZEEKR. LYNK & CO will become (i) an indirect non wholly-owned subsidiary of ZEEKR; and (ii) an indirect non wholly-owned subsidiary of the Company, and the financial results of LYNK & CO will be consolidated into the consolidated financial statements of the ZEEKR Group and the Group respectively.

Consideration

The consideration of the LYNK & CO Capital Injection is RMB367,346,940, payable by Zhejiang ZEEKR to LYNK & CO in cash on the LYNK & CO Capital Injection Closing Date.

The consideration of the LYNK & CO Capital Injection was determined after arm's length negotiations among LYNK & CO, Zhejiang ZEEKR and Ningbo Geely. The appraised value of 100% equity interest of the LYNK & CO Group as at the Valuation Date, as determined by the Independent Valuer using the market approach, amounts to RMB18,328,000,000. For further information in relation to the basis upon which the consideration of the LYNK & CO Acquisition was determined, please refer to the section headed "DISCLOSEABLE AND CONNECTED TRANSACTIONS – THE STRATEGIC INTEGRATION TRANSACTIONS – (1) ACQUISITION OF LYNK & CO SALE SHARES BY ZEEKR – Consideration" above.

It is expected that the consideration of the LYNK & CO Capital Injection will be funded by the internal cash reserve of the ZEEKR Group.

Conditions Precedent

Completion of the LYNK & CO Capital Injection will be subject to and conditional upon the fulfillment or waiver (as the case may be) of the following conditions:

(a) the Independent Shareholders' approval in relation to the LYNK & CO Acquisition and LYNK & CO Capital Injection shall have been obtained, in compliance with the Listing Rules;

(b) evidence of the approval of LYNK & CO in relation to the LYNK & CO Acquisition, LYNK & CO Capital Injection, adoption of the amended articles of association of LYNK & CO, change of legal representative, director(s), supervisor(s) and/or general manager of LYNK & CO shall have been duly obtained and delivered to Zhejiang ZEEKR;

(c) evidence of the existing shareholders' waiver of right of first refusal in relation to the LYNK & CO Acquisition, and the waiver of pre-emptive right of the LYNK & CO Capital Injection shall have been obtained and delivered to Zhejiang ZEEKR;

(d) evidence of the filing and registration procedures with the AMR in relation to the LYNK & CO Sale Shares in the LYNK & CO Acquisition and the LYNK & CO Increased Registered Capital having been registered under the name of Zhejiang ZEEKR, and adoption of the amended articles of association of LYNK & CO shall have been obtained and delivered to Zhejiang ZEEKR;

(e) the closing of the LYNK & CO Acquisition shall have consummated in accordance with the terms of the LYNK & CO Equity Transfer Agreement;

(f) the representations and warranties made by each of LYNK & CO, Ningbo Geely and Zhejiang ZEEKR remaining true and correct as at the date of the LYNK & CO Capital Injection Agreement and the LYNK & CO Capital Injection Closing Date;

(g) each of LYNK & CO, Ningbo Geely and Zhejiang ZEEKR shall have performed and complied in all material respects with all obligations and agreements required in the LYNK & CO Capital Injection Agreement at or prior to the LYNK & CO Capital Injection Closing Date;

(h) no material adverse effect shall have occurred since the date of the LYNK & CO Capital Injection Agreement;

(i) the consents, approvals, orders or authorisation of, or registration, declaration or filing with, any Governmental Authority or third party required to be obtained or made by it in connection with the consummation of the LYNK & CO Capital Injection by each of LYNK & CO and Ningbo Geely shall have been obtained;

(j) there shall be no injunction, restraining order or decree of any nature of any Governmental Authority or applicable law that is in effect that restrains or prohibits the consummation of the LYNK & CO Capital Injection;

(k) a copy of the Joint Venture Contract, duly executed by Zhejiang ZEEKR and Ningbo Geely, shall have been delivered to Zhejiang ZEEKR;

(l) a copy of the closing certificate in relation to the LYNK & CO Capital Injection in the form and substance reasonably satisfactory to Zhejiang ZEEKR shall have been delivered by LYNK & CO and Ningbo Geely to Zhejiang ZEEKR; and

(m) a copy of the closing certificate in relation to the LYNK & CO Capital Injection in the form and substance reasonably satisfactory to LYNK & CO and Ningbo Geely shall have been delivered by Zhejiang ZEEKR to LYNK & CO and Ningbo Geely.

Save for conditions (b), (c), (d), (e), (h), (k) and (l) that are waivable by Zhejiang ZEEKR, condition (m) that is waivable by LYNK & CO, and conditions (f) and (g) that are waivable by Zhejiang ZEEKR and LYNK & CO (as the case may be), all other conditions above are not waivable. As at the Latest Practicable Date, none of the conditions precedent to the LYNK & CO Capital Injection have been fulfilled or waived. The parties shall use their reasonable best efforts to procure the fulfillment of the conditions precedent to the LYNK & CO Capital Injection, and as at the Latest Practicable Date, it is not expected that any of the conditions precedent will be waived.

Completion of the LYNK & CO Capital Injection

Completion of the LYNK & CO Capital Injection will take place within 15 Business Days after all the conditions precedent to the LYNK & CO Capital Injection Agreement have been satisfied or waived (as the case may be), or at such other date as the parties may agree in writing. The completion of the LYNK & CO Capital Injection shall take place immediately after the completion of the LYNK & CO Acquisition.

Termination of the LYNK & CO Capital Injection

The LYNK & CO Capital Injection Agreement may be terminated:

(i) by the mutual written consent of the parties;

(ii) by any party, by written notice to the other parties, if the LYNK & CO Equity Transfer Agreement is terminated;

(iii) by any party, by written notice to the other parties, if the completion of the LYNK & CO Capital Injection has not occurred on or before the LYNK & CO Capital Injection Long Stop Date;

(iv) by any party, by written notice to the other parties, if the consummation of the transactions contemplated under the LYNK & CO Capital Injection Agreement would violate any non-appealable final Governmental Order; or

(v) by written notice from LYNK & CO, Ningbo Geely, or Zhejiang ZEEKR (as the case may be), upon the occurrence of a breach of the LYNK & CO Capital Injection Agreement, such that the conditions precedent to the LYNK & CO Capital Injection Agreement would not be satisfied and such breach or failure of condition is not curable, or, if curable, is not cured prior to the earlier of (i) 30 days after written notice is given by such non-breaching party to the other party(ies) regarding any breach; or (ii) the LYNK & CO Capital Injection Long Stop Date.

Governance and Management of LYNK & CO

Upon completion of the LYNK & CO Acquisition and LYNK & CO Capital Injection, LYNK & CO will be owned as to 49% by Ningbo Geely and 51% by Zhejiang ZEEKR. Zhejiang ZEEKR and Ningbo Geely will enter into the Joint Venture Contract, pursuant to which the board of directors of LYNK & CO shall consist of 3 directors, with Zhejiang ZEEKR appointing 2 directors, and Ningbo Geely appointing 1 director of LYNK & CO. LYNK & CO shall have 1 supervisor to be appointed by Ningbo Geely.

Further, pursuant to the terms of the Joint Venture Contract, the chief executive officer and chief financial officer of LYNK & CO shall be nominated by Zhejiang ZEEKR and appointed by the board of directors of LYNK & CO.

REASONS AND BENEFITS OF THE LYNK & CO CAPITAL INJECTION

Upon completion of the LYNK & CO Acquisition and the LYNK & CO Capital Injection, ZEEKR will hold 51% of LYNK & CO, resulting in the consolidation of the financial results of LYNK & CO into the consolidated financial statements of the ZEEKR Group and the Group respectively.

Following the consolidation of financial statements, the financial performance of the Group will provide a clearer representation of the financial impact of LYNK & CO's business on the Group.

Through the LYNK & CO Capital Injection, LYNK & CO can further invest in new model development, value-chain channel expansion and R&D, which will solidify its position in the hybrid market and further benefit the Group.

Having considered the foregoing, although the LYNK & CO Capital Injection is not entered into in the ordinary and usual course of business of the Group, the Board (including the independent non-executive Directors) considers that the LYNK & CO Capital Injection is on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECTS OF THE LYNK & CO ACQUISITION AND THE LYNK & CO CAPITAL INJECTION ON THE GROUP

Immediately after completion of the LYNK & CO Acquisition and the LYNK & CO Capital Injection, LYNK & CO will be owned as to 49% by Ningbo Geely and 51% by Zhejiang ZEEKR. LYNK & CO will become (i) an indirect non wholly-owned subsidiary of ZEEKR; and (ii) an indirect non wholly-owned subsidiary of the Company, and the financial results of LYNK & CO will be consolidated into the consolidated financial statements of the ZEEKR Group and the Group respectively.

INFORMATION REGARDING THE PARTIES

The Company

The Company is principally engaged in investment holding. The Group is principally engaged in the research and development, manufacturing and trading of automobiles, automobile parts and related automobile components, and investment holding.

Geely Holding

Geely Holding is principally engaged in the sales of automobiles and related parts and components wholesale and retail business. As at the Latest Practicable Date, Geely Holding was beneficially wholly-owned by Mr. Li and his associate. Mr. Li is an executive Director and a substantial shareholder holding approximately 41% of the issued share capital of the Company. Accordingly, Geely Holding is an associate of Mr. Li and a connected person of the Company for the purpose of the Listing Rules.

LYNK & CO

LYNK & CO is a Chinese-foreign-equity joint venture company established in the PRC and was owned as to 50% by Ningbo Geely, 20% by Geely Holding and 30% by VCI as at the Latest Practicable Date. LYNK & CO is principally engaged in the manufacture and sale of LYNK & CO brand vehicles. It also provides after-sales parts.

Ningbo Geely

Ningbo Geely was an indirect wholly-owned subsidiary of the Company as at the Latest Practicable Date. Ningbo Geely is principally engaged in investment holding.

VCI

VCI was an indirect wholly-owned subsidiary of Volvo Car AB (publ), and Volvo Car AB (publ) was an indirect non wholly-owned subsidiary Geely Holding as at the Latest Practicable Date. VCI is principally engaged in assisting or acting as an agent for its invested enterprises to purchase the machinery, equipment, office equipment, raw materials, components, and parts required for production. It also helps these enterprises to sell products and provide after-sales services.

ZEEKR

ZEEKR is a limited liability company incorporated in the Cayman Islands and as at the Latest Practicable Date, ZEEKR was owned as to approximately 51.5% (on a fully-diluted basis) by the Company, and was owned as to approximately 11.3% (on a fully-diluted basis) by Geely Holding. ZEEKR is a global premium electric mobility technology brand principally engaged in the research, development, and sale of intelligent electric vehicles and related services. Operating on its Sustainable Experience Architecture (SEA), ZEEKR develops proprietary technologies including battery systems, electric motors, and supply chain solutions, while aiming to create an integrated user ecosystem centered on innovation. It focuses on the high-end premium segment of the electric vehicle market under the ZEEKR brand.

Zhejiang ZEEKR

Zhejiang ZEEKR was an indirect wholly-owned subsidiary of ZEEKR as at the Latest Practicable Date. Zhejiang ZEEKR is principally engaged in the sale of vehicles.

IMPLICATIONS UNDER THE LISTING RULES

Each of (i) the LYNK & CO Acquisition; and (ii) the LYNK & CO Capital Injection constitutes a notifiable transaction under Chapter 14 of the Listing Rules. Given that the LYNK & CO Acquisition and the LYNK & CO Capital Injection are associated with each other, they are required to be aggregated pursuant to Rules 14.22 and 14.23 of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the LYNK & CO Acquisition and the LYNK & CO Capital Injection, and on an aggregated basis, exceed 5% but all of which are less than 25%, the transactions contemplated under the LYNK & CO Acquisition and the LYNK & CO Capital Injection constitute discloseable transactions of the Company and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

As at the Latest Practicable Date, Geely Holding was a substantial shareholder of the Company, and was ultimately owned by Mr. Li and his associates. Mr. Li is an executive Director and a substantial shareholder of the Company. As such, Geely Holding is a connected person of the Company under the Listing Rules.

As at the Latest Practicable Date, ZEEKR was owned as to approximately 51.5% (on a fully-diluted basis) by the Company, and was owned as to approximately 11.3% (on a fully-diluted basis) by Geely Holding, and is therefore a connected subsidiary of the Company under the Listing Rules. Zhejiang ZEEKR is an indirect wholly-owned subsidiary of ZEEKR, and is therefore also a connected subsidiary of the Company under the Listing Rules.

As at the Latest Practicable Date, VCI was an indirect wholly-owned subsidiary of Volvo Car AB (publ), and Volvo Car AB (publ) was an indirect non wholly-owned subsidiary of Geely Holding. As such, VCI is an associate of Geely Holding and a connected person of the Company under the Listing Rules.

As at the Latest Practicable Date, LYNK & CO was owned as to 20% by Geely Holding and as to 30% by VCI. As such, LYNK & CO is a connected person of the Company under the Listing Rules.

Accordingly, the LYNK & CO Acquisition and the LYNK & CO Capital Injection constitute connected transactions of the Company under the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, the transactions contemplated under the LYNK & CO Acquisition and the LYNK & CO Capital Injection are aggregated. As one or more of the applicable percentage ratios, on an aggregated basis, in respect of the LYNK & CO Acquisition and the LYNK & CO Capital Injection, is more than 5%, the LYNK & CO Acquisition and the LYNK & CO Capital Injection also constitute connected transactions of the Company and are subject to the reporting, announcement, and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

Mr. Li, Mr. Li Dong Hui, Daniel, Mr. Gui Sheng Yue, Ms. Wei Mei and Mr. Gan Jia Yue, each an executive Director, are considered to be interested in the LYNK & CO Acquisition and the LYNK & CO Capital Injection by virtue of their interests and/or directorships in Geely Holding, Volvo Car AB (publ) and/or ZEEKR. As a result, they have abstained from voting on the Board resolutions for approving the LYNK & CO Acquisition and the LYNK & CO Capital Injection.

As at the Latest Practicable Date, (i) Mr. Li and his associates together holding 4,169,058,000 Shares (representing approximately 41% of the total issued share capital of the Company, and controlled or were entitled to exercise control over the voting rights in respect of the Shares); (ii) Mr. Li Dong Hui, Daniel and his associates together holding 5,853,000 Shares (representing approximately 0.06% of the total issued share capital of the Company, and controlled or were entitled to exercise control over the voting rights in respect of the Shares); (iii) Mr. Gui Sheng Yue and his associates together holding 18,707,000 Shares (representing approximately 0.19% of the total issued share capital of the Company, and controlled or were entitled to exercise control over the voting rights in respect of the Shares); (iv) Mr. Gan Jia Yue and his associates together holding 3,022,200 Shares (representing approximately 0.03% of the total issued share capital of the Company, and controlled or were entitled to exercise control over the voting rights in respect of the Shares); and (v) Mr. An Cong Hui, the former executive Director, and his associates, together holding 7,876,000 Shares (representing approximately 0.08% of the total issued share capital of the Company, and controlled or were entitled to exercise control over the voting rights in respect of the Shares), will all abstain from voting on the resolutions to be proposed at the EGM to approve the LYNK & CO Acquisition and the LYNK & CO Capital Injection and the transactions contemplated thereunder.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors, no other Directors and/or Shareholders who has a material interest in the LYNK & CO Acquisition and the LYNK & CO Capital Injection will be required to abstain from voting on the resolutions to approve the respective transactions contemplated thereunder at the EGM.

EGM

The EGM will be convened to consider and approve (i) the LYNK & CO Acquisition; and (ii) the LYNK & CO Capital Injection. A notice to convene the EGM is set out on pages EGM-1 to EGM-3 of this circular.

The EGM will be held at Boardrooms 3-4, M/F., Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 10 January 2025 at 4:00 p.m. The form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you are able to attend and/or vote at the EGM, you are requested to complete the enclosed form of proxy, in accordance with the instructions printed thereon and deposit the same at the office of the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time schedule 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).

RECOMMENDATION

The Independent Board Committee (comprising all independent non-executive Directors) has been established to advise the Independent Shareholders whether the terms of (i) the LYNK & CO Acquisition; and (ii) the LYNK & CO Capital Injection are fair and reasonable so far as the Independent Shareholders are concerned, and the Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in that connection.

The text of the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 34 to 64 of this circular, and the text of the letter from the Independent Board Committee to the Independent Shareholders is set out on pages 32 to 33 of this circular.

Although each of (i) the LYNK & CO Acquisition; and (ii) the LYNK & CO Capital Injection is not entered into in the ordinary and usual course of business of the Company, the Board (including the independent non-executive Directors whose views are set out in the letter from the Independent Board Committee) considers that each of the LYNK & CO Acquisition and the LYNK & CO Capital Injection is on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole. The Board recommends the Independent Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the EGM.

ADDITIONAL INFORMATION

Your attention is drawn to the letters from the Independent Board Committee and from the Independent Financial Adviser, which are respectively set out on pages 32 to 33 and pages 34 to 64 of this circular. Additional information is also set out in the Appendix I to this circular.

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

The following is the text of the letter from the Independent Board Committee to the Independent Shareholders in relation to the LYNK & CO Acquisition and the LYNK & CO Capital Injection for the purpose of incorporation in this circular.

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)

20 December 2024

To the Independent Shareholders,

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTIONS – STRATEGIC INTEGRATION TRANSACTIONS IN RELATION TO (1) ACQUISITION OF LYNK & CO SALE SHARES BY ZEEKR; AND (2) SUBSCRIPTION OF INCREASED CAPITAL OF LYNK & CO BY ZEEKR

We refer to the circular dated 20 December 2024 (the "**Circular**") of the Company of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context requires otherwise.

We, being the independent non-executive Directors constituting the Independent Board Committee, are writing to advise you as an Independent Shareholder, whether the Independent Board Committee is of the view that although each of (i) the LYNK & CO Acquisition; and (ii) the LYNK & CO Capital Injection is not entered into in the ordinary and usual course of business of the Company, it is on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

We wish to draw your attention to the letter from the Board as set out on pages 11 to 31 of the Circular, and the letter from the Independent Financial Adviser as set out on pages 34 to 64 of the Circular which contains, *inter alia*, their advice and recommendation to us regarding the terms of each of (i) the LYNK & CO Acquisition; and (ii) the LYNK & CO Capital Injection, with the principal factors and reasons for those advice and recommendation.

RECOMMENDATION

Having taken into account the advice and recommendation of the Independent Financial Adviser, we are of the view that, although each of (i) the LYNK & CO Acquisition; and (ii) the LYNK & CO Capital Injection is not entered into in the ordinary and usual course of business of the Company, it is on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend that the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve each of the LYNK & CO Acquisition and the LYNK & CO Capital Injection.

Yours faithfully,
For and on behalf of the Independent Board Committee of
Geely Automobile Holdings Limited

Mr. An Qing Heng

Mr. Wang Yang

Ms. Gao Jie

Ms. Yu Li Ping, Jennifer

Mr. Zhu Han Song
Independent Non-Executive Directors

The following is the full text of a letter of advice from Quam Capital Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of (i) the proposed LYNK & CO Acquisition pursuant to the LYNK & CO Equity Transfer Agreement and (ii) the LYNK & CO Capital Injection pursuant to the LYNK & CO Capital Injection Agreement, which has been prepared for the purpose of incorporation in this circular.

20 December 2024

華富建業企業融資
QUAM CAPITAL

To the Independent Board Committee and the Independent Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTIONS –
STRATEGIC INTEGRATION TRANSACTIONS IN RELATION TO
(1) ACQUISITION OF LYNK & CO SALE SHARES BY ZEEKR; AND
(2) SUBSCRIPTION OF INCREASED CAPITAL OF LYNK & CO BY ZEEKR**

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of (i) the LYNK & CO Equity Transfer Agreement and the transactions contemplated thereunder; and (ii) the LYNK & CO Capital Injection Agreement and the transactions contemplated thereunder, details of which are set out in the letter from the board (the "**Letter from the Board**") contained in the circular of the Company dated 20 December 2024 (the "**Circular**"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

(1) LYNK & CO Acquisition

On 14 November 2024 (after trading hours), Geely Holding and VCI (as vendors), Zhejiang ZEEKR (an indirect wholly-owned subsidiary of ZEEKR, as purchaser) and LYNK & CO (as target company) entered into the LYNK & CO Equity Transfer Agreement, pursuant to which (i) Geely Holding conditionally agreed to sell and Zhejiang ZEEKR conditionally agreed to purchase 20% of the equity interests in LYNK & CO held by Geely Holding as at 14 November 2024 for a consideration of RMB3,600,000,000 together with interest accrued during the Locked Box Period; and (ii) VCI conditionally agreed to sell and Zhejiang ZEEKR conditionally agreed to purchase 30% of the equity interests in LYNK & CO held by VCI as at 14 November 2024 for a consideration of RMB5,400,000,000 together with interest accrued during the Locked Box Period. Immediately after completion of the LYNK & CO Acquisition but before the LYNK & CO Capital Injection, LYNK & CO will be owned as to 50% by Ningbo Geely and 50% by Zhejiang ZEEKR.

Geely Holding (one of the vendors under the LYNK & CO Equity Transfer Agreement) was a connected person of the Company for being a substantial shareholder of the Company and was ultimately owned by Mr. Li and his associates as at the Latest Practicable Date. VCI, another vendor under the LYNK & CO Equity Transfer Agreement, was a connected person of the Company for being an indirect wholly-owned subsidiary of Volvo Car AB (publ), and Volvo Car AB (publ) was an indirect non wholly-owned subsidiary Geely Holding as at the Latest Practicable Date.

(2) LYNK & CO Capital Injection

On 14 November 2024 (after trading hours), LYNK & CO (as issuer), Zhejiang ZEEKR (as subscriber) and Ningbo Geely (as the other shareholder of LYNK & CO) also entered into the LYNK & CO Capital Injection Agreement, pursuant to which LYNK & CO conditionally agreed to issue and sell and Zhejiang ZEEKR conditionally agreed to subscribe and purchase from LYNK & CO the LYNK & CO Increased Registered Capital for a consideration of RMB367,346,940. Upon completion of the LYNK & CO Capital Injection, the registered capital of LYNK & CO will increase from RMB7,500,000,000 to RMB7,653,061,225, reflecting an increase of RMB153,061,225 (being the LYNK & CO Increased Registered Capital to be subscribed and purchased by Zhejiang ZEEKR). The LYNK & CO Increased Registered Capital represents approximately 2% of the total enlarged registered capital of LYNK & CO. Immediately after completion of the LYNK & CO Acquisition and the LYNK & CO Capital Injection, LYNK & CO will be owned as to 49% by Ningbo Geely and 51% by Zhejiang ZEEKR. LYNK & CO will become (i) an indirect non wholly-owned subsidiary of ZEEKR; and (ii) an indirect non wholly-owned subsidiary of the Company, and the financial results of LYNK & CO will be consolidated into the consolidated financial statements of the ZEEKR Group and the Group, respectively.

Each of (i) the LYNK & CO Acquisition; and (ii) the LYNK & CO Capital Injection constitutes a notifiable transaction under Chapter 14 of the Listing Rules. Given that the LYNK & CO Acquisition and the LYNK & CO Capital Injection are associated with each other, they are required to be aggregated pursuant to Rules 14.22 and 14.23 of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the LYNK & CO Acquisition and the LYNK & CO Capital Injection, and on an aggregated basis, exceed 5% but all of which are less than 25%, the transactions contemplated under the LYNK & CO Acquisition and the LYNK & CO Capital Injection constitute discloseable transactions of the Company and are subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

As at the Latest Practicable Date, Geely Holding was a substantial shareholder of the Company, and was ultimately owned by Mr. Li and his associates. Mr. Li is an executive Director and a substantial shareholder of the Company. As such, Geely Holding is a connected person of the Company under the Listing Rules.

As at the Latest Practicable Date, ZEEKR was owned as to approximately 51.5% (on a fully-diluted basis) by the Company, and was owned as to approximately 11.3% (on a fully-diluted basis) by Geely Holding, and is therefore a connected subsidiary of the Company under the Listing Rules. Zhejiang ZEEKR is an indirect wholly-owned subsidiary of ZEEKR, and is therefore also a connected subsidiary of the Company under the Listing Rules.

As at the Latest Practicable Date, VCI was an indirect wholly-owned subsidiary of Volvo Car AB (publ), and Volvo Car AB (publ) was an indirect non wholly-owned subsidiary of Geely Holding. As such, VCI is an associate of Geely Holding and a connected person of the Company under the Listing Rules.

As at the Latest Practicable Date, LYNK & CO was owned as to 20% by Geely Holding and as to 30% by VCI. As such, LYNK & CO is a connected person of the Company under the Listing Rules.

Accordingly, the LYNK & CO Acquisition and the LYNK & CO Capital Injection constitute connected transactions of the Company under the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, the transactions contemplated under the LYNK & CO Acquisition and the LYNK & CO Capital Injection are aggregated. As one or more of the applicable percentage ratios, on an aggregated basis, in respect of the LYNK & CO Acquisition and the LYNK & CO Capital Injection, have exceeded 5%, the LYNK & CO Acquisition and the LYNK & CO Capital Injection also constitute connected transactions of the Company and are subject to the reporting, announcement, and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Li, Mr. Li Dong Hui, Daniel, Mr. Gui Sheng Yue, Ms. Wei Mei and Mr. Gan Jia Yue, each an executive Director, are considered to be interested in the LYNK & CO Acquisition and the LYNK & CO Capital Injection by virtue of their interests and/or directorships in Geely Holding, Volvo Car AB (publ) and/or ZEEKR. As a result, they have abstained from voting on the Board resolutions for approving the LYNK & CO Acquisition and the LYNK & CO Capital Injection.

The EGM will be convened and held for the Independent Shareholders to consider, and if thought fit, approve (i) the LYNK & CO Equity Transfer Agreement; and (ii) the LYNK & CO Capital Injection Argeement and the respective transactions contemplated thereunder.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all the independent non-executive Directors (namely Mr. An Qing Heng, Mr. Wang Yang, Ms. Gao Jie, Ms. Yu Li Ping, Jennifer, and Mr. Zhu Han Song) has been established to advise the Independent Shareholders whether the terms of (i) the LYNK & CO Acquisition; and (ii) the LYNK & CO Capital Injection are fair and reasonable so far as the Independent Shareholders are concerned; and how the Independent Shareholders should vote in respect of the proposed resolution at the EGM to approve each of the LYNK & CO Acquisition and the LYNK & CO Capital Injection. We have been appointed as the independent financial adviser to give an independent opinion to the Independent Board Committee and the Independent Shareholders in such regard.

THE INDEPENDENT FINANCIAL ADVISER

We have not acted as an independent financial advisor in relation to any transactions of the Company during the past two years. We were not aware of any relationships or interests between us and the Company or any other parties that could reasonably be regarded as hindrance to our independence (as defined under Rule 13.84 of the Listing Rules) to act as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the proposed LYNK & CO Acquisition and LYNK & CO Capital Injection. We are not associated with the Company, its subsidiaries, its associates or their respective substantial shareholders or associates or any other parties to the proposed LYNK & CO Acquisition and LYNK & CO Capital Injection, and accordingly, are eligible to give independent advice and recommendation on the LYNK & CO Acquisition and LYNK & CO Capital Injection. Apart from normal professional fees payable to us in connection with this appointment as the independent financial adviser, no arrangement exists whereby we will receive any fees from the Company, its subsidiaries, its associates or their respective substantial shareholders or associates or any other parties that could reasonably be regarded as relevant to our independence.

BASIS OF OUR OPINION

In formulating our opinion and recommendation, we have considered, among other things:

(i) the LYNK & CO Equity Transfer Agreement;

(ii) the LYNK & CO Capital Injection Agreement;

(iii) the Circular;

(iv) the annual reports of the Company for the two financial years ended 31 December 2022 (the "**Annual Report 2022**") and 2023 (the "**Annual Report 2023**"), the interim report of the Company for the six months ended 30 June 2024 (the "**Interim Report 2024**") and the Company's announcement of the third quarterly results for the nine months ended 30 September 2024 (the "**Third Quarterly Results Announcement 2024**");

(v) the unaudited financial information of the LYNK & CO Group for the two financial years ended 31 December 2022 and 2023;

(vi) the valuation report dated 20 December 2024 (the "**LYNK & CO Valuation Report**") in relation to the valuation of the LYNK & CO Group as at 30 September 2024 (the "**LYNK & CO Valuation**") issued by the Independent Valuer; and

(vii) the relevant market data and information available from public sources.

We have also relied on all relevant information and representations supplied, and the opinions expressed, by the Directors and the management of the Company (collectively, the "**Management**"). We have assumed that all such information and representations contained or referred to in the Circular are true and accurate in all material respects as the date thereof. The Directors have jointly and severally accepted full responsibility for the accuracy of the information contained in the Circular and have also confirmed that, having made all reasonable enquiries and to the best of their knowledge, opinions expressed in the Circular have been arrived at after due and careful consideration and there are no material facts not contained in the Circular, the omission of which make any statement in the Circular misleading. We have found no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Management, and they have confirmed that no material information have been withheld or omitted from the information provided and referred to in the Circular, which would make any statement therein misleading. Based on the reasonable steps we have taken as mentioned above, we have no reason to believe that any statements, information, opinions or representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the mission of which would render the statements, information, opinions or representations provided to us untrue, inaccurate or misleading.

We consider that we have been provided with, and have reviewed, sufficient information currently available to reach an informed view and to justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation. We have not, however, carried out any independent verification of the information provided, nor have we conducted an independent investigation into the business, affairs, operations, financial results, financial position, financial forecast or future prospects of each of the Company and any of their respective subsidiaries.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in respect of the proposed LYNK & CO Acquisition and LYNK & CO Capital Injection, we have taken into account the following principal factors and reasons:

1. Information of the Group

1.1. Principal businesses of the Group

The Company is principally engaged in investment holding. The Group is principally engaged in the research and development, manufacturing and trading of automobiles, automobile parts and related automobile components, and investment holding.

1.2. Financial information of the Group

Set out below is a summary of the financial information and financial position of the Group for the three financial years ended 31 December 2021 ("**FY2021**"), 2022 ("**FY2022**") and 2023 ("**FY2023**") respectively as extracted from the Annual Report 2022 and Annual Report 2023, and the financial information and the financial position of the Group for nine months ended 30 September 2023 ("**3Q2023**") and 2024 ("**3Q2024**") (as extracted from the Third Quarterly Results Announcement 2024).

	FY2021 *RMB'000* (audited)	**FY2022** *RMB'000* (audited)	**FY2023** *RMB'000* (audited)	**3Q2023** *RMB'000* (unaudited)	**3Q2024** *RMB'000* (unaudited)
Revenue	101,611,056	147,964,647	179,203,592	123,289,000	167,684,000
– Sales of automobiles and related services	87,697,172	122,783,472	149,623,061	N/A	N/A
– Sales of automobile parts and components	8,798,409	8,779,400	10,234,158	N/A	N/A
– Sales of battery packs and related parts	588,885	8,017,539	10,758,693	N/A	N/A
– Research and development and related technological support services	3,251,150	6,727,610	6,591,992	N/A	N/A
– Licensing of intellectual properties	1,275,440	1,656,626	1,466,726	N/A	N/A
– Collaborative manufacturing income	–	–	528,962	N/A	N/A
Profit for the year/period	4,353,008	4,649,663	4,935,018	2,550,000	12,934,000
Excluding one-off gain on bargain purchase upon subscription for an associate/ deemed disposal of subsidiaries and impairment loss on assets classified as held for sale	–	(1,749,734)	–	–	(7,470,000)
Adjusted profit for the year/ period	4,353,008	2,899,929	4,935,018	2,550,000	5,464,000

	As at 31 December			**As at 30 September**	
	2021 *RMB'000* (audited)	**2022** *RMB'000* (audited)	**2023** *RMB'000* (audited)	**2023** *RMB'000* (unaudited)	**2024** *RMB'000* (unaudited)
Total assets	134,341,404	157,826,329	192,597,681	192,598,000	215,694,000
– Trade and other receivables	32,349,612	35,849,926	44,606,398	44,607,000	54,299,000
– Bank balances and cash (including restricted bank deposits)	28,017,907	33,728,237	36,689,396	36,689,000	43,327,000
Total liabilities	64,120,432	81,630,514	107,446,183	107,446,000	116,966,000
Net assets	70,220,972	76,195,815	85,151,498	85,152,000	98,728,000

Comparison between FY2021 and FY2022

The revenue of the Group increased from approximately RMB101.6 billion for FY2021 to approximately RMB148.0 billion for FY2022, representing an increase of approximately 45.6%. According to the Annual Report 2022, the increase in revenue of the Group was mainly attributable to the optimisation of the Group's product mix and the substantial increase in sales of new energy vehicles to 328,727 units, representing a year-on-year increase of 300%. The Group recorded a net profit of approximately RMB4.4 billion and RMB4.6 billion for FY2021 and FY2022 respectively, representing an increase of approximately 6.8% as compared to FY2021. This was mainly resulted from the increase in revenue as aforesaid and a one-off bargain purchase gain of approximately RMB1.8 billion arising from the subscription of the common shares of an associate. If the one-off gain on bargain purchase upon subscription for an associate was excluded, the adjusted net profit of the Group for FY2022 would be approximately RMB2.9 billion, representing a decrease of approximately 33.4% as compared to FY2021. Such decrease was mainly attributable to (i) the increased administrative expense of approximately RMB2.9 billion; and (ii) the decrease in share of results of associates and joint ventures of approximately RMB553.6 million as compared to FY2021.

The net assets of the Group increased from approximately RMB70.2 billion as at 31 December 2021 to approximately RMB76.2 billion as at 31 December 2022, which was mainly due to the increase in bank balances and cash as well as trade and other receivables.

Comparison between FY2022 and FY2023

The revenue of the Group increased from approximately RMB148.0 billion for FY2022 to approximately RMB179.2 billion for FY2023, representing an increase of approximately 21.1%. According to the Annual Report 2023, the increase of revenue of the Group was mainly attributable to the increased sales of automobiles and related services. The Group recorded a net profit of approximately RMB4.6 billion and RMB4.9 billion for FY2022 and FY2023 respectively, representing an increase of approximately 6.1% as compared to FY2022. This was mainly due to the increase in the revenue as aforesaid and the product mix was continuously improved and the proportion of new energy vehicles significantly increased, the Group's average ex-factory selling price increased by 2% over the previous year.

The net assets of the Group increased from approximately RMB76.2 billion as at 31 December 2022 to approximately RMB85.2 billion as at 31 December 2023, which was mainly due to the increase in trade and other receivables.

Comparison between 3Q2023 and 3Q2024

The revenue of the Group increased from approximately RMB123.3 billion for 3Q2023 to approximately RMB167.7 billion for 3Q2024, representing an increase of approximately 36.0%. According to the Third Quarterly Results Announcement 2024, the increase of revenue of the Group was mainly attributable to the increased sales volume of automobiles to approximately 1.5 million units for the nine months ended 30 September 2024 as compared to approximately 1.1 million units for the corresponding period in 2023, representing a year-on-year increase of approximately 32%. The Group recorded a net profit of approximately RMB2.6 billion and RMB12.9 billion for 3Q2023 and 3Q2024 respectively, representing a significant increase of approximately 407.1% as compared to 3Q2023. This was mainly due to (i) the one-off gain on deemed disposal of subsidiaries and impairment loss on assets classified as held for sale of approximately RMB7.5 billion; (ii) the increased sales volume as aforesaid; and (iii) the gross profit margin of the Group increased as a result of an optimised product mix and cost control. If the one-off gain on deemed disposal of subsidiaries and impairment loss on assets classified as held for sale was excluded, the adjusted net profit of the Group for 3Q2024 would be approximately RMB5.5 billion, representing an increase of approximately 114.3% as compared to 3Q2023.

The net assets of the Group increased from approximately RMB85.2 billion as at 30 September 2023 to approximately RMB98.7 billion as at 30 September 2024, which was mainly due to the increase in interests in joint ventures and trade and other receivables.

2. Outlook of the Group

According to the Interim Report 2024, in the face of unstable macro economy, fierce competition in the industry, intensifying price wars, trade barriers and tariffs, the Group will firmly implement the two core strategies of "Two Blue Geely Actions" (兩個藍色吉利行動) and "Smart Geely 2025" (智能吉利2025), and leverage its advantages in ICE vehicles, PHEVs, BEVs and intelligent technologies to create star products of each brand in various market segments, seize more market share and expand the overall sales scale. The Group will continue to enhance its product competitiveness by launching models that are more in line with consumer needs in different market segments. Concurrently, it aims to drive cost efficiency through measures such as developing new products with optimised technologies, streamlined and generalised architecture. Leveraging Geely Holding's advantages in global resources, the Group will proactively pursue international partnerships to mitigate risks posed by globalised trade barriers and tariffs.

Over the years, the PRC Government has introduced a comprehensive range of policies aimed at fostering development, reform, and innovation, significantly advancing the development of automotive technology in China. Despite external uncertainties associated with geopolitical, the recently elected next president of the U.S., Donald Trump, Russian-Ukraine conflict and the fluctuations in interest rate, the PRC government acknowledged the importance and contribution of the automobile industry to the national economy. In 2023, China's retail automobile sector's sales amounted to approximately RMB4.86 trillion which accounted for approximately 10.3% of total amount of social retail consumption. According to the Automotive Industry Stability and Growth Plan (2023-2024) (《汽車行業穩增長工作方案 (2023-2024年)》)[1] published by the PRC Government, the PRC Government have framed numerous measures to facilitate the sales of automobile in 2024, including but not limited to, (i) supporting the expansion of new energy vehicles (NEV); (ii) preferential tax policies and subsidies for vehicles purchasing; (iii) stabilising the consumption of automobile by not allowing to stipulate any new rules limiting purchase volume, and encourage areas to extend the limit on purchase volume of vehicles; and (iv) encouraging the retirement of vehicles that produce emissions not in accordance with the emission standards and conditionally launching

1 *《汽車行業穩增長工作方案(2023-2024年)》*
Source: https://www.gov.cn/zhengce/zhengceku/202309/P020230902688553061847.pdf

old-for-new scheme in order to expedite the retirement of substandard or old vehicles. According to the article named (《我國製造業規模連續14年全球第一 汽車產銷量首次突破3000萬輛 連續15年保持全球第一》)[2] issued by the PRC Government, in 2023, the sales of automobile produced by Chinese automobile manufactures was approximately 30 million units, representing a year-on-year growth of approximately 12%. Among of which, the sales of NEV was approximately 10 million units, representing a year-on-year growth of approximately 38%. The PRC Government estimated that the sales of automobile and NEV in 2024 can achieve 31 million and 12 million units respectively.

In addition, in July 2024, the National Development and Reform Commission and the Ministry of Finance issued the Notice on Certain Measures on Strengthening Support for Large-Scale Equipment Replacement and Consumer Goods Replacement (《關於加力支持大規模設備更新和消費品以舊換新的若干措施》)[3] to increase the subsidy standards for scrapping old vehicles, which is then favourable to the consumption of NEV. Furthermore, the PRC Government has created a strong policy environment for domestic intelligent connected vehicle industry development. In 2020, the "Innovative Development Strategy for Smart Vehicles"[4] and the "Intelligent Connected Vehicle Technology Roadmap 2.0" were released, which analysed the current state of technological development, sort out technical shortcomings and guided the future evolution trend of the industry, especially in terms of technology. According to the List of Pilot Cities for Applying "Vehicle-Road-Cloud Integration" of Intelligent Connected Vehicles (《智能網聯汽車「車路雲一體化」應用試點城市名單》)[5] issued by multiple ministries, the PRC Government is promoting and implementing an intelligent vehicle-connected cities.

Together with the support of PRC Government, improvement of infrastructure of cities towards sustainability environment, continued rise of consumer awareness, it is expected that the automobile industry in China will continue to develop. The Group's strategic focus on the "Two Blue Geely Actions" and "Smart Geely 2025" initiatives, combined with its strengths in ICE vehicles, PHEVs, BEVs, and intelligent technologies, positions it well to capture market opportunities and mitigate challenges such as trade barriers and tariffs. By enhancing product competitiveness, optimising costs, and leveraging global partnerships, the Group is well-prepared to expand its market share and drive sustainable growth in an increasingly dynamic industry.

3. Information of LYNK & CO

3.1. Principal business of LYNK & CO

LYNK & CO is a Chinese-foreign-equity joint venture company established in the PRC and was owned as to 50% by Ningbo Geely, 20% by Geely Holding and 30% by VCI as at the Latest Practicable Date. There is no original acquisition cost of LYNK & CO as it was

[2] *《我國製造業規模連續14年全球第一 汽車產銷量首次突破3000萬輛 連續15年保持全球第一》*
Source: https://www.beijing.gov.cn/ywdt/zybwdt/202401/t20240120_3541345.html

[3] *《關於加力支持大規模設備更新和消費品以舊換新的若干措施》*
Source: https://www.gov.cn/zhengce/zhengceku/202407/P020240725631501347093.pdf

[4] *《智能汽車創新發展戰略》*
Source: https://www.ndrc.gov.cn/xxgk/zcfb/tz/202002/P020200224573058971435.pdf

[5] *《智能網聯汽車「車路雲一體化」應用試點城市名單》*
Source: https://www.gov.cn/zhengce/zhengceku/202407/content_6965771.htm

incorporated and previously owned as to 50% by Zhejiang Jirun (an indirect 99% owned subsidiary of the Company), as to 20% by Zhejiang Haoqing Automobile Manufacturing Company Limited (a then-90% owned subsidiary of Geely Holding), and as to 30% by VCI. LYNK & CO is principally engaged in the manufacture and sale of LYNK & CO brand vehicles. It also provides after-sales parts.

3.2. Financial information LYNK & CO

Set out below is the unaudited financial information of LYNK & CO for the two financial years ended 31 December 2022 and 2023, which were prepared in accordance with the HKFRS:

	For the year ended 31 December	
	2022	**2023**
	(unaudited)	(unaudited)
	RMB'000	*RMB'000*
Revenue	29,108,984	34,786,563
Profit/(Loss) before taxation	100,224	(1,602,631)
Profit/(Loss) after taxation	7,222	(1,104,660)

As at 30 June 2024, the total assets and the net asset value based on the unaudited financial information of LYNK & CO were approximately RMB46,000 million and RMB6,696 million, respectively.

4. LYNK & CO ACQUISITION

4.1. Principal terms of the LYNK & CO Equity Transfer Agreement

We summarise below the principal terms of the LYNK & CO Equity Transfer Agreement. For details, please refer to section headed "Acquisition of LYNK & CO Sale Shares by ZEEKR" in the "Letter from the Board" of this Circular.

Date	:	14 November 2024 (after trading hours)
Parties	:	(i) Geely Holding (one of the vendors);
		(ii) VCI (one of the vendors);
		(iii) Zhejiang ZEEKR (the purchaser); and
		(iv) LYNK & CO (the target company)
Assets to be acquired	:	50% equity interests in LYNK & CO

Conditions precedent :

(a) the Independent Shareholders' approval in relation to the LYNK & CO Acquisition shall have been obtained, in compliance with the Listing Rules;

(b) the approval of the shareholders of Volvo Car AB (publ) in relation to the LYNK & CO Acquisition shall have been obtained, in compliance with applicable laws, the Swedish Corporate Governance Code and Nasdaq Stockholm's rulebook for issuers;

(c) there shall be no injunction, restraining order or decree of any nature of any Governmental Authority or applicable law that is in effect that restrains or prohibits the consummation of the LYNK & CO Acquisition;

(d) any applicable waiting periods, together with any extensions thereof, or any actions, non-actions, consents, approvals, waivers, or clearances from any Governmental Authority that are related or required for the completion of the LYNK & CO Acquisition shall have expired, been terminated or obtained (as applicable);

(e) the representations and warranties made by each of Geely Holding, VCI and Zhejiang ZEEKR remaining true and correct in all material respects, as at the date of the LYNK & CO Equity Transfer Agreement and the LYNK & CO Acquisition Closing Date;

(f) each of Geely Holding, VCI and Zhejiang ZEEKR shall have performed and complied in all material respects with all obligations and agreements required in the LYNK & CO Equity Transfer Agreement at or prior to the LYNK & CO Acquisition Closing Date;

(g) no material adverse effect shall have occurred since the date of the LYNK & CO Equity Transfer Agreement;

(h) evidence of the approval of the board of directors and shareholders of LYNK & CO in relation to the implementation of the LYNK & CO Acquisition, adoption of the amended articles of association of LYNK & CO, change of legal representative, director(s), supervisor(s) and/or general manager of LYNK & CO (if applicable) shall have been duly obtained and delivered to Zhejiang ZEEKR;

(i) evidence of the existing shareholders' waiver of right of first refusal in relation to the LYNK & CO Acquisition shall have been obtained and delivered to Zhejiang ZEEKR; and

(j) evidence of the filing and registration procedures with the AMR in relation to the LYNK & CO Acquisition, adoption of the amended articles of association of LYNK & CO, and change of legal representative, director(s), supervisor(s) and/or general manager of LYNK & CO shall have been obtained and delivered to Zhejiang ZEEKR.

Completion : Completion of the LYNK & CO Acquisition will take place within 15 Business Days after all the conditions precedent to the LYNK & CO Equity Transfer Agreement have been satisfied or waived (as the case may be), or at such other date as the parties may agree in writing.

Termination : The LYNK & CO Equity Transfer Agreement may be terminated:

(i) by the mutual written consent of the parties;

(ii) by Geely Holding, VCI or Zhejiang ZEEKR, by written notice to the other parties, if the completion of the LYNK & CO Acquisition has not occurred on or before the LYNK & CO Acquisition Long Stop Date;

(iii) by any party, by written notice to the other parties, if the consummation of the transactions contemplated under the LYNK & CO Equity Transfer Agreement would violate any non-appealable final Governmental Order; or

(iv) by written notice from Geely Holding, VCI, or Zhejiang ZEEKR (as the case may be), upon the occurrence of a material breach of the LYNK & CO Equity Transfer Agreement, such that the conditions precedent to the LYNK & CO Equity Transfer Agreement would not be satisfied and such breach or failure of condition is not curable, or, if curable, is not cured prior to the earlier of (i) 30 days after written notice is given by such non-breaching party to the other party(ies) regarding any breach; or (ii) the LYNK & CO Acquisition Long Stop Date.

Save from conditions (e) and (f) are waivable by Geely Holding, VCI or Zhejiang ZEEKR (as the case may be), and conditions (g), (h), (i) and (j) are waivable by Zhejiang ZEEKR, all other conditions above are not waivable. As at the Latest Practicable Date, none of the conditions precedent to the LYNK & CO Acquisition have been fulfilled or waived. The parties shall use their reasonable best efforts to procure the fulfillment of the conditions precedent to the LYNK & CO Acquisition, and as at the Latest Practicable Date, it is not expected that any of the conditions precedent will be waived.

When considering the fairness and reasonableness of the terms of the LYNK & CO Equity Transfer Agreement, we have taken into account the following factors.

4.2. Consideration

As set out in the "Letter from the Board" of the Circular, the aggregate consideration for the LYNK & CO Acquisition is RMB9,000,000,000 plus the interest accrued on such amount during the Locked Box Period calculated at the rate of 3.1% per annum (being the equivalent of the one-year LPR as applicable on the date of the LYNK & CO Equity Transfer Agreement), of which:

(i) RMB3,600,000,000 plus the interest accrued on such amount during the Locked Box Period calculated at the rate of 3.1% per annum, is payable by Zhejiang ZEEKR to Geely Holding; and

(ii) RMB5,400,000,000 plus the interest accrued on such amount during the Locked Box Period calculated at the rate of 3.1% per annum, is payable by Zhejiang ZEEKR to VCI respectively,

subject to the Locked Box Mechanism, pursuant to which each of Geely Holding and VCI undertakes to pay to Zhejiang ZEEKR an amount in cash equal to the amount of any Leakage received by each of (i) Geely Holding and the Geely Holding Group and/or (ii) VCI and the VCI Group during the Locked Box Period. The maximum liability of each of Geely Holding and VCI shall not exceed the amount of their respective Leakage, and any claims arising out of the Locked Box Mechanism shall be made by Zhejiang ZEEKR no later than 12 months following the LYNK & CO Acquisition Closing Date.

For the factors of determining the Leakage and Permitted Leakage:

(a) with respect to the Leakage, excluding any Permitted Leakage: (i) any dividend or other distribution paid by the LYNK & CO Group in favor of Geely Holding or any member of the Geely Holding Group or VCI or any member of the VCI Group (excluding members of the LYNK & CO Group); (ii) any return of capital or any payment of principal of, or interest on, any loan or other debt obligation, except for the repayment of borrowings that have been reflected in the Locked Box Accounts and have become due during the Locked Box Period pursuant to the terms of such borrowings; (iii) any LYNK & CO Group's company paying or assuming liability for any fees, costs or expenses of Geely Holding and VCI in connection with the LYNK & CO Acquisition; (iv) any release or waiver of any liability owed or any claims in favor of the Geely Holding Group or the VCI Group by the LYNK & CO Group; (v) any payment of any nature (including bonuses or other compensation of any kind) by the LYNK & CO Group for the benefit of the Geely Holding Group or the VCI Group, or its senior management, officers or directors; (vi) any transfer of assets to, or liabilities assured, guaranteed, indemnified, secured or incurred by the LYNK & CO Group for the benefit of the Geely Holding Group or the VCI Group; (vii) any agreement or arrangement to give effect to any of the matters referred to in paragraphs (i) to (vi) above; and (viii) any tax paid or payable by the LYNK & CO Group as a result of any of the matters referred to in (i) to (vi) above; in each case net of: any amount in respect of value-added tax which is recoverable as input tax by a LYNK & CO Group company; and with respect to such LYNK & CO Group company, any relief that arises or is available in connection with (i) to (viii) above; and

(b) with respect to the Permitted Leakage, means (i) any payments made (or to be made) by the LYNK & CO Group which have been specifically accrued or provided for in the Locked Box Accounts; (ii) any payments made (or to be made) by the LYNK & CO Group pursuant to existing agreements, provided that any such payments are made or arise in the ordinary course of business and consistent with past practice on an arm's length basis and reasonably necessary for its operation; (iii) any payments in respect of salaries, directors' fees, pension contributions, expenses or bonuses made to, or in respect of services provided by, employees, workers, directors, officers or consultants of the LYNK & CO Group which are made (or to be made) in the ordinary course of business and in accordance with the terms of the related employment or service contract; (iv) any other payment, accrual, transfer of assets or assumption of liability by the LYNK & CO Group which Zhejiang ZEEKR has expressly approved in writing; and (v) any tax payable by the LYNK & CO Group as a consequence of any of the matters referred to in (i) to (iv).

The consideration of the LYNK & CO Acquisition was determined after arm's length negotiations among Geely Holding, VCI and Zhejiang ZEEKR. The appraised value of 100% equity interest of the LYNK & CO Group as at the Valuation Date, as determined by the Independent Valuer using the market approach, amounted to RMB18.328 billion, as well as the factors as set out in the section headed "4.5. The Group's rationale for the LYNK & CO Acquisition" below. Please refer to the section headed "4.4. Valuation of the LYNK & CO Group" below for details of the methodology, assumptions and inputs and computation process of the valuation. The respective portions of the consideration to be paid by Zhejiang ZEEKR to Geely Holding and VCI represent approximately 20% and 30% respectively of the aforementioned valuation.

It is expected that the consideration of the LYNK & CO Acquisition will be funded by the internal cash reserve and external financing of the ZEEKR Group.

In order to further assess the fairness and reasonableness of the additional interest of the consideration of the LYNK & CO Acquisition at 3.1% per annum during the Locked Box Period (the "**Locked Box Period Interest**"), we considered that the nature of the consideration due to Geely Holding and VCI during the Locked Box Period (with the adjustment of Leakage) is similar to a loan. Accordingly, we obtained and reviewed a complete list of financing agreements entered into by the ZEEKR Group since 1 January 2023, which was considered to be sufficient for our analysis set out hereunder as we are of the view that the period provides an appropriate general reference for ZEEKR's recent interest rates. Based on the loan documents provided by the Company, which represented an exhaustive list of historical financing agreements entered into by the ZEEKR Group, we noted that the ZEEKR Group had 7 loan financing agreements during the period from 1 January 2023 to 30 September 2024 (the "**ZEEKR's Borrowings**") of which 5 had fixed interest rates ranging from 3.08% to 4.50% per annum; and 2 had annual adjusted interest rates with reference to one-year LPR minus 0.45% to 0.5%. The effective annual interest rate of the ZEEKR's Borrowings was between 2.95% and 4.50% per annum. The average effective interest rate of the ZEEKR's Borrowings was approximately 3.86% per annum. We noted that the Locked Box Period Interest falls within the range of the ZEEKR's Borrowings interest rates and is lower than their average interest rate of ZEEKR's Borrowings.

Taking into account that (i) the method of arriving at the consideration, which shall take into account the aggregate consideration for the LYNK & CO Acquisition and adjustments for any Leakage during the Locked Box Period; (ii) the respective portions of the consideration to be paid by Zhejiang ZEEKR to Geely Holding and VCI, representing approximately 20% and 30%, respectively, of the aforementioned appraised value of 100% equity interest of the LYNK & CO Group by the Independent Valuer as at the Valuation Date; (iii) aggregate consideration for the LYNK & CO Acquisition which includes the Locked Box Mechanism was agreed after arm's length negotiation among Geely Holding, VCI and Zhejiang ZEEKR; (iv) the maximum liability of each of Geely Holding and VCI shall not exceed the amount of their respective Leakage; and (v) the interest rate of 3.1% per annum of the Locked Box Period Interest falls within the range of the ZEEKR's Borrowings interest rates and is lower than the average interest rate of ZEEKR's Borrowings, we are of the view that consideration of the LYNK &

CO Acquisition which includes the Locked Boxed Mechanism is fair and reasonable. For discussions of the appraised value of 100% equity interest in the LYNK & CO Group, please refer to the section headed "4.4. Valuation of the LYNK & CO Group" below.

4.3. Payment terms

Pursuant to the LYNK & CO Equity Transfer Agreement, the LYNK & CO Acquisition will be settled in the following manner:

(a) 70% of the consideration shall be paid on the LYNK & CO Acquisition Closing Date to each of Geely Holding's and VCI's designated bank accounts; and

(b) the remaining portion of the consideration (the "**Second Payment**") shall be paid within 12 months after the LYNK & CO Acquisition Closing Date to each Geely Holding's and VCI's designated bank accounts.

Zhejiang ZEEKR shall pay, concurrently with the Second Payment, to each of Geely Holding and VCI the interest accrued on the Second Payment, which shall be calculated at a rate which is equal to the sum of (i) the one-year LPR applicable on the LYNK & CO Acquisition Closing Date and (ii) 0.5%, for the period from the day immediately after the LYNK & CO Acquisition Closing Date to the day the Second Payment (i.e. excluding the Locked Box Period).

Based on our independent research, we understand that the LPR, which was introduced in August 2019, is the RMB loan prime rate announced by the National Interbank Funding Center, which is a sub-institution affiliated with the People's Bank of China (the "**PBOC**") and offered by commercial banks to clients. The LPR is based on an average of lending rates from 18 commercial banks, which will submit their LPR quotations, based on what they bid for the PBOC liquidity in open market operations, to the national interbank funding centre. Since then, the PBOC has been publishing the RMB loan prime rate for the one-year and five-year on a monthly basis. The terms of the LYNK & CO Equity Transfer Agreement (including the Locked Box Period Interest and interest accrued on the Second Payment) were determined after arm's length negotiation among the parties. We have conducted desktop research on the LPR and considered the prevailing one-year LPR as published by the national interbank funding centre (authorised by the PBOC) was 3.10% per annum as at the Latest Practicable Date. As a reference, a one-year LPR plus 0.5% was 3.60% per annum as at the Latest Practicable Date, which falls within the interest rate range of 2.95% to 4.50% per annum of the ZEEKR's Borrowings and is lower than the average interest rate of ZEEKR's Borrowings.

Given the above, considering (i) it is a market norm to apply LPR as a reference rate for loan interest; (ii) the interest accrued on the Second Payment based on LPR as at the Latest Practicable Date falls within the range of the ZEEKR's Borrowings interest rates and is lower than the average interest rate of ZEEKR's Borrowings, we are of the view that the payment terms for the consideration of the LYNK & CO Acquisition are fair and reasonable.

4.4. Valuation of the LYNK & CO Group

As set out in the "Letter from the Board" of the Circular, the appraised value of the 100% equity interest of the LYNK & CO Group amounted to RMB18.328 billion as at the Valuation Date. To assess the fairness and reasonableness of the LYNK & CO Valuation, we have reviewed the LYNK & CO Valuation Report, interviewed and discussed with the Independent Valuer regarding, among others, (i) the qualifications, experience and independence of the Independent Valuer; (ii) the steps and due diligence measures taken by the Independent Valuer in performing the LYNK & CO Valuation; and (iii) the methodology, bases and assumptions made in arriving at the LYNK & CO Valuation. Based on our review of the LYNK & CO Valuation Report and interview with the Independent Valuer, we understand that the person leading and signing the LYNK & CO Valuation Report is certified with the relevant professional qualifications required to perform the LYNK & CO Valuation and possesses over 20 years of experience in business valuation. The Independent Valuer also confirmed its independence from the parties involved in the LYNK & CO Acquisition. In light of the above, we are not aware of any matters that would cause us to question the Independent Valuer's expertise and independence to perform the valuation of the LYNK & CO Valuation Report. We have also reviewed the engagement letter entered into between the Company and the independence Valuer and considered that the scope of work is appropriate to perform the LYNK & CO Valuation, and we are not aware of any limitation on the scope of work which might have a negative impact over the degree of assurance given by the Independent Valuer in the LYNK & CO Valuation Report.

4.4.1. Valuation basis and assumptions

We noted that the LYNK & CO Valuation Report has been prepared in accordance with International Valuation Standards issued by the International Valuation Standards Council.

According to the LYNK & CO Valuation Report, the valuation is carried out on a market value basis, which is defined as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion". In this regard, we noted that the LYNK & CO Equity Transfer Agreement was entered into by the parties thereto on normal commercial terms following arm's length negotiations; and we are not aware of any unique circumstance relating to the LYNK & CO Acquisition such as distressed or compulsory sale. We are therefore of the view that the basis adopted by the Independent Valuer is fair and reasonable.

Further, the LYNK & CO Valuation was conducted based on the key assumptions including (i) no material change in the existing political, legal, technological, fiscal or economic conditions, which might adversely affect the business of the LYNK & CO Group; (ii) the operational and contractual terms stipulated in the relevant contracts and agreements will be honored; (iii) the facilities and systems proposed are sufficient for future expansion in order to realise the growth potential of the business and maintain a competitive edge; (iv) copies of the business licenses and company incorporation documents to be reliable and legitimate; (v) the accuracy of the financial and operational information provided to it by the LYNK & CO Group and relied to a considerable extent on such information; (vi) assumed the capital structure of the LYNK & CO Group will not change; and (vii) there are no hidden or unexpected conditions associated with the asset valued that might adversely affect the reported value. Based on our review of these assumptions and discussion with the Independent Valuer, we understand that the valuation assumptions are general assumptions commonly adopted for valuation of companies.

4.4.2. Valuation methodologies

In arriving at the appraised value of 100% equity interest in the LYNK & CO Group, the Independent Valuer has considered three generally accepted approaches, namely market approach, cost approach and income approach.

The market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparative. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for few or no assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets. Furthermore, this approach relies exclusively on the efficient market hypothesis.

The cost approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

The income approach is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the project than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar project with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

Given the unique characteristics of the asset, there are substantial limitations for the income approach and the cost approach for valuing the LYNK & CO Group. Firstly, the income approach requires subjective assumptions to which the valuation is highly sensitive. Secondly, the cost approach does not directly incorporate information about the economic benefits contributed by the subject business.

In view of the above, the Independent Valuer has adopted the market approach for the valuation. The market approach considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparable. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for few or no assumptions. It also introduces objectivity in application as publicly available inputs are used.

Having considered the aforementioned valuation methodologies and discussed with the Independent Valuer, we concur that (i) the income approach relies on highly subjective assumptions that significantly influence the valuation outcome; and (ii) the cost approach does not adequately reflect the economic benefits generated by the business. Therefore, we concur that the income approach and cost approach are not suitable measures in appraising the valuation of the LYNK & CO Group, and we are of the view that the market approach is the most suitable measure for the LYNK & CO Valuation.

The market approach can be applied through two commonly used methods, namely guideline public company method and the comparable transaction method. The comparable transaction method utilises information on transactions involving assets that are same or similar to the subject asset. However, for this particular valuation exercise, it is difficult to acquire sufficient and timely information of such kind of transaction. Therefore, in this valuation exercise, the market value of the 100% equity interest in the LYNK & CO Group is developed through the guideline public company method.

We have conducted independent research and, on a best-effort basis, reviewed circulars published on the website of the Stock Exchange which satisfy the following criteria, including but not limited to: (i) transactions involving the acquisition of equity interest in a privately held company with business operations; (ii) the principal business of the target company involving manufacture and sale of vehicles and provision of after-sales parts; (iii) over 80% of the target company's revenue being derived from the PRC; and (iv) circulars despatched by companies listed on the Main Board of the Stock Exchange from 1 October 2023 up to the Valuation Date, representing a twelve-month period which we consider to be recent and reasonable. Based on our independent research, there was no comparable transaction that met all of the above criteria. Given that no recent comparable transaction could be identified, we concur with the Independent Valuer that the comparable transaction method is not appropriate for the LYNK & CO Valuation.

Having taken into account the above, we concur with the Independent Valuer that the guideline public company method under market approach is the only appropriate method for appraising the fair value of the LYNK & CO Group.

As set out in the LYNK & CO Valuation Report, the guideline public company method requires research of comparable companies' benchmark multiples and proper selection of a suitable multiple to derive the market value of the 100% equity interest in the LYNK & CO Group. In arriving at the appraised value of 100% equity interest in the LYNK & CO Group, the Independent Valuer has considered the following commonly used benchmark multiples:

Benchmark multiple	Abbreviation	Analysis
Price-to-Earnings	P/E	**Not used.** P/E is not selected as the net profits of the LYNK & CO Group had been fluctuating in recent years.
Price-to-Book	P/B	**Not used.** P/B is common for asset intensive industries, but it does not account for intangible assets (such as technology), company-specific competencies and advantages. P/B is not suitable.
Enterprise Value-to-EBITDA and/or Enterprise Value-to-EBIT	EV/EBITDA EV/EBIT	**Not used.** EV/EBITDA and EV/EBIT are not selected as the net EBIT and EBITDA of the LYNK & CO Group had been fluctuating in recent years.
Price-to-Sales	P/S	**Not used.** P/S is not selected as it does not account for the difference in capital structure between comparable companies and the LYNK & CO Group.
Enterprise Value-to-Sales	EV/S	**Adopted.** EV/S is usually adopted in fast-growing companies or industries. It is selected in the valuation, as the LYNK & CO Group is in the early development stage of the electric vehicle market.

Based on our discussion with the Independent Valuer, we understand that:

(i) the net profits of the LYNK & CO Group had been fluctuating in recent years and recorded a net loss in the financial year ended 31 December 2023. As a result, this would affect the reliability of using the historical earnings of the

LYNK & CO Group as a reference in conducting the LYNK & CO Valuation. Therefore, the Independent Valuer considers that the P/E and EV/EBITDA multiples are not appropriate for the LYNK & CO Valuation;

(ii) P/B multiple was not adopted as it does not account for intangible assets (such as technology), company-specific competencies and advantages, and the LYNK & CO Group did not possess significant fixed assets as at the Valuation Date; and

(iii) P/S multiple was not adopted since it does not take into account the differences in capital structure between the LYNK & CO Group and the comparable companies.

Nevertheless, we understand from the Independent Valuer that the EV/S multiple is a commonly used valuation multiple for fast-growing companies or industries. Since the LYNK & CO Group is in the early development stage of the electric vehicle market, the Independent Valuer considers the EV/S multiple to be the most appropriate valuation multiple for the LYNK & CO Valuation.

Having considered the above, we are of the view that the EV/S multiple adopted by the Independent Valuer is fair and reasonable.

The Independent Valuer applied the EV/S multiple, which is calculated by using comparable companies' financial statements, to determine the market value of the Company and then to take into account the market liquidity discount as the appropriate adjustment.

In selecting appropriate comparable companies, the Independent Valuer has selected companies based on (i) companies derive most, if not all, of their revenues from the same industry of the LYNK & CO Group, i.e., over 80% revenue from passenger vehicles manufacturing segment for the LYNK & CO Group in China; (ii) searchable in Bloomberg; (iii) publicly listed for more than three years; and (iv) have sufficient data available, including EV/S multiples as at the Valuation Date. On this basis, the Independent Valuer have selected six comparable companies (the "**Comparable Companies**") which satisfying the abovementioned selection criteria which was obtained from Bloomberg on the best-effort basis. Set out below are the details of the exhaustive list of Comparable Companies analysed by the Independent Valuer:

Company Name	Market Capitalisation (USD'million)	Enterprise Value (USD'million)	Sales for Last Twelve-month Period (USD'million)	Net Operating Profit after Tax for Last Twelve-month Period (USD'million)
Li Auto Inc.	27,215	14,334	19,703	765
BAIC Motor Corp. Ltd.	2,321	3,390	26,040	1,591
BYD Co. Ltd.	119,413	115,672	94,726	4,752
Chongqing Changan Automobile Co. Ltd.	18,369	14,283	21,388	990
Geely Automobile Holdings Ltd.	15,786	12,537	29,534	1,005
Great Wall Motor Co. Ltd.	31,200	33,282	27,207	1,512

Note: The financial information presented above is based on the latest available data of the Comparable Companies as of the Valuation Date from Bloomberg.

Considering (i) LYNK & CO Group is principally engaged in manufacturing passenger vehicles and derived most of its revenue in China; and (ii) sufficient data is required to calculate the adjusted EV/S multiples, we are of the view that the above selection criteria adopted by the Independent Valuer in identifying the Comparable Companies are appropriate. We have also reviewed the list of the Comparable Companies and based on our independent research, we noted that each of the Comparable Companies meets the aforementioned selection criteria, and the list of Comparable Companies is exhaustive based on the Independent Valuer's selection criteria on a best-effort basis. As such, we concur with the view of the Independent Valuer that the Comparable Companies are comparable to the LYNK & CO Group and the comparable pool is sufficient to form a fair and reasonable valuation opinion. Considering the above factors, we are of the view that the Comparable Companies are representative samples to be included in the LYNK & CO Valuation.

Based on our review of the relevant workings of the LYNK & CO Valuation and discussions with the Independent Valuer, we noted that the base EV/S multiple of the Comparable Companies were adjusted after taking into account the risk, market capitalisation and profitability differences between LYNK & CO Group and the Comparable Companies. Larger companies generally have lower expected returns that translate into higher values. On the contrary, smaller companies are generally perceived as riskier in relation to business operation and financial performance, and therefore, their expected returns are higher, resulting in lower multiples. In performing the LYNK & CO Valuation, the Independent Valuer has taken into account the aforesaid risk, market capitalisation and profitability adjustments using a formula in a widely-adopted textbook "Financial Valuation – Applications and Model, 2017" by James R. Hitchner, a renowned valuation expert in the United States, the adjusted EV/S multiples were calculated using the following formula:

$$\text{Adjusted EV/S Multiple} = 1/\left(\left(\frac{1}{M}\right)+\theta\times\left(\frac{E}{EV}\right)\times\left(\frac{Sales}{NOPAT}\right)\right)$$

where:

M = The EV/S multiple without adjustment

θ = Required adjustment in the difference in size and profitability

E = Market capitalisation

EV = Enterprise value

NOPAT = Net operating profit after tax

Reference: Hitchner, R. (2017) Financial Valuation: Applications and Models (4th Edition)

The Independent Valuer used the parameter θ as a desired adjustment to reflect the differences between the Comparable Companies and the LYNK & CO Group. With reference to Cost of Capital Navigator 2023 published by Kroll, depending on the market capitalisation of each comparable company, size premium differentials were adopted by the Independent Valuer to capture the size difference between the Comparable Companies and the LYNK & CO Group. With reference to "The Adjusted Capital Asset Pricing Model for Developing Capitalization Rates: An Extension of Previous "Build-Up" Methodologies Based Upon the Capital Asset Pricing Model" published in 1989 by Z. Christopher Mercer, specific risks were adopted by the Independent Valuer to capture the difference in profitability including net operating profit after tax (the "**NOPAT**") level, between the Comparable Companies and the LYNK & CO Group.

The ratio of market capitalisation-to-enterprise value (E/EV) was adopted by the Independent Valuer as a weighting factor. As aforementioned, the logic behind this formula is that a pricing multiple is the reciprocal of the capitalisation rate. In the case of an enterprise value multiple, the capitalisation rate is driven by the weighted average cost of capital (the "**WACC**") of the valuation subject. Since the size and specific risk premium differentials "θ" are applicable only to the equity portion (for a listed company, market capitalisation represents the market value of its equity) but not to the debt portion of the WACC, adjustments are only made to the equity portion of the capitalisation rate in this pricing multiple adjustment formula. The ratio E/EV was used to apply an appropriate weighting on the parameter θ so that the capitalisation rate was adjusted only to the extent of its equity portion. In other words, the ratio E/EV takes into account the varying capital structures among the Comparable Companies.

The ratio of Sales-to-NOPAT was used as a scale factor, which is applied in the adjustment of the EV/S multiple. It is considered that the base measure of the benefits for enterprise value is NOPAT (Hitchner, R., 2017), which is a financial measure that shows how well a company performed through its core operations net of taxes and excludes tax savings from existing debt and one-time losses or charges.

After the aforesaid adjustment on the base EV/S multiples, the adjusted EV/S multiples of the Comparable Companies are listed as below:

Company Name	Market Capitalisation	EV/S multiple	Size and specific risk premium differential	Adjusted EV/S multiple
	(USD'million)			
Li Auto Inc.	27,215	0.73	1.75%	0.45
BAIC Motor Corp. Ltd.	2,321	0.13	1.00%	0.13
BYD Co. Ltd.	119,413	1.22	2.27%	0.78
Chongqing Changan Automobile Co. Ltd.	18,369	0.67	1.75%	0.50
Geely Automobile Holdings Ltd.	15,786	0.42	1.75%	0.33
Great Wall Motor Co. Ltd.	31,200	1.22	1.75%	0.90
			Average	**0.52**

The enterprise value of the LYNK & CO Group was calculated based on the aforesaid adjusted EV/S multiple of the Comparable Companies of an average of 0.52 times and the sales of the LYNK & CO Group of approximately RMB45.6 billion for the twelve months ended 30 September 2024, being the period of the last twelve months of the LYNK & CO Group as at the Valuation Date. An initial 100% equity interest of the LYNK & CO Group was then calculated by adjusting cash and cash equivalents, borrowings and lease liabilities.

We also understand from the Independent Valuer that the initial 100% equity interest of the LYNK & CO Group of RMB22.8 billion was further subject to a discount rate of lack of marketability ("**DLOM**") of 19.6%, taking into account that stocks of private companies are usually worth less than that of public companies as the ownership interests are generally not readily marketable. Based on our review of the relevant calculations and materials, the aforesaid DLOM adopted in the LYNK & CO Valuation was determined with reference to a report named "Control Premium & Discount for Lack of Marketability Study Issue 3 – August 2024" which we consider is a reliable reference as it is published by Moore, an international accounting and consulting network providing audit, assurance, accounting, business outsourcing, tax and other advisory services. As confirmed by the Independent Valuer, the DLOM with reference to the above source is a common market practice adopted by the valuation industry and the "Control Premium & Discount for Lack of Marketability Study Issue 3 – August 2024" (the "**Marketability Study**") is a commonly used restricted stock transaction database for providing empirical support for DLOM. We have obtained the Marketability Study from the website of Moore Hong Kong (https://www.moore.hk), reviewed the DLOM and the bases of determination and assumptions set out therein, and confirmed with the Independent Valuer that the Marketability Study is the latest publicly available source of the DLOM as at the date of the LYNK & CO Valuation Report. Based on the Marketability Study, we noted that it has summarised the DLOMs adopted and disclosed in circulars issued by Hong Kong listed companies in the past twelve months and noted that those DLOMs ranged from 2.6% to 42.9% with an average of 19.6%. Given the DLOM of 19.6% falls within the range and equals the average of the DLOMs adopted by other Hong Kong listed companies in the past twelve months, we are of the view that DLOM applied in the LYNK & CO Valuation is fair and reasonable. As at the Valuation Date, the resulted market value with respect to 100% equity interests of the LYNK & CO Group amounted to RMB18.328 billion.

Based on the LYNK & CO Valuation Report and our discussion with the Independent Valuer, a control premium was not applied in the LYNK & CO Valuation considering that the Purchaser is acquiring the equity interest of LYNK & CO from the Vendors, who are two minority shareholders. As none of the Vendors holds more than 50% interest in LYNK & CO, we concur that no control premium should be applied.

Based on the above, we consider that the bases and methodologies adopted by the Independent Valuer in arriving the appraised value of 100% equity interest of the LYNK & CO Group as at the Valuation Date, which amounted to RMB18.328 billion are fair and reasonable.

4.5. The Group's rationale for the LYNK & CO Acquisition

(a) Strategic integration and overall synergy of the Group:

The Group will continue to focus on the strategic integration and synergy of its automobile business and strengthen technology research and development to enhance competitiveness and promote sustainable development. The LYNK & CO Acquisition will facilitate the optimisation of the Group's shareholding structure, eliminate horizontal competition, and promote the strategic integration of business operations.

(b) Efficient resource utilisation and synergy:

Through strategically integrating the resources of ZEEKR and LYNK & CO, the Group can reduce overlapping investment in various segments and strengthen the synergies in brands and products, technology, supply chain, marketing and service, and international market expansion, leveraging economies of scale to strive towards generating synergies in terms of sales volume, revenue and profit.

i. In terms of brands and products, the LYNK & CO Acquisition will help the Group streamline its portfolio of new energy vehicle brands, ensuring each brand can maintain its unique and clear brand positioning, differentiated technological planning and product portfolio. ZEEKR is positioned as a global premium electric mobility technology brand, characterised by "premium, excellence, and technology", covering the high-end premium market. LYNK & CO is positioned as a global high-end new energy vehicle brand, characterised by "trendiness, sportiness, and personality", covering the mid-to-high-end market. Geely Galaxy and China Star are positioned as mainstream vehicle brands, characterised by "practicality, quality, and safety", covering the mainstream market;

ii. In terms of technology, upon completion of the LYNK & CO Acquisition, the Group will give full play to and improve its technological innovation strength. The Group will improve the generalisation rate of core technologies by gradually unifying the hardware and underlying software of mechanical architecture, electronic and electrical architecture, intelligent cockpit and intelligent driving, and develop differentiated operating systems on the user front according to each brand's positioning to optimize the user experience. The Group expects that deepening collaboration in the field of technology in the future will improve the efficiency of R&D investment, facilitating the effective commercialisation of R&D outcomes;

iii. In terms of supply chain, the Group will achieve unified supplier planning by integrating the demands and resources of various brands, so as to further enhance the cost competitiveness and overall efficiency of the supply chain;

iv. In terms of marketing and service, the Group will promote the cooperation among brands, optimize the allocation of resources and promote the synergetic development of brands by integrating the marketing footprint and after-sales service resources of Geely (Galaxy and China Star), ZEEKR and LYNK & CO; and

v. In terms of international market expansion, the Group will establish regional headquarters to oversee cross-brand resource coordination within specific regions, reduce overlapping investment in infrastructure and sort out the international development planning of each brand.

Based on the above, the Group believes that the LYNK & CO Acquisition will have a positive impact on the synergetic development, improvement of innovation capability and profitability and the sustainable development of various brands, and create long-term value for the Shareholders and we concur with the Board that the proposed LYNK & CO Acquisition is in the interests of the Company and the Shareholders as a whole.

5. LYNK & CO CAPITAL INJECTION

We summarise below the principal terms of the LYNK & CO Capital Injection Agreement. For details, please refer to section headed "Subscription of Increased Capital of LYNK & CO by ZEEKR" in the "Letter from the Board" of this Circular.

5.1. Principal terms of the LYNK & CO Capital Injection Agreement

Date	:	14 November 2024 (after trading hour)
Parties	:	(i) LYNK & CO, issuer; (ii) Zhejiang ZEEKR, subscriber; and (iii) Ningbo Geely, other shareholder of LYNK & CO
Consideration and payment term	:	The consideration of LYNK & CO Capital Injection is RMB367,346,940, which shall be payable by Zhejiang ZEEKR to LYNK & CO in cash on the LYNK & CO Capital Injection Closing Date.
Conditions precedent	:	(a) the Independent Shareholders' approval in relation to the LYNK & CO Acquisition and LYNK & CO Capital Injection shall have been obtained, in compliance with the Listing Rules; (b) evidence of the approval of LYNK & CO in relation to the LYNK & CO Acquisition, LYNK & CO Capital Injection, adoption of the amended articles of association of LYNK & CO, change of legal representative, director(s), supervisor(s) and/or general manager of LYNK & CO shall have been duly obtained and delivered to Zhejiang ZEEKR; (c) evidence of the existing shareholder's waiver of right of first refusal in relation to the LYNK & CO Acquisition, and the waiver of preemptive right of the LYNK & CO Capital Injection shall have been obtained and delivered to Zhejiang ZEEKR; (d) evidence of the filing and registration procedures with the AMR in relation to the LYNK & CO Sale Shares in the LYNK & CO Acquisition and the LYNK & CO Increased Registered Capital having been registered under the name of Zhejiang ZEEKR, and adoption of the amended articles of association of LYNK & CO shall have been obtained and delivered to Zhejiang ZEEKR;

(e) the closing of the LYNK & CO Acquisition shall consummate in accordance with the terms of the LYNK & CO Equity Transfer Agreement;

(f) the representations and warranties made by each of LYNK & CO and Ningbo Geely remaining true and correct as at the date of the LYNK & CO Capital Injection Agreement and the LYNK & CO Capital Injection Closing Date;

(g) each of LYNK & CO, Ningbo Geely and Zhejiang ZEEKR shall have performed and complied in all material respects with all obligations and agreements required in the LYNK & CO Capital Injection Agreement at or prior to the LYNK & CO Capital Injection Closing Date;

(h) no material adverse effect shall have occurred since the date of the LYNK & CO Capital Injection Agreement;

(i) the consents, approvals, orders or authorisation of, or registration, declaration or filing with, any Governmental Authority or third party required to be obtained or made by it in connection with the consummation of the LYNK & CO Capital Injection by each of LYNK & CO and Ningbo Geely shall have been obtained;

(j) there shall be no injunction, restraining order or decree of any nature of any Governmental Authority or applicable law that is in effect that restrains or prohibits the consummation of the LYNK & CO Capital Injection;

(k) a copy of the Joint Venture Contract, duly executed by Zhejiang ZEEKR and Ningbo Geely, shall have been delivered to Zhejiang ZEEKR;

(l) a copy of the closing certificate in relation to the LYNK & CO Capital Injection in the form and substance reasonably satisfactory to Zhejiang ZEEKR shall have been delivered by LYNK & CO and Ningbo Geely to Zhejiang ZEEKR; and

(m) a copy of the closing certificate in relation to the LYNK & CO Capital Injection in the form and substance reasonably satisfactory to LYNK & CO and Ningbo Geely shall have been delivered by Zhejiang ZEEKR to LYNK & CO and Ningbo Geely.

Completion : Completion of the LYNK & CO Capital Injection will take place within 15 Business Days after all the conditions precedent to the LYNK & CO Capital Injection Agreement have been satisfied or waived (as the case may be), or at such other date as the parties may agree in writing. The completion of the LYNK & CO Capital Injection shall take place immediately after the completion of the LYNK & CO Acquisition.

Termination : The LYNK & CO Capital Injection Agreement may be terminated:

(i) by the mutual written consent of the parties;

(ii) by any party, by written notice to the other parties, if the LYNK & CO Equity Transfer Agreement is terminated;

(iii) by any party, by written notice to the other parties, if the completion of the LYNK & CO Capital Injection has not occurred on or before the LYNK & CO Capital Injection Long Stop Date;

(iv) by any party, by written notice to the other parties, if the consummation of the transactions contemplated under the LYNK & CO Capital Injection Agreement would violate any non-appealable final Governmental Order; or

(v) by written notice from LYNK & CO, Ningbo Geely, or Zhejiang ZEEKR (as the case may be), upon the occurrence of a breach of the LYNK & CO Capital Injection Agreement, such that the conditions precedent to the LYNK & CO Capital Injection Agreement would not be satisfied and such breach or failure of condition is not curable, or, if curable, is not cured prior to the earlier of (i) 30 days after written notice is given by such non-breaching party to the other party(ies) regarding any breach; or (ii) the LYNK & CO Capital Injection Long Stop Date.

Save for conditions (b), (c), (d), (e), (h), (k) and (l) that are waivable by Zhejiang ZEEKR, condition (m) that is waivable by LYNK & CO, and conditions (f) and (g) that are waivable by Zhejiang ZEEKR and LYNK & CO (as the case may be), all other conditions above are not waivable. As at the Latest Practicable Date, none of the conditions precedent to the LYNK & CO Capital Injection have been fulfilled or waived. The parties shall use their reasonable best efforts to procure the fulfillment of the conditions precedent to the LYNK & CO Capital Injection, and as at the Latest Practicable Date, it is not expected that any of the conditions precedent will be waived.

5.2. Consideration of the LYNK & CO Capital Injection

As set out in the "Letter from the Board" of the Circular, the consideration of the LYNK & CO Capital Injection is RMB367,346,940, payable by Zhejiang ZEEKR to LYNK & CO by cash on the LYNK & CO Capital Injection Closing Date.

The consideration of the LYNK & CO Capital Injection was determined after arm's length negotiations among LYNK & CO, Zhejiang ZEEKR and Ningbo Geely with reference to the appraised value of 100% equity interest of the LYNK & CO Group as at the Valuation Date, as determined by the Independent Valuer using the market approach, being RMB18.328 billion. The valuation of the LYNK & CO Group has been discussed in the section headed "4.4. Valuation of the LYNK & CO Group" above.

It is expected that the consideration of the LYNK & CO Capital Injection will be funded by the internal cash reserve of the ZEEKR Group.

5.3. Reasons for and benefits of the LYNK & CO Capital Injection

Upon completion of the LYNK & CO Acquisition and the LYNK & CO Capital Injection, ZEEKR will hold 51% of LYNK & CO, resulting in the consolidation of the financial results of LYNK & CO into the consolidated financial statements of the ZEEKR Group and the Group respectively.

Following the consolidation of financial statements, the financial performance of the Group will provide a clearer representation of the financial impact of LYNK & CO's business on the Group.

Through the LYNK & CO Capital Injection, LYNK & CO can further invest in new model development, value-chain channel expansion and R&D, which will solidify its position in the hybrid market and further benefit the Group.

Having considered the aforesaid, although the LYNK & CO Capital Injection is not entered into in the ordinary and usual course of business of the Group, the Board (including the independent non-executive Directors) considers that the LYNK & CO Capital Injection is on normal commercial terms, fair and reasonable, and in the interests of the Company and its Shareholders as a whole. Taking into consideration of, among other things, the abovementioned benefits of LYNK & CO with the additional capital injection, we are of the view that LYNK & CO Capital Injection is fair and reasonable.

RECOMMENDATION

Having considered the above principal factors and reasons, we are of the view that (i) although the proposed LYNK & CO Acquisition and the LYNK & CO Capital Injection are not entered into in the ordinary and usual course of business of the Group, the proposed LYNK & CO Acquisition and the LYNK & CO Capital Injection are in the interests of the Company and the Shareholders as a whole; and (ii) the terms of the proposed LYNK & CO Acquisition and the LYNK & CO Capital Injection are on normal commercial terms and are fair and reasonable. Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders, to vote in favour of the resolution to approve each of the LYNK & CO Acquisition and the LYNK & CO Capital Injection at the EGM.

Yours faithfully,
For and on behalf of
Quam Capital Limited

Leo Chan	**Geoffrey Lee**
Head of Corporate Finance	*Director – Corporate Finance*

Mr. Leo Chan is the Head of Corporate Finance of Quam Capital Limited and is licensed under the SFO as a Responsible Officer to carry out among others Type 6 (advising on corporate finance) regulated activity and has approximately 28 years of experience in corporate finance. Mr. Geoffrey Lee is the Director – Corporate Finance of Quam Capital Limited and is licensed under the SFO as a Responsible Officer to carry out Type 6 (advising on corporate finance) regulated activity and has approximately 11 years of experience in corporate finance.

1. 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.

2. DISCLOSURE OF INTERESTS

a) Directors' and chief executives' interests and short positions in the securities of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix C3 to the Listing Rules were as follows:

(i) Director's and chief executive's interests and short positions in the shares of the Company

Shares

Name of Director	Nature of interests	Number or attributable number of Shares: Long position	Short position	Approximate percentage or attributable percentage of shareholding *(%)*
Mr. Li *(Note 1)*	Interest in controlled corporations	4,145,918,000	–	41.15
Mr. Li	Personal	23,140,000	–	0.23
Mr. Li Dong Hui, Daniel	Personal	5,853,000	–	0.06
Mr. Gui Sheng Yue	Personal	18,707,000	–	0.19
Mr. Gan Jia Yue	Personal	3,022,200	–	0.03
Mr. Wang Yang	Personal	1,000,000	–	0.01

Note:

1. Proper Glory Holding Inc. and its concert parties in aggregate hold securities' interest of 4,145,918,000 shares (excluding those held directly by Mr. Li), representing approximately 41.15% of the issued share capital of the Company as at the Latest Practicable Date. Proper Glory is a private company incorporated in the British Virgin Islands and is owned as to 68% by Geely Holding and as to 31.89% by Geely Group Limited.

(ii) Director's and chief executive's interests and short positions in the derivatives of the Company

Share Options/Share Awards

Name of Director	Nature of interests	Number or attributable number of Shares Long position	Short position	Approximate percentage or attributable percentage of shareholding (%)
Mr. Gui Sheng Yue	Personal	13,500,000 *(Note 1)*	–	0.13
Mr. Gui Sheng Yue	Personal	15,000,000 *(Note 2)*	–	0.15
Mr. Li Dong Hui, Daniel	Personal	14,000,000 *(Note 1)*	–	0.14
Mr. Li Dong Hui, Daniel	Personal	9,000,000 *(Note 2)*	–	0.09
Ms. Wei Mei	Personal	7,000,000 *(Note 1)*	–	0.07
Ms. Wei Mei	Personal	3,500,000 *(Note 2)*	–	0.03
Mr. Gan Jia Yue	Personal	8,000,000 *(Note 1)*	–	0.08
Mr. Gan Jia Yue	Personal	15,000,000 *(Note 2)*	–	0.15
Mr. Gan Jia Yue	Personal	1,400,000 *(Note 4)*	–	0.01
Mr. Mao Jian Ming, Moosa	Personal	3,000,000 *(Note 3)*	–	0.03

Notes:

1. The interest relates to share options granted on 15 January 2021 by the Company to the Directors. The share options are exercisable at a subscription price of HK$32.70 for each Share during the period from 15 January 2023 to 14 January 2028. The percentage of shareholding is calculated on the basis that (i) the options are fully exercised; and (ii) the number of total issued share capital of the Company when the options are exercised is the same as that as at the Latest Practicable Date.

2. The interest relates to share options granted on 22 November 2023 by the Company to the Directors. The share options are exercisable at a subscription price of HK$9.56 for each Share during the period from 22 November 2024 to 21 November 2031. The percentage of shareholding is calculated on the basis that (i) the options are fully exercised; and (ii) the number of total issued share capital of the Company when the options are exercised is the same as that as at the Latest Practicable Date.

3. The interest relates to share options granted on 17 July 2024 by the Company to the Director. The share options are exercisable at a subscription price of HK$9.56 for each Share during the period from 17 July 2025 to 16 July 2032. The percentage of shareholding is calculated on the

basis that (i) the options are fully exercised; and (ii) the number of total issued share capital of the Company when the options are exercised is the same as that as at the Latest Practicable Date.

4. The interest rates relates to the 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), representing 0.01% of the issued share capital of the Company as at the Latest Practicable Date.

(iii) Interests and short positions in the securities of the associated corporations of the Company

Name of Director	Name of the associated corporations	Number or attributable number of shares Long position	Short position	Approximate percentage or attributable percentage of shareholding *(%)*
Mr. Li	Proper Glory	998,929 *(Note 1)*	–	99.89
Mr. Li	Geely Group Limited	50,000	–	100
Mr. Li	Geely Holding	RMB938,021,000 *(Note 2)*	–	91.07
Mr. Li	Zhejiang Geely	RMB2,859,000,000 *(Note 3)*	–	100
Mr. Li	Geely Automobile Group	RMB900,000,000 *(Note 4)*	–	100
Mr. Li	Zhejiang Maple	RMB240,000,000 *(Note 5)*	–	100
Mr. Li	Zhejiang Jirun	US$7,900,000 *(Note 6)*	–	1
Mr. Li	ZEEKR	282,000,000 *(Note 7)*	–	10.61
Mr. Li Dong Hui, Daniel	ZEEKR	20,000,000 *(Note 8)*	–	0.75
Mr. Gui Sheng Yue	ZEEKR	10,000,000 *(Note 9)*	–	0.38
Ms. Wei Mei	ZEEKR	5,800,000 *(Note 10)*	–	0.22
Mr. Gan Jia Yue	ZEEKR	4,350,000 *(Note 11)*	–	0.16

Notes:

1. Proper Glory is a limited liability company incorporated in the British Virgin Islands and is owned as to 68% by Geely Holding and as to 31.89% by Geely Group Limited. Geely Group Limited is a limited liability company incorporated in the British Virgin Islands and is beneficially wholly-owned by Mr. Li. Geely Holding is a limited liability company established in the PRC and is beneficially wholly-owned by Mr. Li and his associate.

2. Geely Holding is a limited liability company established in the PRC and is beneficially wholly-owned by Mr. Li and his associate.

3. Zhejiang Geely is a limited liability company established in the PRC and is beneficially wholly-owned by Mr. Li and his associate.

4. Geely Automobile Group is a limited liability company established in the PRC and is beneficially wholly-owned by Mr. Li and his associate.

5. Zhejiang Maple is a limited liability company established in the PRC and is beneficially wholly-owned by Mr. Li and his associate.

6. Zhejiang Jirun is a limited liability company established in the PRC and is 1% owned by Zhejiang Geely.

7. ZEEKR is a limited liability company incorporated in the Cayman Islands and is beneficially 10.61% owned by Mr. Li and his associate.

8. ZEEKR is a limited liability company incorporated in the Cayman Islands and is beneficially 0.75% owned by Mr. Li Dong Hui, Daniel, an executive Director, and his associate.

9. ZEEKR is a limited liability company incorporated in the Cayman Islands and is beneficially 0.38% owned by Mr. Gui Sheng Yue, an executive Director, and his associate.

10. ZEEKR is a limited liability company incorporated in the Cayman Islands and is beneficially 0.22% owned by Ms. Wei Mei, an executive Director, and her associate.

11. ZEEKR is a limited liability company incorporated in the Cayman Islands and is beneficially 0.16% owned by Mr. Gan Jia Yue, an executive Director, and his associate.

b) Interests and short positions in Shares and underlying Shares of other persons

As at the Latest Practicable Date, according to the register of interests maintained by the Company pursuant to section 336 of the SFO and so far as is known to the directors or the chief executives of the Company, the persons, other than the directors or the chief executives of the Company, who had interests or a short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company and any other members of the Group and the amount of each of such persons' interests in such securities, together with any options in respect of such capital, were as follows:

Substantial Shareholders (as defined in the SFO)

Name of Shareholder	Nature of interests	Number of Shares held Long position	Approximate percentage or attributable percentage of shareholding *(%)*
Proper Glory *(Note 1)*	Beneficial owner	2,542,535,000	25.24
Geely Holding *(Note 1)*	Interest in controlled corporation	3,688,103,000	36.61
	Beneficial owner	261,318,000	2.59
Geely Group Limited *(Note 1)*	Beneficial owner	196,497,000	1.95
Zhejiang Geely *(Note 2)*	Beneficial owner	20,154,000	0.20
Geely Automobile Group *(Note 3)*	Interest in controlled corporation	20,154,000	0.20
	Beneficial owner	776,408,000	7.71

Notes:

1. Proper Glory is a limited liability company incorporated in the British Virgin Islands and is owned as to 68% by Geely Holding and as to 31.89% by Geely Group Limited. Geely Group Limited is a limited liability company incorporated in the British Virgin Islands and is beneficially wholly owned by Mr. Li. Geely Holding is a limited liability company established in the PRC and is beneficially wholly owned by Mr. Li and his associate.

2. Zhejiang Geely is a limited liability company established in the PRC and is beneficially wholly-owned by Mr. Li and his associate.

3. Geely Automobile Group is a limited liability company established in the PRC and is beneficially wholly-owned by Mr. Li and his associate.

Mr. Li is a director of each of Proper Glory, Geely Holding, Geely Automobile Group and Geely Group Limited. Mr. Li Dong Hui, Daniel is a director of each of Geely Holding, Zhejiang Geely and Geely Automobile Group. Mr. Gan Jia Yue is a director of Zhejiang Geely and Geely Automobile Group.

Save as disclosed above, as at the Latest Practicable Date, the Directors and the chief executives of the Company are not aware of any other person (other than the Directors and the chief executives of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of divisions 2 and 3 of Part XV of the SFO, or, who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company and of any other member of the Group.

3. FURTHER INFORMATION CONCERNING DIRECTORS

a) Directors' service contracts

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

b) Competing interests

The Group is principally engaged in the research, production, marketing and sales of vehicles and related automobile components in the PRC. Geely Holding, which is ultimately owned by Mr. Li and his associate, has signed agreements or been in negotiations with local governments in the PRC and other entities to set up production plants for the manufacturing and distribution of Geely Holding-branded vehicles. The potential production and distribution of Geely Holding-branded vehicles by Geely Holding will constitute competing businesses (the "**Competing Businesses**") to those currently engaged by the Group. Mr. Li undertook to the Company (the "**Undertaking**") on 20 November 2008 that upon being notified of any decision by the Company pursuant to a resolution approved by a majority of the independent non-executive Directors, he will, and will procure his associates (other than the Group) to, sell to the Group all of the Competing Businesses and related assets, subject to compliance with applicable requirements of the Listing Rules and other applicable laws and regulations upon terms to be mutually agreed as fair and reasonable. In addition, it is required that Mr. Li informs the Group of all potential Competing Businesses carried out by him or his associates.

In August 2010, Geely Holding completed the acquisition of Volvo, which manufactures Volvo cars, a range of family sedans, wagons and sport utility cars, and has 2,500 dealerships in 100 markets (the "**Volvo Acquisition**"). Although the Group is not a party to the Volvo Acquisition nor in any discussions with Geely Holding to cooperate with Geely Holding in relation to the Volvo Acquisition, Geely Holding provided an irrevocable undertaking to the Company on 27 March 2010 to the effect that upon being notified of any decision by the Company pursuant to a resolution approved by a majority of the independent non-executive Directors, Geely Holding will, and will procure its associates (other than the Group) to sell to the Group all or any part of the businesses and related assets of the Volvo Acquisition, and such transfer will be subject to the terms and conditions being fair and reasonable, and being in compliance with applicable requirements of the Listing Rules, other applicable laws and regulations and other necessary approvals and consents on terms to be mutually agreed.

On 10 February 2020, the Company announced that the management of the Company was in preliminary discussions with the management of Volvo Car AB (publ) regarding a possible restructuring through a combination of the businesses of the two companies into a strong global group that could realise synergies in cost structure and new technology development to face the challenges in the future.

On 24 February 2021, the Company announced that it would carry out a series of business combination and collaboration in respect of powertrain, electrification, autonomous driving and operational collaboration with Volvo Car AB (publ) (a company which is indirectly non wholly-owned by Geely Holding and is the parent company of the Volvo Car Group (as defined in the announcement of the Company dated 24 February 2021) maintaining their respective existing independent corporate structures. The Board (including the independent non-executive Directors) is of the view that, through such business combination and collaboration, the major potential competition between the parties has been mitigated. Also, the letter of undertaking made by Geely Holding has now been fully reflected and fulfilled. For details, please refer to the announcement of the Company published on 24 February 2021.

On 14 November 2024, Zhejiang ZEEKR (an indirect wholly-owned subsidiary of ZEEKR) conditionally agreed to purchase 20% of the equity interests in LYNK & CO held by Geely Holding, and Zhejiang ZEEKR conditionally agreed to purchase 30% of the equity interests in LYNK & CO held by VCI. In addition, Zhejiang ZEEKR and Ningbo Geely entered into the LYNK & CO Capital Injection Agreement, Zhejiang ZEEKR conditionally agreed to subscribe for the LYNK & CO Increased Registered Capital. Immediately after completion of the LYNK & CO Acquisition and the LYNK & CO Capital Injection, LYNK & CO will be owned as to 49% by Ningbo Geely and 51% by Zhejiang ZEEKR. LYNK & CO will become (i) an indirect non wholly-owned subsidiary of ZEEKR; and (ii) an indirect non wholly-owned subsidiary of the Company, and the financial results of LYNK & CO will be consolidated into the consolidated financial statements of the ZEEKR Group and the Group, respectively, and LYNK & CO will no longer be in competition with the Group. For details of the LYNK & CO Acquisition and the LYNK & CO Capital Injection, please refer to the announcement of the Company published on 14 November 2024, and the section headed "DISCLOSEABLE AND CONNECTED TRANSACTIONS – THE STRATEGIC INTEGRATION TRANSACTIONS" in the Letter from the Board to this circular.

Despite the fact that the Geely Holding Group is principally engaged in similar business activities as the Group, their respective product offerings do not overlap due to different market positioning and target customer base of each brand (see below for details), as such, the Competing Businesses of the Geely Holding Group can be defined and delineated from the business of the Group by different product offerings (i.e. high-end versus economy automobiles) and brand names.

Horizontal competition between the Group and Geely Holding together with corporations controlled by it

The Group's passenger vehicle products include two major brands, namely, Geely and ZEEKR. Except for the Group and its subsidiaries, Geely Holding controls the principal businesses of research and development, production and sales of passenger vehicles, and the major passenger vehicle brands include Volvo, LYNK & CO, Lotus, Polestar, LEVC, Livan, smart, JIDU and Zhidou. There is no horizontal competition that casts material and adverse impact on the Group between the Group and other corporations such as those passenger vehicle brands controlled by Geely Holding and other enterprises (other than the controlling shareholders) controlled by the actual controller. Details are as follows: The Group owns two major brands: Geely and

ZEEKR. Geely-branded vehicles are mainly sold in the PRC, and exported to developing countries such as Asia, Eastern Europe and the Middle East. Geely brand vehicles are positioned as economical passenger vehicles, and Geely Brand includes two major product series, namely China Star series, and Galaxy series. Among them, China Star series is focused on the fuel vehicle market, and the Galaxy series is positioned as a mass market for mid-to-high-end new energy vehicles. The ZEEKR brand is a new luxury smart pure electric vehicle brand of the Group.

(1) Volvo

Volvo is a luxurious global manufacture corporation based in Northern Europe, with a high-end brand image worldwide for high income group. Brand positioning: personalized, sustainable, safe, and people-oriented. Volvo's sales regions cover Europe, China, the United States and other major global automobile markets.

Due to the significant differences between the Group and Volvo in terms of product positioning, selling prices and other aspects, CBUs of the Group and Volvo target at different consumer groups. As for the automobile products, in general, consumers' decision over purchasing different brands of vehicle would largely be affected by the group they belong to. For consumers, switching between different groups would be relatively difficult and longer period of time would be needed since it usually requires certain accumulation of financial foundation and changes in their awareness, concepts, etc. over consumption. Therefore, the Group is different from Volvo in terms of the consumer group; the manufacture business operated by each party does not constitute a competitive relationship, and the possibility of mutually or unilaterally transferring business opportunities is small.

Having a history of nearly a century, Volvo brand has long been reputed as the "safest vehicle", shaping a high-end brand image throughout the world. The high-end image and product reputation of Volvo, being a corporation which, together with the Group, is controlled by Geely Holding, play an active and positive role in enhancing the brand image and market recognition of the Group and are beneficial to the enhancement of market awareness of the Group. Also, the Group and Volvo, both being a manufacture corporation focusing on passenger vehicle as its main product, create certain synergy effects in the research and development of related technology of CBUs and prospective technology. Leveraging the synergies in research and development with Volvo, the Group has the opportunity to learn and acquire Volvo's technology accumulated over the years, which in turn will help promote the enhancement of the Company's technological capability.

(2) LYNK & CO

LYNK & CO, being a mid to high-end brand established through joint venture among Ningbo Geely, Geely Holding and VCI, adopts a more high-end new energy vehicle product positioning than the Group's economy passenger vehicles under Geely brand and the positioning of the global premium electric mobility technology vehicles of the

ZEEKR brand is higher-end than that of LYNK & CO brand; LYNK & CO targets younger users in pursuit of a stronger sense of fashion and technology as its customer base, representing certain discrepancy with the Group's brand positioning of popularization and target customer base.

As at the Latest Practicable Date, the Group held 50% equity interests in LYNK & CO. It has appointed 2 of the 4 directors to LYNK & CO and participated in the corporate governance of LYNK & CO. It has joint control over LYNK & CO and has stronger influence over decision-making on LYNK & CO's material events. Therefore, if LYNK & CO's material events may have material adverse effect on the Group, the Group can avoid such material adverse effect through the shareholder's rights entitled and the directors appointed by it in LYNK & CO.

On 14 November 2024, the Company announced that immediately following the completion of the LYNK & CO Acquisition and the LYNK & CO Capital Injection contemplated under this circular, LYNK & CO will be owned as to 49% by Ningbo Geely and 51% by Zhejiang ZEEKR. LYNK & CO will become (i) an indirect non wholly-owned subsidiary of ZEEKR; and (ii) an indirect non wholly-owned subsidiary of the Company, and the financial results of LYNK & CO will be consolidated into the consolidated financial statements of the ZEEKR Group and the Group, respectively, and LYNK & CO will no longer be in competition with the Group.

For the changes in the shareholding, governance and management of LYNK & CO upon completion of the LYNK & CO Acquisition and the LYNK & CO Capital Injection contemplated under this circular, please refer to the section headed "DISCLOSEABLE AND CONNECTED TRANSACTIONS – THE STRATEGIC INTEGRATION TRANSACTIONS" in the Letter from the Board to this circular.

Other brands that are controlled by Geely Holding

(3) Lotus

Lotus is a manufacture brand under Lotus Advance Technologies Sdn. Bhd., which is controlled by Geely Holding. As at the Latest Practicable Date, Geely Holding indirectly held 51% of the total issued share capital of Lotus Advance Technologies Sdn. Bhd. and controlled it.

Lotus is a well-known manufacturer of sports car and racing car. Its passenger vehicle products are mainly high-performance sports cars and racing cars, which display significant difference from the economic passenger vehicles of the Group in terms of product positioning. Since the target consumer groups of Lotus and the Group are mainly different, the manufacture business operated by each party does not constitute a competitive relationship, and the possibility of mutually or unilaterally transferring business opportunities is small.

Although the Group is not a party to the Lotus acquisition, to protect the interests of the Group, Geely Holding provided an irrevocable undertaking to the Company in November 2017 to the effect that upon being notified of any decision by the Company pursuant to a resolution resolved by a majority of the independent non-executive Directors, Geely Holding will, and will procure its associates (other than the Group) to transfer to the Group all or any part of the equity/businesses and related assets of the Lotus acquisition, and such transfer will be subject to the terms and conditions being fair and reasonable, and being in compliance with applicable requirements of the Listing Rules, other applicable laws and regulations and other necessary approvals and consents on terms to be mutually agreed.

(4) Polestar

Polestar is a manufacture brand under Polestar Automotive Holding UK PLC. Polestar Automotive Holding UK PLC was owned as to more than 80% by Mr. Li and his associate as at the Latest Practicable Date.

The positioning of Polestar is high-performance electric vehicle. Polestar adheres the concept of "technology-oriented", enjoys the technical engineering synergy advantages of Volvo Cars, with worldwide sales network. Polestar redefines luxury in the age of sustainability with design, driving experience, and eco-friendly, high-tech minimalism. Significant difference is shown with the products of the Group in terms of the target consumers group.

(5) LEVC

LEVC is a manufacture brand of Geely Holding. LEVC is positioned as the VAN series of electrified models. As at the Latest Practicable Date, LEVC launched three models: the TX, VN5 Vans, and the L380 pure electric MPV. The TX and VN5 Vans are mainly targeted at the European and other international markets, while the L380 pure electric MPV is mainly aimed at the global market. The customer bases and pricing of these models are different from the Group's major brands, namely Geely and ZEEKR.

(6) Livan

Livan is an electric mobility brand focusing on battery swapping business models. Livan was jointly established by the Group and Lifan Technology. As at the Latest Practicable Date, Livan was owned as to 55% by Lifan Technology and 45% by Geely Qizheng, which is ultimately and beneficially wholly-owned by Mr. Li and his associate. The vision of Livan is to create a new pattern of battery swapping in the new energy era.

The goal is to shape the perception of intergenerational advantage, to advocate the lifestyle of battery swapping, and to create new value and changes for the industry. Livan positions itself as popularizing convenient commute with battery swapping. Livan has released a number of battery swapping models, which not only focus on the operation market, but also provide more choices for consumers. The business-end and customer-end drive the business growth at the same time. Livan has obvious differentiations with the Group's major brands, namely Geely and ZEEKR, regarding product positioning, targeted market segment and business operation models.

(7) smart

smart is a vehicle brand of the joint venture company established by Geely Holding Group and third parties. With more than 25 years of brand awareness, the tonality of the brand mainly emphasizes light luxury, fashionable interest and intelligence, highlighting internal and external style design, personalized use function and experience and aiming at the targeted user group that pursues light luxury/fashionable interest/technological experience. The pricing of the first model of smart and the price range of other brands formed a strong complementary relationship. In terms of sales market, smart naturally has the advantage of centering on two major markets, China and Europe. Especially, the brand recognition is stronger in the European market than that of other brands. smart targets the middle-class customers who prefer smaller size vehicles which are more applicable for individual use. There are clear differences between smart and the Group's major brands, namely Geely and ZEEKR, in terms of targeted market, targeted customers and management team.

(8) JIDU

JIDU is a premium intelligent automotive robot brand under Geely Holding, positioned as a high-end intelligent brand. It is committed to creating leading intelligent automotive robots, providing users with benchmark intelligent technology travel experiences through advanced autonomous driving, intelligent cabin products, and innovative digital services. JIDU has already launched two AI intelligent pure electric products: the first product "JIDU 01" is an SUV model, and the second product "JIDU 07" is a sedan model. These products are built on the SEA (Sustainable Experience Architecture) vast platform and equipped with a "pure vision" intelligent driving system further developed based on Apollo's advanced autonomous driving capabilities, as well as an intelligent cabin empowered by AI large models. JIDU brand targets consumers who place greater emphasis on intelligence and technological feel, pursue cutting-edge technology and intelligent driving experiences, and are passionate about technology and innovation. Therefore, JIDU has adopted differentiated strategies from the Group's main brands such as Geely and ZEEKR in terms of product positioning and target customer groups.

(9) Zhidou

Zhidou is a manufacturing brand under a joint venture company established by Nanjing Zhidou New Energy Automotive Company Limited and third parties. From the beginning, Zhidou has focused on the new energy micro-mobility sector. Zhidou has operated in the micro-electric vehicle segment, committed to providing users with small yet beautiful mobility solutions. Zhidou Caihong is the first new energy micro-electric vehicle launched after Zhidou's brand renewal, aiming to meet the needs of young users for environmentally-friendly, convenient, and economical travel.

This model, with its outstanding design and performance, satisfies consumers' demand for personalized and differentiated mobility, becoming a representative work of the Zhidou brand. Zhidou continues to focus on the micro-vehicle market, building an industry-leading micro-mobility platform. In terms of product positioning and target market segmentation, Zhidou differs significantly from the Group's major brands, namely Geely and ZEEKR.

Businesses controlled by the controlling shareholder, such as Lotus, Polestar, LEVC, smart, JIDU and Zhidou differ significantly from the Group in terms of product positioning, target consumer groups, etc., such that no competitive relationship is constituted with the Group, and the possibility of mutually or unilaterally transferring business opportunities is small.

No horizontal competition was found between the Group and other enterprises (other than the controlling shareholders) controlled by the actual controller

Save as disclosed above, as at the Latest Practicable Date, neither Mr. Li nor his associate engaged in the research and development, production or sales of passenger vehicle business which is the same or similar to that of the Group, and no horizontal competition was found between them and the Group.

Saved as disclosed above, as at the Latest Practicable Date, none of the Directors nor any of their respective associates had any business or interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

c) Directors' interests in assets, contracts or arrangements

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any asset which had been, since 31 December 2023, being the date to which the latest published audited financial statements of the Company were made up, acquired or disposed of or leased to any member of the Group or are proposed to be acquired or disposed of or leased to any member of the Group.

Components Procurement and R&D Services Agreement (the components procurement and R&D services agreement between the Company, ECARX (Hubei), Zhejiang HUANFU and Hangzhou Langge) has a term starting from the effective date of the agreement and ending on 31 December 2027)

Pursuant to the components procurement and R&D services agreement dated 14 November 2024, the Group agreed to procure automobile components and R&D services from the ECARX (Hubei) Group, the Zhejiang HUANFU Group and the Hangzhou Langge Group for the use in new energy vehicles of the Group. The largest annual cap is RMB6,489.889 million for the three years ending 31 December 2027.

As one or more of the applicable percentage ratios in respect of the aggregated annual caps for the components procurement and R&D services agreement exceeds 0.1% but all of which are less than 5% on an annual basis, the transactions contemplated thereunder are subject to the reporting, annual review, announcement requirements but are exempt from the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Integrated Services Framework Agreement (the integrated services framework agreement among VCI, Livan Automotive and Farizon Technology has a term starting from the effective date of the agreement and ending on 31 December 2026)

Pursuant to the integrated services framework agreement dated 21 October 2024, the Group agreed to provide the integrated services to the VCI Group, the Livan Group and the Farizon Technology Group with the largest annual cap being RMB127.413 million for the three years ending 31 December 2026.

As one or more of the applicable percentage ratios in respect of the annual caps for the integrated services framework agreement exceeds 0.1% but are less than 5% on an annual basis, the transactions contemplated thereunder are subject to the reporting, annual review, and announcement requirements but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Services Agreement (the services agreement between the Company and Geely Holding has an effective term from 1 January 2025 to 31 December 2027)

Pursuant to the services agreement dated 15 August 2024, (i) the Group agreed to sell CKDs to the Geely Holding Group with the largest annual cap being RMB219,964.5 million for the three years ending 31 December 2027; and (ii) the Group agreed to purchase CBUs from the Geely Holding Group with the largest annual cap being RMB227,138.5 million for the three years ending 31 December 2027.

As one or more of the applicable percentage ratios of the annual caps for the services agreement exceed 5% on an annual basis, the transactions contemplated thereunder are subject to the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Shareholders' meeting in respect of the services agreement was held on 10 October 2024 and the services agreement was duly approved by the then independent Shareholders.

Automobile Components Sales and Purchase Agreement (the automobile components sales and purchase agreement among the Company, Geely Holding, LYNK & CO, ZEEKR, LEVC, Geely Technology, YoeNing Technology, InfiMotion and Geely Sunwoda has a term starting from the effective date of the agreement and ending on 31 December 2026)

Pursuant to the automobile components sales and purchase agreement dated 15 August 2024, the Group (i) agreed to sell automobile components to the Geely Holding Group, the LYNK & CO Group, the ZEEKR Group, and the LEVC Group with the largest annual cap being

RMB26,956 million for the three years ending 31 December 2026; and (ii) agreed to purchase automobile components from the Geely Holding Group, the LYNK & CO Group, the ZEEKR Group, the YoeNing Technology Group, the Geely Technology Group, the InfiMotion Group and the Geely Sunwoda Group with the largest annual cap being RMB40,245.7 million for the three years ending 31 December 2026.

As one or more of the applicable percentage ratios of the annual caps for the automobile components sales and purchase agreement exceed 5% on an annual basis, the transactions contemplated thereunder are subject to the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Shareholders' meeting in respect of the automobile components sales and purchase agreement was held on 10 October 2024 and the automobile components sales and purchase agreement was duly approved by the then independent Shareholders.

Operation Services Agreement (the operation services agreement among the Company, Geely Holding, LYNK & CO, ZEEKR, Geely Technology, Aurobay Technology, Geely Changxing, Lotus Technology, JIDU, smart, Tianjin Chunqing, Farizon Technology, Commercial Vehicle, Livan Automotive and YoeNing Technology has a term starting from the effective date of the agreement and ending on 31 December 2026)

Pursuant to the operation services agreement dated 15 August 2024, the Group agreed to (i) provide to the Geely Holding and Related Party Groups operation services that mainly include, but are not limited to, IT, logistics and warehousing services, supplier quality engineering services, procurement services, back-office support services (including but not limited to accounting services, human resources services, etc.), testing and trial production services, and other services with the largest annual cap being RMB10,083.2 million for the three years ending 31 December 2026; and (ii) procure from the Geely Holding Group, the LYNK & CO Group, the ZEEKR Group, the Geely Technology Group, the Aurobay Technology Group and the Geely Changxing Group operation services that mainly include, but are not limited to, business travel services, IT, back-office support services (including but not limited to marketing and publicity services, legal services, etc.), charging rights services, testing and trial production services, and other services with the largest annual cap being RMB3,503 million for the three years ending 31 December 2026.

As one or more of the applicable percentage ratios of the annual caps for the operation services agreement exceed 5% on an annual basis, the transactions contemplated thereunder are subject to the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Shareholders' meeting in respect of the operation services agreement was held on 10 October 2024 and the operation services agreement was duly approved by the then independent Shareholders.

Services agreement and the supplemental services agreement both between the Company and Geely Holding (the services agreement has an effective term from 1 January 2022 to 31 December 2024 and the supplemental services agreement has an effective term from its effective date to 31 December 2024)

- *Sales of CKDs from the Group to the Geely Holding Group*

  Pursuant to the services agreement dated 15 October 2021 and the supplemental services agreement dated 9 September 2022, the Group agreed to supply to the Geely Holding Group the CKDs manufactured by the Group with the largest annual cap being RMB163,930 million for the three years ending 31 December 2024.

- *Sales of CBUs from the Geely Holding Group to the Group*

  Pursuant to the services agreement dated 15 October 2021 and the supplemental services agreement dated 9 September 2022, the Geely Holding Group agreed to sell to the Group the CBUs with the largest annual cap being RMB169,577 million for the three years ending 31 December 2024.

  As the applicable percentage ratios of the continuing connected transactions contemplated under the supplemental services agreement are higher than 5% on an annual basis, the supplemental services agreement is subject to the reporting, annual review, announcement and the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

  The Shareholders' meeting in respect of the supplemental services agreement was held on 11 November 2022 and the supplemental services agreement was duly approved by the then independent Shareholders.

Volvo finance cooperation agreements among Genius AFC, VCDC and VCIC (the Volvo finance cooperation agreements have an effective term from 1 January 2022 to 31 December 2024

- Volvo wholesale facility agreements between Genius AFC and Volvo Dealers (as defined in the circular of the Company dated 16 November 2021) (the Volvo wholesale facility agreements have an effective term from 1 January 2022 to 31 December 2024)

Pursuant to the Volvo wholesale facility agreements dated 11 December 2015 and the Company's announcement dated 15 October 2021, Genius AFC agreed to enter into the Volvo wholesale facility agreements with the Volvo Dealers, pursuant to which Genius AFC will provide wholesale financing to such Volvo Dealers to facilitate their purchase of Volvo brand vehicles, with the largest annual cap being RMB6,883.4 million for the three years ending 31 December 2024.

- Volvo retail loan cooperation agreements between Genius AFC and Volvo Dealers (as defined in the circular of the Company dated 16 November 2021) (the Volvo retail loan cooperation agreements have an effective term from 1 January 2022 to 31 December 2024)

Pursuant to the Volvo retail loan cooperation agreement dated 11 December 2015 and the Company's announcement dated 15 October 2021, Genius AFC agreed to enter into the Volvo retail loan cooperation agreements with Volvo Dealers pursuant to which the Volvo Dealers shall recommend the retail consumers to use Genius AFC for obtaining vehicle loans to finance their purchase of Volvo-branded vehicles (as defined in the circular of the Company dated 16 November 2021) with the largest annual cap being RMB10,473.0 million for the three years ending 31 December 2024.

As the applicable percentage ratios of the continuing connected transactions contemplated under the Volvo finance cooperation agreements are higher than 5% on an annual basis, the Volvo finance cooperation agreements are subject to the reporting, annual review, announcement and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Shareholders' meeting in respect of the Volvo finance cooperation agreement was held on 6 December 2021 and the Volvo finance cooperation agreements were duly approved by the then independent Shareholders.

CBUs sales agreement and supplemental CBUs sales agreement both between the Company and Geely Holding (the CBUs sales agreement has an effective term from 1 January 2022 to 31 December 2024 and the supplemental CBUs sales agreement has an effective term from 9 June 2023 to 31 December 2024)

Pursuant to the CBUs sales agreement dated 15 October 2021 and supplemental CBUs sales agreement entered into between Geely Holding and the Company on 9 June 2023, the Group agreed to supply to the Geely Holding Group the CBUs and related after-sales parts, components and accessories manufactured by the Group with the largest annual cap being RMB3,991.9 million for the three years ending 31 December 2024. As the applicable percentage ratios of the continuing connected transactions contemplated under the CBUs sales agreement are over 0.1% but less than 5% on an annual basis, the CBUs sales agreement is subject to the reporting, annual review and announcement requirements, but is exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

CBUs sales agreement between the Company and Geely Holding (the CBUs sales agreement has an effective term from 1 January 2025 to 31 December 2027)

Pursuant to the CBUs sales agreement dated 15 August 2024, the Group agreed to sell CBUs and related after-sales parts and accessories manufactured by the Group to the Geely Holding Group with the largest annual cap being RMB213.2 million for the three years ending 31 December 2027.

As the applicable percentage ratios of the continuing connected transactions contemplated under the CBUs sales agreement are over 0.1% but less than 5% on an annual basis, the CBUs sales agreement is subject to the reporting, annual review and announcement requirements, but is exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

The powertrain purchase agreement among the Company, Aurobay Technology, and Geely Changxing (the powertrain purchase agreement has an effective term from 31 May 2024 to 31 December 2026)

Pursuant to the powertrain purchase agreement dated 11 July 2023, the Group agreed to purchase engines, transmissions and relevant after-sales parts and other products from the Aurobay Technology Group and Geely Changxing Group with the largest annual cap being RMB25,846.6 million for the three years ending 31 December 2026.

As one or more of the applicable percentage ratios of the proposed annual caps under the powertrain purchase agreement exceed 5% on an annual basis, the proposed annual caps under the powertrain purchase agreement are subject to the reporting, annual review, announcement and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Shareholders' meeting in respect of the powertrain purchase agreement was held on 22 September 2023 and the powertrain purchase agreement was duly approved by the then independent Shareholders.

The powertrain sales agreement among the Company, Geely Holding and LYNK & CO (the powertrain sales agreement has an effective term from 1 January 2024 to 31 December 2024)

Pursuant to the powertrain sales agreement dated 15 September 2023, the Group agreed to sell engines, transmissions and relevant after-sales parts and other products to the Geely Holding Group and the LYNK & CO Group with the largest annual cap being RMB1,960.9 million for the year ending 31 December 2024.

As the applicable percentage ratios of the continuing connected transactions contemplated under the powertrain sales agreement are over 0.1% but less than 5% on an annual basis, the powertrain sales agreement is subject to the reporting, annual review and announcement requirements, but is exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Volvo finance cooperation agreements among Genius AFC, VCDC and VCIC (the Volvo finance cooperation agreements have an effective term from 1 January 2025 to 31 December 2027)

- Volvo wholesale facility agreements between Genius AFC and Volvo Dealers (the Volvo wholesale facility agreements have an effective term from 1 January 2025 to 31 December 2027)

Pursuant to the Volvo finance cooperation agreements dated 15 August 2024, Genius AFC agreed to enter into the Volvo wholesale facility agreements with the Volvo Dealers, pursuant to which Genius AFC will provide wholesale financing to such Volvo Dealers to facilitate their purchase of Volvo brand vehicles, with the largest annual cap being RMB2,128.8 million for the three years ending 31 December 2027.

- Volvo retail loan cooperation agreements between Genius AFC and Volvo Dealers (the Volvo retail loan cooperation agreements have an effective term from 1 January 2025 to 31 December 2027)

Pursuant to the Volvo finance cooperation agreements dated 15 August 2024, Genius AFC agreed to enter into the Volvo retail loan cooperation agreements with Volvo Dealers pursuant to which the Volvo Dealers shall recommend the retail consumers to use Genius AFC for obtaining vehicle loans to finance their purchase of Volvo brand vehicles with the largest annual cap being RMB803 million for the three years ending 31 December 2027.

As the applicable percentage ratios of the continuing connected transactions contemplated under the Volvo finance cooperation agreements are over 0.1% but less than 5% on an annual basis, the Volvo finance cooperation agreements are subject to the reporting, annual review and announcement requirements, but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Livan financing arrangements – Livan finance cooperation agreement between Genius AFC and Livan Sales with an effective term from its effective date to 31 December 2026

Pursuant to the Livan finance cooperation agreement dated 15 August 2024, Genius AFC agreed to provide vehicle financing services to Livan retail customers to assist them with purchasing Livan brand vehicles, auto accessories and services. The largest annual cap under the Livan finance cooperation agreement is approximately RMB220 million for the three years ending 31 December 2026.

As the applicable percentage ratios for the proposed annual caps of the continuing connected transactions contemplated under the Livan finance cooperation agreement are over 0.1% but less than 5% on an annual basis, the Livan finance cooperation agreement is subject to the reporting, annual review and announcement requirements, but is exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Zhidou financing arrangements – Zhidou finance cooperation agreement between Genius AFC and Zhidou Sales with an effective term from its effective date to 31 December 2027

Pursuant to the Zhidou finance cooperation agreement dated 15 August 2024, Genius AFC agreed to provide vehicle financing services to Zhidou retail customers to assist them with purchasing Zhidou brand vehicles, auto accessories and services. The largest annual cap under the Zhidou finance cooperation agreement is approximately RMB316.1 million for the three years ending 31 December 2027.

As the applicable percentage ratios for the proposed annual caps of the continuing connected transactions contemplated under the Zhidou finance cooperation agreement are over 0.1% but less than 5% on an annual basis, the Zhidou finance cooperation agreement is subject to the reporting, annual review and announcement requirements, but is exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

CBUs and CKDs procurement cooperation agreement between the Company and Geely Holding (the CBUs and CKDs procurement cooperation agreement has an effective term from 1 January 2024 to 31 December 2026)

Pursuant to the CBUs and CKDs procurement cooperation agreement dated 15 September 2023, the Group agreed to purchase the CBUs and CKDs that are mainly used for the ZEEKR brand vehicles from the Geely Holding Group with the largest annual cap being RMB154,897.7 million for the three years ending 31 December 2026.

As the applicable percentage ratios of the continuing connected transactions contemplated under the CBUs and CKDs procurement cooperation agreement are higher than 5% on an annual basis, the CBUs and CKDs procurement cooperation agreement is subject to the reporting, annual review, announcement and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Shareholders' meeting in respect of the CBUs and CKDs procurement cooperation agreement was held on 27 November 2023 and the CBUs and CKDs procurement cooperation agreement was duly approved by the then independent Shareholders.

R&D services and technology licensing agreement among the Company, Geely Holding, LYNK & CO, ZEEKR, Lotus Technology, Polestar AB, Polestar China, JIDU, LEVC and smart (the R&D services and technology licensing agreement has an effective term from 1 January 2024 to 31 December 2026)

Pursuant to the R&D services and technology licensing agreement dated 15 September 2023, (i) the Group agreed to provide to the Geely Holding and Related Party Groups (as defined in the circular of the Company dated 8 November 2023), the R&D and related technological support services, including the R&D for automobiles and key automobile parts, technical verification and testing, technical consultation services, technical support services, technology licensing, etc., with the largest annual cap being RMB12,601.4 million for the three years ending 31 December 2026; and (ii) the Group agreed to the Geely Holding Group and the ZEEKR Group the R&D and related technological support services, including the R&D of the NEV technologies and intelligent drive technologies, technical verification and testing, technical consultation services, technical support services and technology licensing, etc., with the largest annual cap being RMB2,468.7 million for the three years ending 31 December 2026.

As the applicable percentage ratios of the continuing connected transactions contemplated under the R&D services and technology licensing agreement are more than 5% on an annual basis, the R&D services and technology licensing agreement is subject to the reporting, annual review, announcement and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Shareholders' meeting in respect of the R&D services and technology licensing agreement was held on 27 November 2023 and the R&D services and technology licensing agreement was duly approved by the then independent Shareholders.

Automobile financing arrangements with effective terms from 1 January 2024 to 31 December 2026

LYNK & CO financing arrangements – LYNK & CO finance cooperation agreement between Genius AFC and LYNK & CO Sales with an effective term from 1 January 2024 to 31 December 2026

Pursuant to the LYNK & CO finance cooperation agreement dated 15 September 2023, Genius AFC agreed to provide vehicle financing services to the LYNK & CO Dealers (as defined in the circular of the Company dated 8 November 2023) and LYNK & CO retail customers, including (i) wholesale financing to the LYNK & CO Dealers to assist them purchasing LYNK & CO brand vehicles, auto accessories and services; and (ii) retail financing to the LYNK & CO retail customers to assist them with purchasing LYNK & CO brand vehicles, auto accessories and services. The largest annual cap for the LYNK & CO wholesale financing arrangements is RMB509.8 million for the three years ending 31 December 2026. The largest annual cap for the LYNK & CO retail financing arrangements is RMB6,149.4 million for the three years ending 31 December 2026.

ZEEKR financing arrangements – ZEEKR finance cooperation agreement between Genius AFC and ZEEKR with an effective term from 1 January 2024 to 31 December 2026

Pursuant to the ZEEKR finance cooperation agreement dated 15 September 2023, Genius AFC agreed to provide vehicle financing services to the ZEEKR Dealers (as defined in the circular of the Company dated 8 November 2023) and ZEEKR retail customers, including (i) wholesale financing to the ZEEKR Dealers to assist them purchasing ZEEKR brand vehicles, auto accessories and services; and (ii) retail financing to the ZEEKR retail customers to assist them with purchasing ZEEKR brand vehicles, auto accessories and services. The largest annual cap for the ZEEKR wholesale financing arrangements is RMB10.0 million for the three years ending 31 December 2026. The largest annual cap for the ZEEKR retail financing arrangements is RMB10,322.9 million for the three years ending 31 December 2026.

Geely Holding financing arrangements – Geely Holding finance cooperation agreement between Genius AFC and Geely Holding with an effective term from 1 January 2024 to 31 December 2026

Pursuant to the Geely Holding finance cooperation agreement dated 15 September 2023, Genius AFC agreed to provide vehicle financing services to the Geely Holding Dealers (as defined in the circular of the Company dated 8 November 2023) and Geely Holding retail customers, including (i) wholesale financing to the Geely Holding Dealers to assist them purchasing Geely Holding-owned brand vehicles, auto accessories and services; and (ii) retail financing to the Geely Holding retail customers to assist them with purchasing (a) Geely brand vehicles, auto accessories or services from the Connected Geely Dealers (as defined in the circular of the Company dated 8 November 2023); or (b) Geely Holding-owned brand vehicles, auto accessories or services from the Geely Holding Dealers or other sellers. The largest annual cap for the Geely Holding wholesale financing arrangements is RMB142.5 million for the three years ending 31 December 2026. The largest annual cap for the Geely Holding retail financing arrangements is RMB1,307.1 million for the three years ending 31 December 2026.

smart financing arrangements – smart finance cooperation agreement between Genius AFC and smart Sales with an effective term from 1 January 2024 to 31 December 2026

Pursuant to the smart finance cooperation agreement dated 15 September 2023, Genius AFC agreed to provide vehicle financing services to the smart retail customers to assist them with purchasing smart brand vehicles, auto accessories and services. The largest annual cap for the smart wholesale financing arrangements is RMB455.0 million for the three years ending 31 December 2026. The largest annual cap for the smart retail financing arrangements is RMB4,141.2 million for the three years ending 31 December 2026.

Lotus financing arrangements – Lotus finance cooperation agreement between Genius AFC and Lotus Sales with an effective term from 1 January 2024 to 31 December 2026

Pursuant to the Lotus finance cooperation agreement dated 15 September 2023, Genius AFC agreed to provide vehicle financing services to the Lotus retail customers to assist them with purchasing Lotus brand vehicles, auto accessories and services. The largest annual cap for the

Lotus wholesale financing arrangements is RMB22.0 million for the three years ending 31 December 2026. The largest annual cap for the Lotus retail financing arrangements is RMB1,814.3 million for the three years ending 31 December 2026.

As one or more of the applicable percentage ratios for the proposed annual caps of the continuing connected transactions contemplated under the automobile financing arrangements, exceed(s) 5% on an aggregated and annual basis, the continuing connected transactions contemplated under the automobile financing arrangements are subject to the reporting, annual review, announcement and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Shareholders' meeting in respect of the automobile financing arrangements was held on 27 November 2023 and the automobile financing arrangements were duly approved by the then independent Shareholders.

CBUs procurement agreement between the Company and ZEEKR (the CBUs procurement agreement has an effective term from 7 February 2024 to 31 December 2026)

Pursuant to the CBUs procurement agreement dated 7 February 2024, the Group agreed to purchase CBUs and related after-sales parts and accessories from the ZEEKR Group for the onward sale to Mexico with the largest annual cap being RMB3,128.8 million for the three years ending 31 December 2026.

As the applicable percentage ratios of the continuing connected transactions contemplated under the CBUs procurement agreement are over 0.1% but less than 5% on an annual basis, the CBUs procurement agreement is subject to the reporting, annual review and announcement requirements, but is exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

CKDs and automobile components sales agreement between the Company and Geely Holding (the CKDs and automobile components sales agreement has an effective term from 28 April 2023 to 31 December 2025)

Pursuant to the CKDs and automobile components sales agreement dated 12 December 2022, the Group agreed to sell CKDs and automobile components in relation to vehicle models including smart brand vehicles to the Geely Holding Group with the largest annual cap being RMB34,109.6 million for the three years ending 31 December 2025.

As the applicable percentage ratios of the continuing connected transactions contemplated under the CKDs and automobile components sales agreement are higher than 5% on an annual basis, the CKDs and automobile components sales agreement is subject to the reporting, annual review, announcement and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Shareholders' meeting in respect of the CKDs and automobile components sales agreement was held on 28 April 2023 and the CKDs and automobile components sales agreement was duly approved by the then independent Shareholders.

Save as disclosed in this circular, as at the Latest Practicable Date, none of the Directors had any material interest in any contract or arrangement that was subsisting as at the date of this circular and was significant in relation to the business of the Group.

4. LITIGATION

As at the Latest Practicable Date, the Company was not engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened by or against the Company.

5. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 December 2023, the date to which the latest published audited accounts of the Company have been made up.

6. QUALIFICATION OF EXPERT

The following is the qualification of the expert who has given opinion contained in this circular:

Name	Qualification
Quam Capital Limited	A corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

As at the Latest Practicable Date, Quam Capital Limited:

a) did not have any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group;

b) did not have any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group, or was proposed to be acquired or disposed of by or leased to any member of the Group, since 31 December 2023, the date to which the latest audited financial statements of the Group was made up; and

c) had given and had not withdrawn its written consent to the issue of this circular with the inclusion of its letter and reference to its name in the form and context in which it appears.

7. GENERAL

a) The registered office of the Company is situated at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The head office and principal place of business of the Company in Hong Kong is situated at Room 2301, 23rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.

b) The company secretary of the Company is Mr. Cheung Chung Yan, David, a fellow member of the Association of Chartered Certified Accountants.

c) The share registrar and transfer office of the Company in Hong Kong is Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.

d) The English text of this circular shall prevail over the Chinese text in case of inconsistency.

8. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://geelyauto.com.hk) from the date of this circular up to and including the date of the EGM on 10 January 2025:

a) the LYNK & CO Equity Transfer Agreement; and

b) the LYNK & CO Capital Injection Agreement.

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 IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Geely Automobile Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") will be held at Boardrooms 3-4, M/F., Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Friday, 10 January 2025 at 4:00 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 20 December 2024.

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass (with or without amendments), the following resolutions as ordinary resolutions of the Company:

1. "**THAT**:

   a. the LYNK & CO Equity Transfer Agreement, a copy of which is tabled at the meeting and marked "**A**" and initialed by the chairman of the EGM for identification purpose, pursuant to which (i) Geely Holding conditionally agreed to sell and Zhejiang ZEEKR conditionally agreed to purchase 20% of the equity interests in LYNK & CO for a consideration of RMB3,600,000,000 together with interest accrued during the Locked Box Period, and (ii) VCI conditionally agreed to sell and Zhejiang ZEEKR conditionally agreed to purchase 30% of the equity interests in LYNK & CO for a consideration of RMB5,400,000,000 together with interest accrued during the Locked Box Period, be and are hereby approved, ratified and confirmed; and

   b. any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters and transactions contemplated in the LYNK & CO Equity Transfer Agreement."

2. "**THAT**:

   a. conditional upon the passing of the ordinary resolution numbered 1 as set out above, the LYNK & CO Capital Injection Agreement, a copy of which is tabled at the meeting and marked "**B**" and initialed by the chairman of the EGM for identification purpose, pursuant to which LYNK & CO conditionally agreed to issue and sell and Zhejiang ZEEKR conditionally agreed to subscribe and purchase from LYNK & CO the newly increased registered capital of RMB153,061,225, for a consideration of RMB367,346,940, be and are hereby approved, ratified and confirmed; and

b. any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters and transactions contemplated in the LYNK & CO Capital Injection Agreement."

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

Hong Kong, 20 December 2024

Notes:

(1) In order to establish entitlements of attending and voting at the forthcoming extraordinary general meeting of the Company to be held on Friday, 10 January 2025, 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 January 2025.

(2) Any shareholder of the Company (the "**Shareholder**") entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder.

(3) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of authority, must be deposited at the Company's Hong Kong 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 fixed for holding the EGM or any adjournment thereof.

(4) In case of joint shareholdings, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

(5) 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 extraordinary 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), Ms. Wei Mei, Mr. Gan Jia Yue and Mr. Mao Jian Ming, Moosa; 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.