

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.



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: 02333 (HKD counter) and 82333 (RMB counter)

ANNOUNCEMENT

ADJUSTMENT TO THE TRANSFER PRICE OF THE EMPLOYEE STOCK OWNERSHIP PLAN FOR 2023 OF THE COMPANY

Reference is made to the Employee Stock Ownership Plan for 2023 of Great Wall Motor Company Limited (the “**2023 ESOP**”), which became effective on 16 June 2023, of Great Wall Motor Company Limited (the “**Company**” or “**Great Wall Motor**”). Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the 2023 ESOP.

The third meeting of the eighth session of the Board of Directors and the second meeting of the eighth session of the Supervisory Committee were convened by the Company on 18 July 2023, during which the Resolution on the Adjustment to the Transfer Price of the Employee Stock Ownership Plan for 2023 of the Company was considered and approved. Given that the profit distribution of the Company's A Shares for 2022 had been implemented, the Board of Directors of the Company adjusted the transfer price of the repurchased Shares under the 2023 ESOP from RMB13.82 per share to RMB13.52 per share, in accordance with authorisation of the shareholders' general meeting and relevant requirements of the 2023 ESOP.

I. THE PRICE ADJUSTMENT

(1) Background for the Adjustment

According to the Resolution on Profit Distribution Proposal for the Year 2022 considered and approved at the 2022 annual general meeting of the Company, the Company proposed to distribute annual cash dividends for the year ended 31 December 2022 to all of the Shareholders in an amount of RMB0.3 (tax inclusive) per share with the total share capital of the Company as at the record date for the profit distribution less the total number of shares in the specific securities account for repurchase of the Company as the basis of cash dividend distribution. The profit distribution of the Company's A Shares for 2022 has been implemented on 13 July 2023.

(2) Basis for the Adjustment

According to the relevant requirements of the 2023 ESOP, during the period between the pricing reference date and the date on which the shares repurchased by the Company are transferred to the ESOP through non-trading transfer or other methods permitted by laws and regulations, in the event of any ex-rights or ex-dividend matters of the Company, such as conversion of capital reserve into share capital and distribution of shares or dividends, the number and price of the Underlying Shares shall be adjusted accordingly.

Accordingly, the Company has adjusted the transfer price of the repurchased A Shares under the 2023 ESOP from RMB13.82 per share to RMB13.52 per share.

II. IMPACT OF THE PRICE ADJUSTMENT ON THE COMPANY

The adjustment to the transfer price of the 2023 ESOP of the Company will not affect the implementation of the 2023 ESOP of the Company and will not have any material impact on the Company's financial position and operating results for the year.

III. OPINION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent directors of the Company issued an independent opinion that the adjustment to the transfer price of the repurchased A Shares under the 2023 ESOP due to the implementation of the A Shares profit distribution proposal for the year 2022 was in compliance with the relevant provisions and actual situations of the 2023 ESOP. The adjustment fell within the scope of authorisation granted to the Board of Directors by the shareholders' general meeting without any prejudice to the interests of the Company and its shareholders, especially small and medium shareholders. The consideration and voting procedures of the Board of Directors were in compliance with the relevant laws, regulations and the Articles of Association. Therefore, we unanimously agreed to the Resolution on the Adjustment to the Transfer Price of the Employee Stock Ownership Plan for 2023 of the Company.

IV. EXAMINATION OPINION OF THE SUPERVISORY COMMITTEE

The Supervisory Committee of the Company was of the view that the adjustment to the transfer price of the repurchased Shares under the 2023 ESOP due to the implementation of the A Shares profit distribution proposal for the year 2022 was in compliance with the relevant provisions and actual situations of the 2023 ESOP. The consideration procedures of the Company were in compliance with the laws and regulations without any prejudice to the interests of the Company and its shareholders, especially small and medium shareholders. We unanimously agreed to the Resolution on the Adjustment to the Transfer Price of the Employee Stock Ownership Plan for 2023 of the Company.

V. CONCLUSIVE VIEW OF THE LEGAL OPINION

The legal opinion issued by Beijing Zhong Lun Law Firm is that the Company has obtained the necessary approval and authorisation for the transfer price adjustment of the employee stock ownership plan, and the price adjustment is in compliance with the relevant provisions of the Guiding Opinions on the Pilot Implementation of Employee Stock Ownership Plans by Listed Companies, the Self-regulatory Guidelines for the Companies Listed on the Shanghai Stock Exchange No. 1 – Standardized Operation and the Employee Stock Ownership Plan for 2023 of Great Wall Motor Company Limited.

This announcement is available on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk), the website of Shanghai Stock Exchange (www.sse.com.cn) and the official website of the Company (www.gwm.com.cn).

By Order of the Board
Great Wall Motor Company Limited
Li Hong Shuan
Joint Company Secretary

Baoding, Hebei Province, the PRC, 18 July 2023

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

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

Non-executive Director: Mr. He Ping.

Independent Non-executive Directors: Ms. Yue Ying, Mr. Fan Hui and Mr. Tom Siulun Chau.

** For identification purpose only*