

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute, and is not intended to be, an invitation or offer to acquire, purchase or subscribe for, or offer to sell or a solicitation of any offer to buy securities in Hong Kong, the United States or elsewhere. Securities may not be offered or sold in the United States absent registration or an exemption from registration. Neither this announcement nor any content contained herein shall form the basis of any contract or commitment whatsoever. Such offer or invitation will be made only by means of a prospectus that may be obtained from the issuer and that will contain detailed information about the issuer and management, as well as financial statements and only in jurisdictions in which such offer or invitation may legally and validly be made.

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)

DISTRIBUTION IN SPECIE

ASSURED ENTITLEMENT

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

- (i) a Qualifying Shareholder holding a whole multiple of a Qualifying Lot (i.e. 22,000 Shares) will be entitled to one Distribution ADS for every whole multiple of a Qualifying Lot held. Such Qualifying Shareholder may elect to receive the Distribution ADS(s) to which he/she/it is entitled, or, in lieu of such Distribution ADS(s), a cash payment of approximately HK\$164.43 for every whole multiple of a Qualifying Lot, which is equivalent to the Offer Price in Hong Kong dollars at the exchange rate of US\$1.00 to HK\$7.83;

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

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

Pursuant to the Articles of Association, the Distribution is subject to the Shareholders' approval. An EGM will be convened to seek the Shareholders' approval for the Distribution. A Circular containing, among other things, the detailed terms and conditions of the Distribution and the procedures and certification requirements for accepting the Distribution is expected to be despatched to the Shareholders on or before 30 May 2024.

GENERAL

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

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

References are made to the announcements of the Company dated 31 October 2022, 13 December 2022, 25 August 2023, 10 November 2023, 26 November 2023, 21 March 2024, 5 May 2024 and 10 May 2024 (collectively, the “**Announcements**”) in relation to the Proposed Spin-off, the Proposed Subscription and the resignation of an executive Director. Capitalised terms used herein shall have the same meanings as defined in the Announcements, unless otherwise stated.

ASSURED ENTITLEMENT

Basis of Entitlement

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

- (i) a Qualifying Shareholder holding a whole multiple of a Qualifying Lot (i.e. 22,000 Shares) will be entitled to one Distribution ADS for every whole multiple of a Qualifying Lot held. Such Qualifying Shareholder may elect to receive the Distribution ADS(s) to which he/she/it is entitled, or, in lieu of such Distribution ADS(s), a cash payment of approximately HK\$164.43 for every whole multiple of a Qualifying Lot, which is equivalent to the Offer Price in Hong Kong dollars at the exchange rate of US\$1.00 to HK\$7.83;

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

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

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

Qualifying Shareholders

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

Non-Qualifying Shareholders

The Non-Qualifying Shareholders are the Shareholders (including beneficial owners) who are:

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

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

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

Overseas Shareholders and Stock Connect Investors

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

Further details will be provided in the Circular regarding whether the Board considers it necessary and expedient to exclude any overseas Shareholders after making enquiries on the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place.

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

As at the date of this announcement, pursuant to Article 24 of the Implementation Rules for Registration, Depository and Clearing Services under the Mainland-Hong Kong Stock Markets Connect Programme (《內地與香港股票市場交易互聯互通機制登記、存管、結算業務實施細則》), if the Stock Connect Investors receive any securities not listed on the Stock Exchange, they will not be allowed to buy or sell such securities through the Stock Connect. Considering the practical difficulty of the Stock Connect Investors in realizing the benefit of the Distribution ADSs, the Stock Connect Investors will not be able to elect to receive the Distribution ADSs and so will only receive the cash distribution instead, the amount of which is subject to finalized distribution arrangement determined by the Company. This arrangement is in accordance with Question No. 4 of the Frequently Asked Questions Series 29 released by the Stock Exchange on 17 November 2014 and last updated on 13 July 2018.

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

Circular and Form of Election

Pursuant to the Articles of Association, the Distribution is subject to the Shareholders' approval. An EGM will be convened to seek the Shareholders' approval for the Distribution. A Circular containing, among other things, the detailed terms and conditions of the Distribution and the procedures and certification requirements for accepting the Distribution is expected to be despatched to the Shareholders on or before 30 May 2024.

A Qualifying Shareholder holding a Qualifying Lot on the Record Date will be sent a Form of Election. The Form of Election will set out the number of the Distribution ADSs to which the relevant Qualifying Shareholder is entitled. Any Non-Qualifying Shareholders and any Qualifying Shareholders holding less than 22,000 Shares will not receive any Form of Election.

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

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

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

Expected timetable for the Distribution

The expected timetable for the Distribution is as follows:

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

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

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

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

GENERAL

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

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

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“ADS(s)”	the American Depositary Share(s) to be issued pursuant to a deposit agreement between ZEEKR and a depository, each representing 10 ZEEKR Shares, which are listed on the New York Stock Exchange;
“Articles of Association”	the second amended and restated articles of association of the Company;
“Assured Entitlement”	the proposed provision of a distribution in specie of ADSs to the Shareholders (or cash alternative for those Shareholders who are entitled to fractional ADSs, who elect to receive cash in lieu of ADSs, who are located in the U.S. or are U.S. persons (as defined in Regulation S), or are otherwise ineligible holders of ADSs) by the Company to be considered by the Board pursuant to paragraph 3(f) of PN15;
“Board”	the board of Directors of the Company;
“Circular”	a circular convening the EGM and containing the detailed terms and conditions of the Distribution and the procedures and certification requirements for accepting the Distribution;

“Company”	Geely Automobile Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose Shares are listed on the main board of the Stock Exchange (stock codes: 175 (HKD counter) and 80175 (RMB counter));
“Director(s)”	the director(s) of the Company;
“Distribution”	the proposed special dividend of the Company, to be satisfied by the distribution in specie of ADSs to the Qualifying Shareholders;
“Distribution ADS(s)”	the ADS(s) to be distributed to the Qualifying Shareholders pursuant to the Distribution;
“EGM”	the extraordinary general meeting of the Company to be held on 18 June 2024;
“Form of Election”	the form of election to be completed by the Qualifying Shareholders pursuant to which each Qualifying Shareholder may elect to receive Distribution ADSs or cash in lieu of all the Distribution ADSs to which they are entitled;
“Group”	the Company and its Subsidiaries;
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Non-Qualifying Shareholders”	those Shareholders who are (i) on the Record Date, resident or located in places outside Hong Kong in respect of which the Directors consider the exclusion from receiving the ADSs under the Distribution to be necessary or expedient on account of either the legal restrictions under the laws of the relevant place or the requirements of a regulatory body or stock exchange in that place, in accordance with Rule 13.36(2) of the Listing Rules; (ii) without limitation to the generality of the foregoing, located in the U.S. or who are U.S. Persons; or (iii) otherwise unable to make the certifications required in the Form of Election in order to be entitled to receive the Distribution ADSs;
“Offer Price”	US\$21, the initial public offering price per ADS under the ZEEKR Offering;

“PN15”	Practice Note 15 to the Listing Rules;
“PRC”	the People’s Republic of China, and for the purposes of this announcement for geographical reference only (unless otherwise indicated), excluding Taiwan, the Macau Special Administrative Region of the PRC and Hong Kong;
“Proposed Spin-off”	the proposed spin-off of ZEEKR, involving the ZEEKR Offering and the proposed separate listing of the ADSs on the New York Stock Exchange;
“Qualifying Lot”	22,000 Shares;
“Qualifying Shareholder(s)”	Shareholder(s) whose names appear on the register of members of the Company on the Record Date, other than the Shareholders who are, or who are acting for the account or benefit of, the Non-Qualifying Shareholders;
“Record Date”	3 July 2024, the date by reference to which entitlements to the Distribution are determined;
“Regulation S”	Regulation S under the Securities Act;
“RMB”	Renminbi, the lawful currency of the PRC;
“SEC”	the Securities and Exchange Commission of the U.S.;
“Securities Act”	the United States Securities Act of 1933, as amended from time to time
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.02 each in the share capital of the Company;
“Shareholder(s)”	the holders of Shares of the Company;
“Stock Connect”	the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect;
“Stock Connect Investor(s)”	the PRC southbound trading investor(s) holding the Company’s securities through the Stock Connect;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary(ies)”	has the meaning as ascribed thereto in the Listing Rules;

“US\$”	United States Dollar, the lawful currency of the U.S.;
“U.S.”	the United States of America;
“U.S. Person(s)”	as defined in Rule 902 under the Securities Act;
“ZEEKR”	ZEEKR Intelligent Technology Holding Limited, a non-wholly owned Subsidiary of the Company;
“ZEEKR Offering”	an offering of shares in ZEEKR represented by ADSs in the U.S. registered with the SEC;
“ZEEKR Shares”	ordinary shares of par value US\$0.0002 each in the capital of ZEEKR; and
“%”	per cent.

For the purpose of this announcement, unless otherwise indicated, the exchange rate of US\$1.00 = HK\$7.83 has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged at such rate or any other rate or at all on the date or dates in question or any other date.

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

Hong Kong, 16 May 2024

As at the date of this announcement, the executive directors of the Company are Mr. Li Shu Fu (Chairman), Mr. Li Dong Hui, Daniel (Vice Chairman), Mr. Gui Sheng Yue (Chief Executive Officer), Mr. Ang Siu Lun, Lawrence, Ms. Wei Mei and Mr. Gan Jia Yue, and the independent non-executive directors of the Company are Mr. An Qing Heng, Mr. Wang Yang, Ms. Gao Jie, Ms. Yu Li Ping, Jennifer and Mr. Zhu Han Song.