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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Great Wall Motor Company Limited, you should at once pass this circular and the enclosed proxy form to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

**PROPOSED REGISTRATION AND
ISSUANCE OF DEBT FINANCING INSTRUMENTS
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

The EGM of the Company is to be held on Friday, 25 October 2024 at 2:00 p.m. at the Company's Conference Room, No. 2266 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the PRC. Notice of the EGM is set out on pages 9 to 10 of this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon. For H Shareholders, the proxy form should be returned, in person or by post, to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in any event, not less than 24 hours before the designated time for the commencement of the EGM and any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the office of the secretary to the Board of the Company (for H Shareholders) on or before Friday, 18 October 2024.

* *For identification purpose only*

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“A Share(s)”	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in Renminbi (Stock Code: 601633);
“A Shareholder(s)”	holders of A Share(s);
“EGM”	extraordinary general meeting of the Company;
“Articles of Association”	articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“Board”	the board of directors of the Company;
“Company” or “Great Wall Motor”	長城汽車股份有限公司 (Great Wall Motor Company Limited*), a joint stock company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed on Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively;
“CSRC”	China Securities Regulatory Commission;
“Debt Financing Instruments”	short-term commercial papers and super short-term commercial papers;
“Director(s)”	director(s) of the Company;
“H Share(s)”	the overseas-listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars (Stock Code: 02333 (HKD counter) and 82333 (RMB counter));
“H Shareholder(s)”	holders of H Share(s);
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	25 September 2024, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein;
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	A Share(s) and H Share(s); and
“Shareholder(s)”	holders of the Company’s Shares including A Share(s) and H Share(s).

LETTER FROM THE BOARD



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)

Executive Directors:

Wei Jian Jun
Zhao Guo Qing
Li Hong Shuan

Non-executive Director:

He Ping

***Registered office, head office and
principal place of business:***

No. 2266, 2299 Chaoyang Road
South, Lianchi District
Baoding
Hebei Province
the PRC

Independent non-executive Directors:

Yue Ying
Fan Hui
Tom Siulun Chau

30 September 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED REGISTRATION AND
ISSUANCE OF DEBT FINANCING INSTRUMENTS
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 30 September 2024, in relation to the proposed registration and issuance of Debt Financing Instruments of the Company.

This circular is issued in relation to the EGM to be held at 2:00 p.m. on Friday, 25 October 2024 at the Company's Conference Room, No. 2266 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the PRC.

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LETTER FROM THE BOARD

2. PROPOSED REGISTRATION AND ISSUANCE OF DEBT FINANCING INSTRUMENTS

In order to further promote the development of the Company, optimise its debt structure and replenish short-term working capital, the Company plans to apply to the National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會) for registering the issuance of the Debt Financing Instruments not exceeding RMB6 billion (inclusive).

According to the laws of the PRC and the Articles of Association, the registration and issuance of the Debt Financing Instruments is subject to the approval of the shareholders of the Company by way of a special resolution and the approval from the relevant PRC regulatory authorities.

The proposed registration and issuance of the Debt Financing Instruments may or may not proceed, and the Shareholders and investors should therefore exercise caution in dealing in the shares of the Company.

The details of the plan for the proposed registration and issuance of the Debt Financing Instruments and the authorisation are set out in Appendix I of this circular.

3. THE EXTRAORDINARY GENERAL MEETING

The EGM will be held at 2:00 p.m. on Friday, 25 October 2024 at the Company's Conference Room, No. 2266 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the PRC. The notice convening the EGM is set out on pages 9 to 10 of this circular.

To the knowledge and belief of the Company, no Shareholders are required to abstain from voting on the resolution to be proposed at the EGM.

4. BOOK CLOSURE PERIOD

In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, the H Share register of members of the Company will be closed from Saturday, 19 October 2024 to Friday, 25 October 2024 (both days inclusive), during which no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company at 4:30 p.m. on Friday, 18 October 2024 shall be entitled to attend and vote at the EGM. In order for the H Shareholders to qualify for attending and voting at the EGM, all completed share transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Friday, 18 October 2024.

LETTER FROM THE BOARD

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Hong Kong Listing Rules, all votes of the Shareholders at the EGM must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the EGM in accordance with the Articles of Association. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

H Shareholders who wish to appoint a proxy/proxies to attend the EGM are requested to complete and sign the proxy form in accordance with the instructions contained therein, and deliver the forms 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 designated for the commencement of the EGM.

6. RECOMMENDATION

The Directors consider that the aforesaid resolution is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolution to be proposed at the EGM.

7. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
By Order of the Board
Wei Jian Jun
Chairman

Baoding, Hebei Province, the People's Republic of China

**APPENDIX I PROPOSED REGISTRATION AND ISSUANCE OF
DEBT FINANCING INSTRUMENTS**

**PROPOSED REGISTRATION AND ISSUANCE OF DEBT FINANCING
INSTRUMENTS**

In order to further promote the development of the Company, optimise its debt structure and replenish short-term working capital, the Company plans to apply to the National Association of Financial Market Institutional Investors for registering the issuance of the debt financing instruments not exceeding RMB6 billion (inclusive) (the “**Debt Financing Instruments**”). The plan for issuance of the Debt Financing Instruments and the relevant authorisation are as follows:

I. Plan for issuance of the Debt Financing Instruments

- (1) Issuer: Great Wall Motor Company Limited;
- (2) Issue size: Short-term commercial papers and super short-term commercial papers of not exceeding RMB6 billion (inclusive), and the final registered limit will be subject to the limit stated in the Notice of Acceptance of Registration to be issued by the National Association of Financial Market Institutional Investors;
- (3) Time of issuance: To be issued once or in tranches as appropriate within the validity period of the Notice of Acceptance of Registration to be issued by the National Association of Financial Market Institutional Investors based on the actual operating conditions of the Company;
- (4) Term of the issuance: The term of each tranche of short-term commercial papers shall be within one year (inclusive), and the term of each tranche of super short-term commercial papers shall be within 270 days (inclusive). The specific term to maturity will be determined based on the Company’s capital needs and market conditions;
- (5) Use of proceeds: The proceeds from the issuance of the Debt Financing Instruments shall be used for, among other things, replenishment of working capital and repayment of interest-bearing debts. The specific use of proceeds and the proportion of allocation shall be determined by the Company based on its actual needs;
- (6) Interest rate and determination method: Annual coupon rate and payment method shall be determined by the Company in accordance with laws and market conditions with reference to relevant regulations regarding the interest rate management of the Debt Financing Instruments;
- (7) Guarantee: No guarantee is provided for the Debt Financing Instruments;
- (8) Target subscribers: Institutional investors in the National Interbank Bond Market (excluding those who are prohibited from subscribing under national laws and regulations);
- (9) Validity period of the resolution: Upon being considered and approved at the general meeting of the Company, the resolution in respect of the issuance shall remain valid during the validity period for the registration of the Debt Financing Instruments.

II. Authorisation in respect of the Debt Financing Instruments

It will be proposed at the general meeting to authorise the Board of the Company, which shall then authorise the chairman of the Company or the persons authorised by the chairman to, under the framework and principle of the registration and issuance plan for the Debt Financing Instruments to be approved at the general meeting of the Company and in compliance with the requirements of the laws and regulations as well as opinions and recommendations of the regulatory authorities, and based on the principle of safeguarding and maximising the Company's interests, deal with all matters concerning, among others, the registration, issuance and listing and trading of the Debt Financing Instruments at his or their sole discretion, including but not limited to:

- (1) As permitted under the laws and regulations and based on the actual situations of the Company and in the market, formulating the specific plan for the registration and issuance of the Debt Financing Instruments, as well as the amendment and adjustment to the terms of issuance, including but not limited to, whether the Debt Financing Instruments to be issued in tranches, the arrangement of the quantity, amount and term of issuance of each tranche, terms of issuance, issue price, target subscribers, coupon rate or its method of determination, timing of issuance, term and method for the repayment of principal and interest, whether to include redemption or put-back arrangements, details of the use of proceeds, guarantee measures for repayment, measures on reducing repayment risk exposures, listing and trading of securities, issuance and the registration and depository, specific methods of subscription, specific arrangement for placing and terms of issuance and other related matters;
- (2) Appointing intermediary agencies, including but not limited to lead underwriters, rating agencies and law firms, and signing, executing, modifying and completing all agreements and documents in respect of the registration, issuance and listing and trading of the Debt Financing Instruments, as well as dealing with matters in relation to declaration, listing application and information disclosure;
- (3) Participating in, on behalf of the Company, all negotiations regarding the registration, issuance and listing and trading of the Debt Financing Instruments, executing all relevant agreements and other necessary documents, and making appropriate information disclosure;
- (4) In the event of changes in the regulatory policies of registration and issuance of the Debt Financing Instruments or in the market conditions, authorising the Board or persons authorised by the Board to make corresponding adjustments to the specific plans for registration and issuance of the Debt Financing Instruments and relevant matters in accordance with the opinions of regulatory authorities, or fully or partially proceeding with the issuance of the Debt Financing Instruments according

to the actual circumstances, except for matters that shall be subject to another voting at the general meeting according to relevant laws, regulations and the Articles of Association of the Company;

- (5) Determining and dealing with any other specific matters in respect of the registration and issuance of the Debt Financing Instruments;
- (6) The authorisation shall remain valid from the date on which the resolution is considered and approved at the general meeting until the date of expiry of the validity period for the registration of the Debt Financing Instruments.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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)

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 Friday, 25 October 2024 at the Company’s Conference Room, No. 2266 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the People’s Republic of China (the “**PRC**”) to consider, approve and authorise the following:

SPECIAL RESOLUTION

1. to consider and approve the registration and issuance of the Debt Financing Instruments (details of which were stated in the circular of the Company dated 30 September 2024 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn)).

By Order of the Board

Wei Jian Jun

Chairman

Baoding, Hebei Province, the People’s Republic of China
30 September 2024

* *For identification purpose only*

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

- (A) The register of members of the Company will be closed from Saturday, 19 October 2024 to Friday, 25 October 2024 (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 Friday, 18 October 2024, 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 Friday, 18 October 2024 (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 of the Company not later than Friday, 18 October 2024.

Details of the office of the secretary to the Board are as follows:

No. 2266 Chaoyang Road South, Lianchi District
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 Friday, 25 October 2024, after which no registration in respect of Shareholders' attendance of the meeting will be accepted. The place of registration is at the Company's Conference Room, No. 2266 Chaoyang Road South, Lianchi District, 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 matters relating to the participation of A shareholders, please refer to the Notice of the 2024 Third Extraordinary General Meeting of Great Wall Motor Company Limited (長城汽車股份有限公司關於召開2024年第三次臨時股東大會的通知) published by the Company on the website of the Shanghai Stock Exchange (website: www.sse.com.cn) and the official website of the Company (website: www.gwm.com.cn) on 30 September 2024.