

## NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

茲通告吉利汽車控股有限公司（「本公司」）謹定於二零零四年五月十八日（星期二）下午三時正假座香港灣仔港灣道1號香港君悅酒店特首廳II及III召開股東週年大會，以便處理下列事項：

### 作為普通股事項

1. 省覽及考慮截至二零零三年十二月三十一日止年度之董事會報告書、經審核財務報表及核數師報告書。
2. 重選退任董事及授權董事會釐定董事酬金。
3. 續聘核數師及授權董事會釐定核數師酬金。

### 作為特別事項

考慮及酌情通過下列決議案為本公司之普通決議案或特別決議案：

### 普通決議案

#### 4. 「動議」：

- (a) 在下文(c)段之規限下，一般性及無條件批准本公司董事會於有關期間內行使本公司一切權力，購回

**NOTICE IS HEREBY GIVEN** that the annual general meeting of GEELY AUTOMOBILE HOLDINGS LIMITED (the “**Company**”) will be held at the Chief Executive Suites II and III, Grand Hyatt Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 18 May 2004 at 3:00 p.m. for the following purposes:

### As Ordinary Business

1. To receive and consider the report of the directors, audited financial statements and auditors’ report for the year ended 31 December 2003.
2. To re-elect retiring directors and to authorise the directors to fix the remuneration of the directors.
3. To re-appoint auditors and to authorise the directors to fix the remuneration of the auditors.

### As Special Business

To consider and, if thought fit, pass the following resolutions as an ordinary resolution or special resolution of the Company:

### Ordinary resolutions

#### 4. “That:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to purchase issued shares of HK\$0.02 each in the capital of the Company subject

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本公司股本中每股面值港幣0.02元之已發行股份，惟此項權力必須根據在此方面之所有適用法律及香港聯合交易所有限公司證券上市規則（經不時修訂）之規定行使；

(b) 以上(a)段之批准將附加於本公司董事會所獲授之任何其他授權之上，並將授權董事會代表本公司於有關期間內促使本公司按董事會釐定之價格購回股份；

(c) 本公司董事會獲授權依據(a)段之批准所購回之股份面值總額，不得超過本公司於本決議案通過之日已發行股本面值總額之百分之十，而上述批准亦須受此限制；及

(d) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列最早日期止：

(i) 本公司下屆股東週年大會結束之日；

to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors;

(c) the aggregate nominal amount of the shares which are authorised to be purchased by the directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

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|---|---|
| <p>(ii) 根據法例或本公司細則規定本公司須舉行下屆股東週年大會之期限屆滿之日；或</p>     | <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company's Articles of Association to be held; or</p> |
| <p>(iii) 本決議案所述之授權經在本公司之股東大會上通過普通決議案予以撤銷或修訂之日。」</p> | <p>(iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.</p>                 |

5. 「動議：

- (a) 在下述(c)段之規限下，一般性及無條件授權本公司董事會在有關期間內行使本公司一切權力，以配發、發行及處理本公司股本中之新增股份，並作出或授予可能需要行使該等權力之建議、協議、購股權及轉換或換股權；
- (b) 以上(a)段之批准將附加於本公司董事會所獲授之任何其他授權之上，並將授權本公司董事會在有關期間內作出或授予須於有關期間結束後行使該等權力之建議、協議、購股權及轉換或換股權；

5. "THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

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(c) 本公司董事會依據以上 (a) 段之批准而配發或同意有條件或無條件配發 (不論是否依據購股權或其他原因而配發) 之股本面值總額，不得超過本公司於本決議案通過日期之已發行股本面值總額百分之二十，而上述批准亦須受此限制；惟根據 (i) 配售新股，或 (ii) 本公司獲香港聯合交易所有限公司批准之購股權計劃，或 (iii) 本公司組織章程細則實行之任何以股代息計劃或類似安排以供配發股份代替本公司股份全部或部份股息則除外；及

(d) 就本決議案而言：

「有關期間」之涵義與大會通告 (本決議案為其中一部份) 所載第 4 項決議案內賦予此詞之涵義相同；及

「配售新股」乃指本公司董事會於指定期間內，向於指定記錄日期名列股東名冊之股份持有人，按彼等當時之持股比例提呈配發股份之建議，惟本公司董事會有權就零碎股權或就本港以外任何地區之法律

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as that ascribed to it under resolution no.4 as set out in the notice convening the meeting of which this resolution forms part; and

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

或任何認可監管機構或證券交易所規定之任何限制或責任，作出必須或權宜之豁免或其他安排。」

restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

6. 「**動議**在大會通告（本決議案為其中一部份）第4及第5項決議案獲得通過之情況下，批准將本公司董事會根據大會通告（本決議案為其中一部份）第5項決議案所獲之一般性授權擴大，使該項一般授權所涉及之股份面值總額增加，而加幅等於董事會根據大會通告（本決議案為其中一部份）第4項決議案所購回本公司股份之面值總額，惟所購回之股份面值總額不得超過本公司於本決議案通過之日已發行股本面值總額百分之十。」
6. “**THAT** conditional upon the passing of the resolutions nos. 4 and 5 as set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the directors of the Company pursuant to the resolution no. 5 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 4 as set out in the notice convening the meeting of which this resolution forms part, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”
7. 「**動議**藉增加港幣 60,000,000 元（分為 3,000,000,000 股每股面值港幣 0.02 元並與所有現有股份享有同等地位之股份），將本公司之法定股本由港幣 100,000,000 元增至港幣 160,000,000 元。」
7. “**THAT** the authorised capital of the Company be increased from HK\$100,000,000 to HK\$160,000,000 by the addition thereto of HK\$60,000,000, divided into 3,000,000,000 shares of HK\$0.02 each and rank pari passu with all existing shares.”

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### 特別決議案

8. 「動議對本公司組織章程細則（「細則」）作出以下修訂：

(a) 於細則第 2 條加入下列釋義：

「聯繫人士 與任何董事有關之「聯繫人士」，具有上市規則賦予該詞之涵義；」

(b) 將「附屬公司及控股公司」之釋義整個刪除，並以以下細則第 2 條之新釋義取代：

「控股公司 「控股公司」具有公司條例賦予該詞之涵義；」

附屬公司 「附屬公司」具有上市規則賦予該詞之涵義，或倘若公司條例另有規定，則具有公司條例項下之涵義；」；

### Special resolution

8. “**THAT** the Articles of Association (the “Articles”) of the Company be and are hereby amended by:

(a) adding the following definition in Article 2:

“associate(s) “associate(s)” in relation to any Director, has the meaning ascribed to it under the Listing Rules;”

(b) deleting the definition “subsidiary and holding company” in its entirety and substituting the following new definitions in Article 2:

“holding company “holding company” shall the meanings attributed to it under the Companies Ordinance;”

subsidiary “subsidiary” shall have the meaning as ascribed to it under the Listing Rules or if the Companies Ordinance provides otherwise, the meaning under the Companies Ordinance;”;

(c) 將以下細則第 2 條之釋義  
整個刪除並以下列新釋義  
取代：

「公司法」/  
該法例 「公司法」或  
「該法例」指  
當時生效之  
開曼群島法  
例第 22 章公  
司法(二零零  
三年修訂本)  
及其任何修  
訂或重訂，  
並包括與之  
綜合或將其  
取代之所有  
其他法例；

公司 「公司」或「本  
公司」指吉利  
汽車控股有  
限公司；

香港 「香港」指中  
華人民共和  
國香港特別  
行政區及其  
附屬地；

(c) deleting the following definitions in their entirety and  
substituting the following new definitions in Article 2:

Law/the Law (2003 Revision), Cap. 22 of the  
Cayman Islands and any  
amendments thereto or re-  
enactments thereof for the time being  
in force and includes every other law  
incorporated therewith or substituted  
therefor;

the Company “the Company” or “this Company”  
shall mean Geely Automobile  
Holdings Limited;

Hong Kong “Hong Kong” shall mean the Hong  
Kong Special Administrative Region of  
the People’s Republic of China and  
its dependencies;

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<p>認可結算所「認可結算所」指證券及期貨條例(香港法例第571章)所指定之認可結算所，或本公司股份上市或掛牌之證券交易所屬司法權區之法例所認可之結算所或認可股份託管處；</p>	<p>recognised clearing house</p>	<p>“recognised clearing house” shall mean a recognised clearing house as referred to in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised share depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;</p>
<p>股份 「股份」指公司股本中之股份；」；</p>	<p>share</p>	<p>“share” shall mean a share in the capital of the Company;”;</p>
<p>(d) 將現有之細則第3條整條刪除並以下列之新細則第3條取代：</p>	<p>(d) deleting the existing Article 3 in its entirety and replace with the following new Article 3:</p>	
<p>「3. 於採納本細則之日本公司之股本為港幣160,000,000元，分為8,000,000,000股每股面值港幣0.02元之股份；」；</p>	<p>“3. The capital of the Company at the date of the adoption of these Articles is HK\$160,000,000 divided into 8,000,000,000 shares of HK\$0.02 each;”;</p>	



(e) 將現有之細則第16條整條刪除並以下列之新細則第16條取代：

「16. 每名作為股東在股東名冊內記有其姓名之人士，在配發或提交過戶文件後，於該法例規定或交易所可不時釐定之有關時限內（以較短者為準，或按簽發條件可能規定之其他期間內），均有權在無需付款下接收一張代表其全部某個類別股份之股票，或在彼提出要求下，假如配發或過戶之股份數目超過當時構成一個交易所完整買賣單位之數目，就過戶而言，於繳付相等於交易所可不時釐定就首張股票後每一張股票所需最高款項（或董事會可不時釐定之較低款項）後，接收該等數目之股票（每張以交易所買賣單位或按彼要求以交易所買賣單位之倍數為單位），及一張代表所涉及股份餘數（如有）之股票。倘若涉及由

(e) deleting the existing Article 16 in its entirety and replace with the following new Article 16:

“16 Every person whose name is entered as a member in the register shall be entitled without payment to receive, within the relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or

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多名人士聯名持有之股份，概無限定公司須向該等人士每人簽發一張或多張股票。向多名聯名持有人其中一人簽發及交付股票，將等同向所有該等持有人充份交付。所有股票將會以專人交付或按股東名冊上所示之登記地址以郵遞方式寄予有權接收之股東。」；

certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.”;

- (f) 將下段加至細則第 75(c) 條最後部份「退任」二字之後：

「除非獲董事會推薦，否則除退任董事外，概無任何人士具備資格於任何股東大會上膺選出任董事職務；惟倘若部份有權出席大會並於會上投票之股東（並非獲提名之人士）發出書面通知（該通知乃就該大會而發出），表示擬提議該名人士膺選出任董事，及該名人士以書面通知，表示其願意獲選，而有關通知須於指定就有關選舉召開之股東大會舉行日期前最少七天交予公司，則作別論。根據本條

- (f) adding the following to the end of Article 75(c) after the word “retiring”:

“No person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing by some member (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company at least 7 days before the date of the general meeting appointed for such election. The period for lodgment of the notice required under this article shall commence

細則可提交該通知之期間，不得先於指定就有關選舉召開之股東大會之通告寄發翌日開始，及不得後於該大會日期前七天結束，惟該段期間最少須為七天。」；

- (g) 將整條現有細則第80條刪除，並以下列新細則第80條取代：

「80. 於任何股東大會上，任何提呈大會表決之決議案均須以舉手方式表決，惟（於宣佈以舉手方式表決所得結果之前或之時，或撤回以任何其他投票方式表決之要求之前或之時）於接獲正式要求或上市規則規定須以票選方式表決則除外。以下人士可要求以票選方式表決：

(a) 大會主席；或

(b) 最少五位親身或委派代表出席並有權投票之股東或其受委代表；  
或

no earlier than the day after the despatch of the notice of the meeting appointed for such election and no later than 7 days prior to the date of such meeting, provided that such period shall be at least 7 days.”;

- (g) deleting the existing Article 80 in its entirety and replace with the following new Article 80:

“80. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded or otherwise required under the Listing Rules. A poll may be demanded by:

(a) the Chairman of the meeting; or

(b) at least five members present in person or by proxy and entitled to vote; or

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(c) 任何親身出席，且佔全體有權出席並於大會上投票之股東之投票權總額最少十分之一之一位或多位股東（或如為公司，則為其正式授權之代表）或其受委代表；或

(d) 任何親身出席，且持有附有權利出席大會並於會上投票之股份之繳足股款總額不少於全部附有該權利之股份之繳足股款十分之一之一位或多位股東（或如為公司，則為其正式授權之代表）或其受委代表。

除非須進行或應要求進行票選，（如為後者）且要求未被撤回，大會主席根據舉手表決之結果宣佈決議案或一致或以大多數票通過或否決，並將此記錄在載有會議議程之本公司會議紀

(c) any member or members present in person or in the case of a corporation, by its duly authorised representative or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or

(d) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so required or demanded and, in the latter case, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be

錄中，作為最終之依據，而毋須證明該決議案之贊成或反對票數或其比例。

conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”;

- (h) 於細則第 85 條內「... 透過委任代表可就股東名冊內登記於其名下之每股股份投一票」等字之後但「於投票表決時有權投超過一票之一名股東...」等字之前，加入以下句子：

- (h) adding the following sentence in Article 85 after the words “.....by proxy shall have one vote for each share registered in his name in the register.” but before the words “On a poll a member entitled to more than one vote.....”:

「儘管有本細則內之規定，惟倘若一名本公司股東（其為結算所或其代理人）委任超過一名代表，則每名代表於舉手表決時可各投一票。」；

“Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member of the Company which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.”;

- (i) 於細則第 85 條後加入下列新細則第 85A 條：

- (i) adding the following new Article 85A immediately after Article 85:

「85A 倘根據上市規則，任何股東須就任何特定決議案放棄投票或受限制只可投票贊成或反對該項特定決議案，由其親身或其代表作出違反該等規定或限制之投票，將不被計算入有關之投票結果內。」；

“85A Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”;

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- (j) 刪除現有細則第 96(b) 條，並以下列新細則第 96(b)條取代：
- 「(b) 倘結算所（或其代理人）為本公司股東，則其董事或其他監管團體可在適用法例容許之情況下以授權書之方式委任其認為合適之一名或多名人士，作為其於本公司任何股東大會或本公司任何類別之股東大會受委代表或代表，惟倘委任多於一名人士，則代表委任表格或授權書上必須註明有關受委人士所代表之股份數目及類別。根據本條文獲委任之人士有權代表其所代表之結算所（或其代理人）行使該結算所（或其代理人）有權行使之相同權力，包括（但不限於）以個人身份舉手表決之權力，猶如彼等為持有代表委任表格或授權書所註名股份數目及類別之本公司個人股東。」；
- (j) deleting the existing Article 96(b) and substituting the following new Article 96(b):
- “(b) If a clearing house (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, appoint such person or persons as it thinks fit to act as its proxy or proxies or representative(s), to the extent permitted by applicable laws, at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so appointed, the proxy form or authorisation shall specify the number and class of shares in respect of which each such person is so appointed. A person so appointed pursuant to this provision shall be entitled to exercise the same powers on behalf of the clearing house (or its nominee(s)) which he represents as that clearing house (or its nominee(s)) could exercise if it were an individual member of the Company holding the number and class of shares specified in such proxy form or authorisation including without limitation the right to vote individually on a show of hands.”;

(k) 將現有細則第 107(c)條刪除，並以下列新細則第 107(c)條取代：

「(c) 除細則另有指明外，董事不得就明知有關其或其聯繫人士有重大利益關係之任何合約或安排或建議之任何董事會決議案投票（或被計入會議法定人數內）。惟此項限制不適用於任何下列建議、合約或安排：

(i) 就以下其中一項提供任何抵押或賠償保證：

(a) 董事或其聯繫人士應本公司或其任何附屬公司之要求或為本公司或其附屬公司之利益而借出款項或引致或承擔責任，而向該董事或其聯繫人士提供；或

(b) 就董事或其聯繫人士本身根據一項擔保或賠償保證或藉提供抵押單獨或共同承擔全部或部份責任之本公司或其任何附屬公司之負債或承擔，而向第三者提供；

(k) deleting the existing Article 107(c) and substituting therefor the following new Article 107(c):

“(c) Save as otherwise provided by the Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Directors approving any contract or arrangement or any other proposal in which he or any of his associates has to the knowledge of such Director a material interest, but this prohibition shall not apply to any of the following proposals, contracts or arrangements, namely:-

(i) the giving of any security or indemnity either:-

(a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

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- (ii) 任何有關提呈發售或由本公司或任何其他本公司可能創立或擁有權益之公司提呈發售本公司或本公司可能創立或擁有權益之公司之股份或債券或其他證券以供認購或購買，而董事或其聯繫人士因參與發售之包銷或分包銷而於其中擁有或將擁有權益；
- (iii) 任何有關董事或其聯繫人士僅因作為高級人員、行政人員或股東而直接或間接於其中擁有權益，或董事或其聯繫人士實益持有該公司股份（惟董事及其任何聯繫人士合共實益擁有之股份不得超過有關公司（或彼或其聯繫人士可藉此取得利益之第三公司）任何類別已發行股本或投票權5%或以上）之任何其他公司之建議；
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5 per cent or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;



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| <p>(iv) 任何有關本公司或其附屬公司僱員利益之建議或安排，包括：</p> <p>(a) 採納、修訂或執行任何董事或其聯繫人士可從中受惠之僱員股份計劃或任何股份獎勵或購股權計劃；或</p> <p>(b) 採納、修訂或執行與董事、其聯繫人士及本公司或其任何附屬公司之僱員均有關之退休基金或退休、身故或傷殘福利計劃，而並無給予任何董事或其聯繫人士任何與該計劃或基金有關之人士一般未獲賦予之特權或利益；及</p> <p>(v) 董事或其聯繫人士因其在本公司股份或債券或其他證券擁有之權益而與本公司股份或債券或其他證券之其他持有人以同一方式在其中擁有權益之任何合約或安排。」</p> | <p>(iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:-</p> <p>(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or</p> <p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p>(v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”</p> |
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(l) 刪除現有細則第107(e)條，並以下列新細則第107(e)條取代：

「(e) 倘若於董事會議上提出任何有關一名董事（會議主席除外）或其聯繫人士之重大權益，或任何董事（主席除外）投票權之問題，且並未能因該董事自願放棄投票或不計入投票人數內而解決有關問題，則該問題須交由大會主席定奪，而主席就有關其他董事或其聯繫人士之決定乃最終及決定性，除非根據該董事所知，該董事或其聯繫人士之權益性質或範圍並無公平地向其他董事披露。如任何上述問題發生在大會主席或其聯繫人士身上，有關問題須由董事決議案決定（就此而言，主席不得計入會議法定人數內且不得投票），而決議案之決定為最終及決定

(l) deleting the existing Article 107(e) and substituting therefor the following new Article 107(e):

“(e) If any question shall arise at any meeting of the Directors as to the materiality of the interest of a Director (other than the chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than the chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director or his associate(s) shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his associate(s) concerned as known to such Director has not been fairly disclosed to the other Directors. If any question as aforesaid shall arise in respect of the chairman of the meeting or his associate(s), such question shall be decided by a resolution of the Directors (for which purpose such chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or his associate(s) as known to such chairman has not

性，除非根據主席所知，其權益性質或範圍並無公平地向其他董事披露。就本段及有關替任董事而言，在並無抵觸替任董事之其他權益之情況下，其委任人或委任人之聯繫人士之權益，將被視作替任董事之權益。」；

(m) 將整條現有細則第 107(f) 條刪除，並以下列新細則第 107(f) 條取代：

「(f) 已刪除」；

並動議授權本公司董事在彼等全權酌情認為屬合宜之情況下作出進一步行動，並代表本公司落實前述對現有細則進行修訂。」

9. 處理其他事務。

承董事會命  
吉利汽車控股有限公司  
主席  
賀學初

香港，二零零四年四月十五日

been fairly disclosed to the other Directors. For the purposes of this paragraph and in relation to an alternate Director, an interest of his appointor or his associate(s) shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise.”;

(m) deleting the existing Article 107(f) in its entirety and replace with the following new Article 107(f):

“(f) Deleted”;

and **THAT** any director of the Company be and is hereby authorised to take such further action as he/she may, in his/her sole and absolute discretion, think fit for and on behalf of the Company to implement the aforesaid amendments to the existing Articles.”

9. To transact any other business.

By Order of the Board  
**GEELY AUTOMOBILE HOLDINGS LIMITED**  
**He Xue Chu**  
Chairman

Hong Kong, 15 April 2004

## NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

### 附註：

- 1) 本公司將於二零零四年五月十一日（星期二）至二零零四年五月十八日（星期二）（包括首尾兩日）暫停辦理股份過戶登記手續，以確定有權在上述通告召開的會議上投票之股東，期間將不會辦理股份過戶登記手續。如欲享有投票權，所有本公司股份的過戶文件連同有關股票，必須於二零零四年五月十日（星期一）下午四時正前送達本公司在香港的股份過戶登記分處，標準證券登記有限公司（地址為香港灣仔告士打道56號東亞銀行港灣中心地下）辦理過戶登記手續。
- 2) 凡有權出席上述大會並於會上投票之股東，均可委派一位或以上代表出席，並代其投票。委任代表無需為本公司之股東。
- 3) 指定格式之代表委任表格連同委任人簽署之授權書或其他授權文件（如有），最遲須於大會指定舉行時間四十八小時前，送達本公司在香港之總辦事處，地址為香港灣仔港灣道23號鷹君中心23樓2301室，方為有效。
- 4) 就通告第4項決議案所載決議案而言，本公司已尋求股東批准授予董事會一般性授權，以購回本公司股份。
- 5) 就通告第5及第6項決議案所載決議案而言，本公司已尋求股東批准授予董事會一般性授權，以按照香港聯合交易所有限公司證券上市規則配發、發行及處理本公司股份。
- 6) 一份載有關於大會通告第4至第6項決議案之資料之說明函件，將隨同二零零三年度年報一併寄予股東。

### Notes:

- 1) The Register of Members of the Company will be closed from Tuesday, 11 May 2004 to Tuesday, 18 May 2004 (both days inclusive), for the purpose of establishing the entitlement of members to vote at the meeting convened by the above notice. During this period, no transfer of shares of the Company will be registered. In order to qualify for voting, all transfers of shares of the Company, accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Registrar in Hong Kong, Standard Registrars Limited at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Hong Kong not later than 4:00 p.m. on Monday, 10 May 2004.
- 2) Any 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 of the Company.
- 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 must be deposited at the Company's principal office in Hong Kong at Room 2301, 23/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- 4) With respect to the resolution set out in resolution no. 4 of the notice, approval is being sought from shareholders for a general mandate to be given to the directors to purchase shares of the Company.
- 5) With respect to the resolutions set out in resolution nos. 5 and 6 of the notice, approval is being sought from shareholders for general mandates to be given to the directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- 6) An explanatory statement containing the information with respect to the resolutions set out in resolution nos. 4 to 6 of the notice of the meeting will be sent to the shareholders together with the 2003 Annual Report.