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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)**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Great Wall Motor Company Limited (the “**Company**”) will be held at 2:00 p.m. on Wednesday, 8 February 2023 at the Company's Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the People's Republic of China (the “**PRC**”) to consider, approve and authorise the following:

**ORDINARY RESOLUTION**

1. To consider and approve the ordinary related party transactions with Spotlight Automotive under the Listing Rules of Shanghai Stock Exchange as set out in the circular of the Company dated 16 January 2023 (details of which were published on 16 January 2023 on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.gwm.com.cn](http://www.gwm.com.cn))).

**SPECIAL RESOLUTION**

2. “THAT:
  - (a) the refreshed general mandate granted to the Board to repurchase H Shares in the issued share capital of the Company as approved by the shareholders of the Company at the extraordinary general meeting, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting held on 17 November 2022 be and is hereby revoked (to the extent not already exercised, and without prejudice to any valid exercise of such general mandate prior to the passing of this resolution);
  - (b) subject to paragraphs (c) and (d) 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, 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;

- (c) the aggregate nominal amount of H Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (b) 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;
- (d) the approval in paragraph (b) 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 (d)(i)) at the H Shareholders' Class Meeting of the Company to be held on Wednesday, 8 February 2023 (or on such adjourned date as may be applicable) and the A Shareholders' Class Meeting of the Company to be held on Wednesday, 8 February 2023 (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 notification to creditors pursuant to Article 29 of the Articles of Association.
- (e) 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 all steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares contemplated under paragraph (b) 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.

(f) 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 EGM, and the relevant resolutions at the H Shareholders’ Class 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 an H Shareholders’ Class Meeting or an A Shareholders’ Class Meeting of the Company.”

Specific authorization for the Board to handle the repurchase of 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 H 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).

By Order of the Board

**Wei Jian Jun**

*Chairman*

Baoding, Hebei Province, the People's Republic of China  
16 January 2023

*Notes:*

- (A) The register of members of the Company will be closed from Friday, 3 February 2023 to Wednesday, 8 February 2023 (both days inclusive), during which no transfer of shares will be effected. H shareholders of the Company, whose names appear on the Company's register of members at the close of business on Thursday, 2 February 2023, are entitled to attend and vote at the EGM after completing the registration procedures for attending the meeting. In order to be entitled to attend and vote at the EGM, all completed share transfer documents should be lodged with the Company's H share registrar not later than 4:30 p.m. on Thursday, 2 February 2023 (Hong Kong time).

The address of the share registrar for the Company's H shares is as follows:  
Computershare Hong Kong Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre 183 Queen's Road East  
Wanchai  
Hong Kong

- (B) Holders of H shares, who intend to attend the EGM, must complete the reply slips for attending the EGM and return them to the office of the secretary to the Board not later than Thursday, 2 February 2023.

Details of the office of the secretary to the Board are as follows:  
No. 2266 Chaoyang Road South  
Baoding, Hebei Province  
the People's Republic of China  
Tel: (86-312) 2197813  
Fax: (86-312) 2197812

- (C) Each holder of H shares who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxy(ies), whether a shareholder or not, to attend and vote on his/her behalf at the EGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing. If the instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.
- (E) To be valid, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof.

- (F) If a proxy attends the EGM on behalf of a shareholder, he/she should produce his/her ID card and the instrument signed by the proxy or his/her legal representative, which specifies the date of its issuance. If the legal representative of a legal person shareholder attends the EGM, such legal representative should produce his/her ID card and valid documents evidencing his/her capacity as such legal representative. If a legal person shareholder appoints a representative of the company other than its legal representative to attend the EGM, such representative should produce his/her ID card and an authorisation instrument affixed with the seal of the legal person shareholder and duly signed by its legal representative.
- (G) The on-site registration for attending the EGM will open from 1:00 p.m. to 1:50 p.m. on Wednesday, 8 February 2023, after which no registration in respect of Shareholders' attendance of the meeting will be accepted. The place of registration is at Great Wall Motor Company Limited's Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the PRC.
- (H) The EGM is expected to last for half a day. Shareholders attending the EGM shall bear their own transportation and accommodation expenses.
- (I) For information on the attendance at meetings by A shareholders, please refer to the Notices of the 2023 First Extraordinary General Meeting, 2023 First H Shareholders' Class Meeting and 2023 First A Shareholders' Class Meeting of Great Wall Motor Company Limited (2023年第一次臨時股東大會、2023年第一次H股類別股東會議及2023年第一次A股類別股東會議的通知) published on the website of the Shanghai Stock Exchange (website: [www.sse.com.cn](http://www.sse.com.cn)) and the official website of the Company (website: [www.gwm.com.cn](http://www.gwm.com.cn)) on 16 January 2023.

*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 purposes only*