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長城汽車股份有限公司
GREAT WALL MOTOR COMPANY LIMITED*
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2333)

(1) POLL RESULTS OF
(i) ANNUAL GENERAL MEETING,
(ii) H SHAREHOLDERS' CLASS MEETING AND
(iii) A SHAREHOLDERS' CLASS MEETING
(2) DIVIDEND PAYMENT

The board of directors (the **"Board"**) of Great Wall Motor Company Limited (the **"Company"**) is pleased to announce the poll results of the annual general meeting (the **"AGM"**), the H shareholders' class meeting (the **"H Shareholders' Class Meeting"**) and the A shareholders' class meeting (the **"A Shareholders' Class Meeting"**) (together with the AGM and the H Shareholders' Class Meeting, collectively referred to as the **"Meetings"**) of the Company convened on Monday, 25 April 2022, at No. 2266 Chaoyang Road South, Baoding, Hebei Province, the People's Republic of China (the **"PRC"**). The resolutions proposed were duly passed by the shareholders of the Company (the **"Shareholders"**) present at the relevant Meetings.

For details of the resolutions considered at the Meetings, Shareholders may refer to the notice of the AGM (the **"Notice of AGM"**), the notice of the H Shareholders' Class Meeting (the **"Notice of H Shareholders' Class Meeting"**) and the circular (the **"Circular"**) of the Company, all dated 29 March 2022. Unless otherwise stated in the context of this announcement, the capitalised terms used herein shall have the same meanings as those defined in the Circular.

1. CONVENING AND ATTENDANCE OF THE MEETINGS

(i) Convening of the Meetings

The Meetings were held on Monday, 25 April 2022 at No. 2266 Chaoyang Road South, Baoding, Hebei Province, the PRC. The Meetings were convened as on-site meetings by the Board and chaired by Ms. Li Hong Shuan, an Executive Director. Executive Directors Mr. Wei Jian Jun and Mr. Zhao Guo Qing, non-executive Director Mr. He Ping, and independent non-executive Directors Mr. Li Wan Jun, Ms. Yue Ying and Mr. Ng Chi Kit did not attend the Meetings due to business engagements. No resolutions were vetoed or amended and no new resolutions were proposed for voting at the Meetings.

Both on-site voting and online voting methods were adopted for the Meetings. Online voting was conducted through the trading system of the Shanghai Stock Exchange and was participated by the holders of A shares of the Company (the **"A Shareholders"**).

(ii) Attendance of the Meetings

(i) Attendance of the AGM

A poll was demanded by the chairman of the Board for voting on the proposed resolutions as set out in the Notice of AGM which had been delivered to all Shareholders, and the resolutions were approved by the Shareholders by way of poll.

As at the date of the AGM, the total number of the issued shares of the Company was 9,235,659,033 representing the total number of the issued shares of the Company which entitled their holders to attend the AGM and vote for or against the resolutions proposed thereat. None of the Shareholders who were entitled to attend the AGM was required to vote only against the resolutions proposed thereat and none of the Shareholders was required to abstain from voting on the proposed resolutions at the AGM.

The Shareholders holding 6,274,286,723 Shares (comprising 5,160,934,418 A Shares and 1,113,352,305 H Shares) with voting rights (representing 67.94% of the entire issued share capital of the Company) or their proxies were present at the meeting, and constituted a quorum of the meeting prescribed by the Company Law of the PRC and the Articles of Association of the Company (the “**Articles of Association**”). Voting by the Shareholders on any of the proposed resolutions at the AGM was not subject to any restrictions.

(ii) Attendance of the H Shareholders’ Class Meeting

A poll was demanded by the chairman of the Board for voting on the proposed resolutions as set out in the Notice of the H Shareholders’ Class Meeting which had been delivered to all the holders of H shares of the Company (the “**H Shareholders**”), and the resolutions were approved by the H Shareholders by way of poll.

As at the date of the H Shareholders’ Class Meeting, the total number of the issued H shares of the Company (“**H Shares**”) was 3,099,540,000 representing the total number of the issued H Shares which entitled their holders to attend the H Shareholders’ Class Meeting and vote for or against the resolutions proposed thereat. None of the H Shareholders who were entitled to attend the H Shareholders’ Class Meeting was required to vote only against the resolutions proposed thereat and none of the H Shareholders was required to abstain from voting on the proposed resolution(s) at the H Shareholders’ Class Meeting.

H Shareholders holding 1,113,755,867 H Shares with voting rights (representing 35.93% of the total issued H Shares with voting rights) or their proxies were present at, and constituted a quorum of, the H Shareholders’ Class Meeting in accordance with the Company Law of the PRC and the Articles of Association. There was no restriction on H Shareholders to cast vote on the proposed resolutions at the H Shareholders’ Class Meeting.

(iii) Attendance of the A Shareholders’ Class Meeting

A poll was demanded by the chairman of the Board for voting on the resolutions to be considered at the A Shareholders’ Class Meeting as set out in the Notice of the Annual General Meeting for 2021, the First H Shareholders’ Class Meeting for 2022 and the First A Shareholders’ Class Meeting for 2022 of Great Wall Motor Company Limited

(《 長城汽車股份有限公司關於召開2021年年度股東大會、2022年第一次H股類別股東會議及2022年第一次A股類別股東會議的通知》) published on the website of Shanghai Stock Exchange, and the resolutions were approved by the A Shareholders by way of poll.

As at the date of the A Shareholders' Class Meeting, the total number of issued A shares of the Company ("**A Shares**") was 6,136,119,033 representing the total number of issued A Shares which entitled their holders to attend and vote for or against the resolutions proposed at the A Shareholders' Class Meeting. None of the A Shareholders who were entitled to attend the A Shareholder's Class Meeting was required to vote only against the resolutions proposed thereat and none of the A Shareholders was required to abstain from voting on the proposed resolution(s) at the A Shareholders' Class Meeting.

A Shareholders holding 5,160,934,418 A Shares with voting rights (representing 84.11% of the total issued A Shares with voting rights) or their proxies were present at, and constituted a quorum of, the A Shareholders' Class Meeting in accordance with the Company Law of the PRC and the Articles of Association. There was no restriction on A Shareholders to cast vote on the proposed resolutions at the A Shareholders' Class Meeting.

2. VOTING RESULTS OF THE MEETINGS

(i) Poll results of the resolutions proposed at the AGM

The resolutions set out below were the same as those set out in the Notice of AGM. The Shareholders present at the AGM considered and approved the following resolutions by way of poll (on-site voting and online voting). The percentage of voting in respect of each of the following resolutions is based on the total number of A Shares and H Shares held by the Shareholders who attended and voted at the AGM in person or by proxies.

Ordinary Resolutions

- (1) Resolution: to consider and approve the audited financial report for the year 2021;

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,160,458,118	99.99077	408,400	0.00791	67,900	0.00132
H shares	1,086,356,361	97.57526	25,820,444	2.31916	1,175,500	0.10558
Total ordinary shares	6,246,814,479	99.56214	26,228,844	0.41804	1,243,400	0.01982

- (2) Resolution: to consider and approve the Report of the Board for the year 2021;

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,160,807,718	99.99754	58,800	0.00114	67,900	0.00132
H shares	1,111,181,305	99.80500	996,000	0.08946	1,175,000	0.10554
Total ordinary shares	6,271,989,023	99.96338	1,054,800	0.01681	1,242,900	0.01981

- (3) Resolution: to consider and approve the profit distribution proposal for the year 2021;

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,160,575,118	99.99304	359,300	0.00696	0	0.00000
H shares	1,109,164,055	99.62382	4,188,250	0.37618	0	0.00000
Total ordinary shares	6,269,739,173	99.92752	4,547,550	0.07248	0	0.00000

- (4) Resolution: to consider and approve the annual report of the Company for the year 2021;

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,160,807,818	99.99754	58,700	0.00114	67,900	0.00132
H shares	1,111,181,305	99.80500	996,000	0.08946	1,175,000	0.10554
Total ordinary shares	6,271,989,123	99.96338	1,054,700	0.01681	1,242,900	0.01981

- (5) Resolution: to consider and approve the Report of the Independent Directors for the year 2021;

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,160,807,818	99.99754	58,700	0.00114	67,900	0.00132
H shares	1,111,181,305	99.80500	996,000	0.08946	1,175,000	0.10554
Total ordinary shares	6,271,989,123	99.96338	1,054,700	0.01681	1,242,900	0.01981

- (6) Resolution: to consider and approve the Report of the Supervisory Committee for the year 2021;

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,160,807,818	99.99755	58,400	0.00113	68,200	0.00132
H shares	1,111,181,305	99.80500	996,000	0.08946	1,175,000	0.10554
Total ordinary shares	6,271,989,123	99.96338	1,054,400	0.01681	1,243,200	0.01981

- (7) Resolution: to consider and approve the operating strategies of the Company for the year 2022;

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,160,926,218	99.99984	8,200	0.00016	0	0.00000
H shares	1,113,351,805	99.99996	500	0.00004	0	0.00000
Total ordinary shares	6,274,278,023	99.99986	8,700	0.00014	0	0.00000

- (8) Resolution: to consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's external auditor for the year ending 31 December 2022 for the audit and review of the financial statements and audit of internal control (the term of such re-appointment shall commence from the date on which this resolution is passed until the date of the convening of the 2022 AGM) and to authorise the board of directors (the "**Board**") of the Company to fix its remunerations not exceeding RMB3,500,000;

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,160,415,525	99.98995	517,093	0.01002	1,800	0.00003
H shares	1,085,695,674	97.51591	27,656,631	2.48409	0	0.00000
Total ordinary shares	6,246,111,199	99.55094	28,173,724	0.44903	1,800	0.00003

- (9) Resolution: to consider and approve the plan of guarantees to be provided by the Company for the year 2022;

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,145,528,045	99.70148	15,406,373	0.29852	0	0.00000
H shares	670,432,299	60.21745	442,629,506	39.75646	290,500	0.02609
Total ordinary shares	5,815,960,344	92.69516	458,035,879	7.30021	290,500	0.00463

- (10) Resolution: to consider and approve the bill pool business to be carried out by the Company for the year 2022;

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,160,926,218	99.99984	8,200	0.00016	0	0.00000
H shares	1,113,352,305	100.00000	0	0.00000	0	0.00000
Total ordinary shares	6,274,278,523	99.99987	8,200	0.00013	0	0.00000

Special Resolutions

- (11) Resolution: to consider the mandate to the Board to issue A Shares and H Shares of the Company.

An unconditional general mandate shall be granted to the Board to separately or concurrently allot, issue and/or deal with additional shares, whether A Shares or H Shares, in the share capital of the Company, which can be exercised once or more during the Relevant Period, subject to the following conditions:

- (a) the effect of such mandate must not extend beyond the Relevant Period except that the Board may during the Relevant Period enter into or grant offer proposals, agreements or options which may require the exercise of such mandate after the end of the Relevant Period;
- (b) the aggregate nominal amount of A Shares and H Shares, including but not limited to ordinary shares, preference shares, securities convertible into shares, options, warrants or similar rights for subscription of any shares or of such convertible securities, approved to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board under such mandate must not respectively exceed:
 - (I) 20% of the aggregate nominal amount of A Shares of the Company in issue; and/or
 - (II) 20% of the aggregate nominal amount of H Shares of the Company in issue,in each case as at the date of this resolution; and
- (c) the Board of the Company will only exercise such rights in accordance with the Company Law of the People's Republic of China (the "PRC") and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), and only if approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

A mandate shall be granted to the Board, subject to issuance of shares mentioned above of this resolution, to:

- (a) approve, conclude, make, procure to conclude, and act on all such documents, deeds and matters it considers relevant to the issuance of such new shares, including but not limited to:

- (I) determining the type and number of shares to be issued;
 - (II) determining the pricing method, target subscribers and issue interest rate of the new shares and issue/conversion/exercise price (including the price range);
 - (III) determining the commencement and closing dates for offering new shares;
 - (IV) determining the use of the proceeds from offering new shares;
 - (V) determining the type and number of new shares (if any) to be issued to existing shareholders;
 - (VI) entering into or granting such offer proposals, agreements or share options that may be required as a result of the exercise of such rights; and
 - (VII) excluding shareholders residing in places outside the PRC or the Hong Kong Special Administrative Region of the PRC (“Hong Kong”) due to prohibitions or requirements enacted by overseas laws or regulations on offering or placing shares to shareholders of the Company and as considered necessary or appropriate by the Board after making inquiries on such ground;
- (b) engage intermediaries in relation to the issuance, approve and sign all acts, agreements, documents and other relevant matters necessary, appropriate and desirable for or related to the issuance; consider and approve and sign on behalf of the Company agreements related to the issuance, including but not limited to underwriting agreements, placement agreements and intermediaries engagement agreements;
 - (c) consider and approve and sign on behalf of the Company issuance documents related to the issuance for delivery to the relevant regulatory authorities, perform relevant approval procedures in accordance with the requirements of the regulatory authorities and places where the shares of the Company are listed, and carry out necessary procedures including filing, registration and recording with the relevant government departments in Hong Kong and/or any other regions and jurisdictions (if applicable);
 - (d) make amendments to the relevant agreements and statutory documents in accordance with the requirements of domestic and foreign regulatory authorities;
 - (e) register the increase in capital with the relevant PRC authorities based on the actual increase in registered capital of the Company due to issuance of

shares in accordance with sub-paragraph I of this resolution, and make amendments to the Articles of Association of the Company as it considers appropriate to reflect the additional registered capital; and

- (f) carry out all necessary filing and registration in the PRC and Hong Kong and/or do the same with other relevant authorities. For the purpose of this resolution:

“A Shares”

means the domestic shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in RMB by PRC investors;

“Board”

means the domestic shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in RMB by PRC investors;

“H Shares”

means the overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars; and

“Relevant Period”

means the period from the passing of this resolution until whichever is the earliest of the following three dates:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of a period of twelve months following the passing of this resolution; or
- (c) the date on which the authority conferred by this resolution is revoked or varied by a special resolution of shareholders of the Company at a general meeting.

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,139,283,285	99.58048	21,651,133	0.41952	0	0.00000
H shares	314,831,877	28.27783	798,392,928	71.71072	127,500	0.01145
Total ordinary shares	5,454,115,162	86.92805	820,044,061	13.06992	127,500	0.00203

- (12) “**THAT** the Board be and is hereby authorised to repurchase A Shares and H Shares of the Company:
- i. subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period of all the powers of the Company to repurchase H Shares with a nominal value of RMB1 each of the Company in issue and listed on the Hong Kong Stock Exchange and A Shares with a nominal value of RMB1 each of the Company in issue and listed on the Shanghai Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange, the Shanghai Stock Exchange or any other governmental or regulatory body be and is hereby approved;
 - ii. The aggregate nominal amount of H Shares and A Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of H Shares in issue as at the date of the passing of this resolution and the passing of the relevant resolutions at the class meetings of shareholders of the Company and 10% of the number of A Shares in issue as at the date of the passing of this resolution and the passing of the relevant resolutions at the class meetings of shareholders of the Company;
 - iii. the approval in paragraph (a) above shall be conditional upon:
 - 1. the passing of a special resolution on the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the H Shareholders’ Class Meeting of the Company to be held on Monday, 25 April 2022 (or on such adjourned date as may be applicable) and the A Shareholders’ Class Meeting of the Company to be held on Monday, 25 April 2022 (or on such adjourned date as may be applicable);
 - 2. the approvals of all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and

3. the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure under article 29 of the articles of association of the Company as described above. If the Company determines to repay any amount to any of its creditors in circumstances described under this subparagraph (c) (iii), it is expected that the Company will do so out of its internal funds;
- iv. subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the above-mentioned conditions, the Board be and is hereby authorised to:
 1. determine the time, duration, price and number of shares of the repurchase;
 2. notify creditors and issue announcements;
 3. open overseas share accounts and carry out related change of foreign exchange registration procedures;
 4. carry out relevant approval and filing procedures as required by regulatory authorities and the stock exchanges where the shares of the Company are listed;
 5. execute all such documents, do all such acts and things and sign all documents and take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares contemplated under paragraph (a) above in accordance with the applicable laws, regulations and rules;
 6. carry out cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the articles of association of the Company to reflect the new capital structure of the Company, and carry out statutory registrations and filings procedures; and
 7. execute and handle other documents and matters related to the repurchase of shares;
- v. for the purpose of this resolution:

“A Shareholders’ Class Meeting”	means the class meeting of A Shareholders;
“Board”	means the board of directors of the Company;
“H Shares”	means the overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars;
“H Shareholders’ Class Meeting”	means the class meeting of H Shareholders;
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong

Limited;
and

“Relevant Period”

means the period from the passing of this special resolution until whichever is the earliest of:

1. the conclusion of the next annual general meeting of the Company following the passing of this resolution;
2. the expiration of a period of twelve months following the passing of this resolution at the annual general meeting, and the relevant resolutions at the H Shareholders’ Class Meeting and the A Shareholders’ Class Meeting; or
3. the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or by a special resolution of shareholders at a H Shareholders’ Class Meeting or an A Shareholders’ Class Meeting.”

Specific authorization for the Board to handle the repurchase of A Shares and H Shares: that a mandate be granted for any Director of the Company to act on behalf of the Board, based on the Company’s needs and market conditions and subject to obtaining approval from relevant regulatory authorities and compliance with laws, administrative regulations and the Articles of Association of Great Wall Motor Company Limited (**“Articles of Association”**), to make timely decision on matters relating to the repurchase of H Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of passing this resolution and A Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of passing this resolution during the period of the relevant mandate (including but not limited to determining the timing, quantity and price of share repurchase, opening overseas securities account and going through the corresponding procedures for changes of foreign exchange registration, informing creditors and making announcement, cancelling the repurchased shares, reducing the registered capital, amending the Articles of Association, and going through procedures for changes of registration and executing and handling other documents and matters related to the share repurchase).

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,160,304,245	99.98779	151,280	0.00293	478,893	0.00928
H shares	1,099,638,763	98.76827	8,285,602	0.74420	5,427,940	0.48753
Total ordinary shares	6,259,943,008	99.77139	8,436,882	0.13447	5,906,833	0.09414

(ii) Poll results of the resolution proposed at the H Shareholders' Class Meeting

The resolution set out below was the same as that set out in the Notice of the H Shareholders' Class Meeting. The H Shareholders present at the H Shareholders' Class Meeting considered and approved the following resolution by way of poll (on-site voting). The percentage of votes on the following resolution was based on the total number of H Shares held by the H Shareholders who attended and voted at the H Shareholders' Class Meeting in person or by proxies.

Special Resolution

- (1) Resolution: "THAT the Board be and is hereby authorised to repurchase A Shares and H Shares of the Company:
 - (a) subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period of all the powers of the Company to repurchase H Shares with a nominal value of RMB1 each of the Company in issue and listed on the Hong Kong Stock Exchange and A Shares with a nominal value of RMB1 each of the Company in issue and listed on the Shanghai Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange, the Shanghai Stock Exchange or any other governmental or regulatory body be and is hereby approved;
 - (b) the aggregate nominal amount of H Shares and A Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of H Shares in issue as at the date of the passing of this resolution and the passing of the relevant resolutions at the annual general meeting of the Company and the A Shareholders' Class Meeting and 10% of the number of A Shares in issue as at the date of the passing of this resolution and the passing of the relevant resolutions at the class meetings of shareholders of the Company;

- (c) the approval in paragraph (a) above shall be conditional upon:
- (i) the passing of a special resolution on the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the annual general meeting of the Company to be held on Monday, 25 April 2022 (or on such adjourned date as may be applicable); and the A Shareholders' Class Meeting of the Company to be held on Monday, 25 April 2022 (or on such adjourned date as may be applicable);
 - (ii) the approvals of all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
 - (iii) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure under article 29 of the articles of association of the Company as described above. If the Company determines to repay any amount to any of its creditors in circumstances described under this sub-paragraph (c)(iii), it is expected that the Company will do so out of its internal funds.
- (d) subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the above-mentioned conditions, the Board be and is hereby authorised to:
- (i) determine the time, duration, price and number of shares of the repurchase;
 - (ii) notify creditors and issue announcements;
 - (iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;
 - (iv) carry out relevant approval and filing procedures as required by regulatory authorities and the stock exchanges where the shares of the Company are listed;
 - (v) execute all such documents, do all such acts and things and sign all documents and take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares contemplated under paragraph (a) above in accordance with the applicable laws, regulations and rules;

- (vi) carry out cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the articles of association of the Company to reflect the new capital structure of the Company, and carry out statutory registrations and filings procedures; and
 - (vii) execute and handle other documents and matters related to the repurchase of shares.
- (e) for the purpose of this resolution:

“A Shareholders’ Class Meeting”	means the class meeting of A Shareholders;
“Board”	means the board of directors of the Company;
“H Shares”	means the overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars;
“H Shareholders’ Class Meeting”	means the class meeting of H Shareholders;
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited; and
“Relevant Period”	means the period from the passing of this special resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of a period of twelve months following the passing of this resolution at the H Shareholders’ Class Meeting and the relevant resolutions at the annual general meeting and the A Shareholders’ Class Meeting; or
- (iii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or by a special resolution of shareholders at a H Shareholders’ Class Meeting or an A Shareholders’ Class Meeting.”

Specific authorization for the Board to handle the repurchase of A Shares and H Shares: that a mandate be granted for any Director of the Company to act on behalf of the Board, based on the Company’s needs and market conditions and subject to obtaining approval from relevant regulatory authorities and compliance with laws, administrative regulations and the Articles of Association of Great Wall Motor Company Limited (**“Articles of Association”**), to make timely decision on matters

relating to the repurchase of H Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of passing this resolution and A Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of passing this resolution during the period of the relevant mandate (including but not limited to determining the timing, quantity and price of share repurchase, opening overseas securities account and going through the corresponding procedures for changes of foreign exchange registration, informing creditors and making announcement, cancelling the repurchased shares, reducing the registered capital, amending the Articles of Association, and going through procedures for changes of registration and executing and handling other documents and matters related to the share repurchase).

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
H shares	1,102,708,112	99.00807	5,619,815	0.50458	5,427,940	0.48735

(iii) Poll results of the resolution proposed at the A Shareholders' Class Meeting

The resolution set below was the same as that considered by the A Shareholders' Class Meeting as set out in the Notice of the 2021 Annual General Meeting, the 2022 First H Shareholders' Class Meeting and the 2022 First A Shareholders' Class Meeting of Great Wall Motor Company Limited (《長城汽車股份有限公司關於召開2020年年度股東大會、2021年第一次H股類別股東會議及2021年第一次A股類別股東會議的通知》). The A Shareholders present at the A Shareholders' Class Meeting considered and approved the following resolution by way of poll (both on-site voting and online voting). The percentage of votes on the following resolution was based on the total number of A Shares held by the A Shareholders who attended and voted at the A Shareholders' Class Meeting in person or by proxies.

Special Resolution

1. Resolution: "THAT the Board be and is hereby authorised to repurchase A Shares and H Shares of the Company:

Voting result: Passed

Poll results:

Type of shareholders	For		Against		Abstained	
	Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
A shares	5,160,304,245	99.98779	151,280	0.00293	478,893	0.00928

3. DIVIDEND PAYMENT

The payment of a final dividend of RMB0.07 per Share (inclusive of tax) for the year ended 31 December 2021 to Shareholders whose names appear on the H Share register of members of the Company as at the close of business on Thursday, 19 May 2022 (“**Record Date**”), was approved by the Shareholders at the AGM.

The Company will distribute dividends as follows:

- (1) For H Shareholders (excluding Shareholders who are individual or corporate investors in Mainland China and who invest in the shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect)

- ① In accordance with the relevant regulations and the Articles of Association, dividend payable to the H Shareholders shall be calculated in RMB and paid in Hong Kong dollars.

The following conversion formula shall apply:

$$\text{Dividend in foreign currency} = \frac{\text{Dividend in Renminbi}}{\text{Hong Kong dollar exchange rate published by the People's Bank of China on the day prior to the announcement of the dividend}}$$

Pursuant to the Articles of Association and for the purpose of the above-mentioned final dividend, the date of the announcement of dividend is 25 April 2022. The Hong Kong dollar exchange rate published by the People's Bank of China on 22 April 2022 was RMB0.82340 (HK\$1= RMB0.82340). Based on the above formula, the dividend for each H Share is HK\$0.08501.

- ② Pursuant to the Articles of Association, the Company has appointed Bank of China (Hong Kong) Trustees Limited (the “Receiving Agent”), which is registered as a trust company under the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong), to receive the H Share dividends on behalf of H Shareholders. The dividend cheques will be issued by the Receiving Agent and will be posted by ordinary mail to H Shareholders at their own risk on or before 21 June 2022 (i.e. the date of distribution of H Share dividends).
- (2) Dividends payable to Shareholders who are individual and corporate investors in Mainland China and who invest in the shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect will be distributed in RMB by the Shanghai Branch of China Securities Depository and Clearing Corporation Limited (“**CSDC Shanghai Branch**”) as entrusted by the Company. The relevant dividends will be issued by the Company to CSDC Shanghai Branch on 21 June 2022, and will be distributed by CSDC Shanghai Branch on a centralized basis.

- (3) Dividends payable to Shareholders who are individual and corporate investors in Mainland China and who invest in the shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect will be distributed in RMB by the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited (“**CSDC Shenzhen Branch**”) as entrusted by the Company. The relevant dividends will be issued by the Company to CSDC Shenzhen Branch on 21 June 2022, and will be distributed by CSDC Shenzhen Branch on a centralized basis.
- (4) The Company will make separate arrangements regarding the payment of dividend to the A Shareholders and related matters.

4. WITHHOLDING OF INCOME TAXES ON DIVIDENDS PAID TO NON-RESIDENT ENTERPRISE SHAREHOLDERS

According to the Law of the People’s Republic of China on Enterprise Income Tax (《中華人民共和國企業所得稅法》) and the Implementing Rules for the Law of the People’s Republic of China on Enterprise Income Tax (《中華人民共和國企業所得稅法實施條例》) (collectively, “**Enterprise Income Tax Law**”), which took effect on 1 January 2008, and the Notice of the State Administration of Taxation on Issues Regarding the Withholding of Enterprise Income Taxes on Dividends Paid by Chinese Resident Enterprises to Overseas H-share Non-resident Corporate Shareholders (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) promulgated on 6 November 2008 by the State Administration of Taxation, when the Company distributes the annual dividends to non-resident corporate Shareholders whose names appear on the H Share register of members, the Company is obliged to withhold and pay on behalf of such Shareholders an enterprise income tax at the rate of 10%. Any shares registered in the name of a non-individual Shareholder, including Hong Kong Securities Clearing Company Nominees Limited, other nominees or trustees, or other organisations and groups, are deemed as shares held by non-resident corporate Shareholders. As such, the dividends that they are entitled to are subject to the enterprise income tax.

The above requirements are not applicable to the income tax regulations on dividends received by individual and corporate investors in Mainland China who invest in the shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect.

According to the relevant requirements of the Notice on the Tax Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知 財稅[2014]81號》) and the Notice on the Tax Policies Concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知 財稅[2016]127號》) jointly published by the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission of the PRC, the Company shall withhold an individual income tax at the rate of 20% on the dividends received by individual investors in Mainland China from the H shares which they invest in through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, and which are listed on the Hong Kong Stock Exchange. If an individual investor has already paid a withholding tax abroad, he/she may file an application for tax credit with the competent tax

authority of China Securities Depository and Clearing Co., Ltd. on the strength of an effective credit document. Reference shall be made to individual investor tax regulations for dividends received by securities investment funds in Mainland China from the shares which they invest in through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, and which are listed on the Hong Kong Stock Exchange. Dividends received by corporate investors in Mainland China from the shares which they invest in through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, and which are listed on the Hong Kong Stock Exchange shall be included in their total income and subject to enterprise income tax in accordance with the law. The Company does not withhold income taxes on dividends for corporate investors in Mainland China. The taxes payable shall be declared and paid by the corporations themselves.

The Company will strictly comply with the laws and the requirements of relevant government departments, and will withhold and pay the enterprise income taxes in strict compliance with the Company's register of H Shareholders on the Record Date. The Company shall not be liable to those Shareholders and shall not accept any requests raised due to the failure to confirm the identification of such Shareholders in time or due to the incapability to confirm their identification, or shall not accept any disputes over withholding tax arrangements. However, the Company may provide assistance to the extent of its ability as appropriate.

5. SCRUTINEER

Deloitte Touche Tohmatsu Certified Public Accountants LLP, the auditor of the Company, acted as the scrutineer and compared the poll results summary to the poll forms collected and provided by the Company. The work performed by Deloitte Touche Tohmatsu Certified Public Accountants LLP in this respect did not constitute an assurance engagement in accordance with the Auditing Standards for Certified Public Accountants of China, Review Standards for Certified Public Accountants of China or other standards on assurance engagements for certified public accountants of China, nor did it provide any assurance or advice on matters such as the legal interpretation of the voting or voting rights.

6. WITNESSING BY LAWYERS

The Meeting was witnessed by lawyers assigned by Zhong Lun Law Firm, Beijing, the PRC legal adviser of the Company. According to the legal opinion issued by Zhong Lun Law Firm, Beijing, the convening of and the procedures for the Meeting were in compliance with the requirements of the Company Law and Rules for Shareholders' General Meetings of the PRC and the Articles of Association of the Company; the eligibility of the attendees and the convenor of the Meeting was in compliance with the requirements of laws, regulations and regulatory documents of the PRC such as the Company Law and Rules for Shareholders' General Meetings as well as the Articles of Association and Rules of Procedures for Shareholders' General Meetings of the Company; and the procedures for the voting of the Meeting were in compliance with the requirements of the Company Law and Rules for Shareholders' General Meetings of the PRC and the Articles of Association of the Company, and the voting results thereat were legitimate and valid.

This announcement is available on the website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.gwm.com.cn).

By Order of the Board
Great Wall Motor Company Limited
Xu Hui
Company Secretary

Baoding, Hebei Province, the PRC, 25 April 2022

As at the date of this announcement, members of the Board comprise:

Executive Directors: Mr. Wei Jian Jun, Mr. Zhao Guo Qing and Ms. Li Hong Shuan.

Non-executive Director: Mr. He Ping.

Independent Non-executive Directors: Ms. Yue Ying , Mr. Li Wan Jun and Mr. Ng Chi Kit.

* *For identification purpose only*