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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)

ANNOUNCEMENT
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to have Articles of Association of the Company (the “**Articles of Association**”) comply with the requirements of the core shareholder protection standard as set out in Appendix III of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the board of directors (the “**Board**”) of the Company has made proposed amendments to the relevant articles in the Articles of Association. The Board believes that the amendments are in the interests of the Company and its shareholders.

The details of the amendments are set out below:

Before Amendment	After Amendment
<p>Article 41</p> <p>The Company may, in accordance with mutual understanding and agreements made between the securities regulatory authority under the State Council and overseas securities regulatory authorities, maintain the register of shareholders of Overseas-Listed Foreign Shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register of shareholders of Overseas-Listed H Shares listed on the Hong Kong Stock Exchange shall be maintained in Hong Kong.</p> <p>A duplicate copy of the register of shareholders of Overseas-Listed H Shares shall be maintained at the Company. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate copy of the register of shareholders at all times.</p> <p>If there is any inconsistency between the original and the duplicate copy of the register of shareholders of Overseas-Listed H Shares, the original register of shareholders shall prevail.</p>	<p>Article 41</p> <p>The Company may, in accordance with mutual understanding and agreements made between the securities regulatory authority under the State Council and overseas securities regulatory authorities, maintain the register of shareholders of Overseas-Listed Foreign Shares overseas and appoint overseas agent(s) to manage such register of shareholders. The original register of shareholders of Overseas-Listed H Shares listed on the Hong Kong Stock Exchange shall be maintained in Hong Kong.</p> <p>A duplicate copy of the register of shareholders of Overseas-Listed H Shares shall be maintained at the Company. The appointed overseas agent(s) shall ensure consistency between the original and the duplicate copy of the register of shareholders at all times.</p> <p>If there is any inconsistency between the original and the duplicate copy of the register of shareholders of Overseas-Listed H Shares, the original register of shareholders shall prevail.</p>

Before Amendment	After Amendment
	<p><u>The branch register of shareholders in Hong Kong shall be open for inspection by shareholders but the issuer may be permitted to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).</u></p>
<p>Article 56</p> <p>The holders of ordinary shares of the Company shall have the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportions to the number of shares held;</p> <p>(2) the right to requisition, hold, preside at, attend or appoint a proxy to attend and vote any general meeting according to the laws;</p> <p>.....</p>	<p>Article 56</p> <p>The holders of ordinary shares of the Company shall have the following rights:</p> <p>(1) the right to receive dividends and other distributions in proportions to the number of shares held;</p> <p>(2) the right to requisition, hold, preside at, attend or appoint a proxy to attend, <u>speak and vote at</u> any general meeting according to the laws <u>(except where a holder is required, by the Hong Kong Listing Rules, to abstain from voting to approve the matter under consideration)</u>;</p> <p>.....</p>
<p>Article 67</p> <p>The general meeting shall have the following functions and powers:</p> <p>.....</p> <p>(9) to decide on matters such as merger, division, dissolution and liquidation or conversion of the Company;</p> <p>.....</p>	<p>Article 67</p> <p>The general meeting shall have the following functions and powers:</p> <p>.....</p> <p>(9) to decide on matters such as merger, division, dissolution <u>and liquidation, liquidation and voluntary winding up</u> or conversion of the Company;</p> <p>.....</p>

Before Amendment	After Amendment
<p data-bbox="124 187 268 219">Article 85</p> <p data-bbox="124 261 785 555">Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxy to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorizations from that shareholder:</p> <ol data-bbox="124 597 785 970" style="list-style-type: none"> <li data-bbox="124 597 785 672">(1) the shareholder’s right to speak at the meeting; <li data-bbox="124 708 785 783">(2) the right to demand or join in demand for a poll; <li data-bbox="124 819 785 970">(3) the right to vote by hand or by poll, but the proxies of a shareholder who has appointed more than one (1) proxy may only vote by poll. <p data-bbox="124 1012 785 1421">If a shareholder is a Recognised Clearing House (or its nominee), it may, as it sees fit, appoint one (1) or more persons as its proxies to attend and vote at any shareholders’ general meeting or class meeting. However, if more than one (1) person is appointed, the form of proxy shall specify the number and class of the shares relating to each such proxy. Such proxy may exercise the rights of the Recognised Clearing House (or its nominee) on its behalf as if it is the individual shareholder of the Company.</p>	<p data-bbox="809 187 952 219">Article 85</p> <p data-bbox="809 261 1469 555">Any shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a shareholder or not) as his proxy to attend and vote on his behalf, and a proxy so appointed shall be entitled to exercise the following rights pursuant to the authorizations from that shareholder:</p> <ol data-bbox="809 597 1469 970" style="list-style-type: none"> <li data-bbox="809 597 1469 672">(1) the shareholder’s right to speak at the meeting; <li data-bbox="809 708 1469 783">(2) the right to demand or join in demand for a poll; <li data-bbox="809 819 1469 970">(3) the right to vote by hand or by poll, but the proxies of a shareholder who has appointed more than one (1) proxy may only vote by poll. <p data-bbox="809 1012 1469 1455">If a shareholder is a Recognised Clearing House (or its nominee), it may, as it sees fit, appoint one (1) or more persons as its proxies to attend and vote at any shareholders’ general meeting or class meeting or creditors’ meeting. However, if more than one (1) person is appointed, the form of proxy shall specify the number and class of the shares relating to each such proxy. Such proxy may exercise the rights of the Recognised Clearing House (or its nominee) on its behalf as if it is the individual shareholder of the Company.</p>

Before Amendment	After Amendment
<p>Article 86</p> <p>Shareholders, whose names appear on the register of members on the record date for the entitlements to the shares, or their proxies, shall be entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association. Shareholders may attend the general meeting in person, or appoint proxy to attend and vote on their behalf. The appointment of a proxy by a shareholder shall be in writing and signed by the appointer or his attorney duly authorised in writing, or in the case of a legal person, shall be either affixed with its legal person seal or signed by a director or an officer or a duly authorised attorney. The proxy form shall specify the number of shares represented by the proxy. In the event that more than one person is appointed as proxy, such proxy form shall specify the respective number of shares represented by each proxy.</p>	<p>Article 86</p> <p>Shareholders, whose names appear on the register of members on the record date for the entitlements to the shares, or their proxies, shall be entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association. Shareholders may attend the general meeting in person, or appoint proxy to attend and vote on their behalf. The appointment of a proxy by a shareholder shall be in writing and signed by the appointer or his attorney duly authorised in writing, or in the case of a legal person, shall be either affixed with its legal person seal or signed by a director or an officer or a duly authorised attorney. The proxy form shall specify the number of shares represented by the proxy. In the event that more than one person is appointed as proxy, such proxy form shall specify the respective number of shares represented by each proxy. <u>If the legal person shareholder has appointed a representative to attend any meeting, it shall be deemed to be present in person. A legal person shareholder may execute a form of proxy by a duly authorized person.</u></p>
<p>Article 102</p> <p>The following matters shall be resolved by special resolutions at general meetings:</p> <ol style="list-style-type: none"> (1) the increase or reduction of share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of corporate bonds of the Company; (3) the division, merger, dissolution and liquidation of the Company; <p>.....</p>	<p>Article 102</p> <p>The following matters shall be resolved by special resolutions at general meetings:</p> <ol style="list-style-type: none"> (1) the increase or reduction of share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of corporate bonds of the Company; (3) the division, merger, dissolution <u>and liquidation, liquidation and voluntary winding up</u> of the Company; <p>.....</p>

Before Amendment	After Amendment
<p>Article 125</p> <p>A director shall be elected at a general meeting for a term of office of three years. At the expiry of the term of a director’s office, he is eligible for re-election. A director may not be dismissed by a general meeting without cause prior to the expiry of his term.</p> <p>.....</p>	<p>Article 125</p> <p>A director shall be elected at a general meeting for a term of office of three years. At the expiry of the term of a director’s office, he is eligible for re-election. A director may not be dismissed by a general meeting without cause prior to the expiry of his term <u>At the general meeting, shareholders are entitled, by way of ordinary resolution, to remove any director before the expiration of his/her term of office (without prejudice to any claim of damages by such director under any contract).</u></p> <p>.....</p>
<p>Article 200</p> <p>If there is a vacancy in the position of auditor of the Company, the Board of Directors may engage an accounting firm to fill such vacancy before the convening of the shareholders’ general meeting. Any other accounting firm which has been engaged by the Company may continue to act during the period during which a vacancy exists.</p>	<p>Article 200</p> <p>If there is a vacancy in the position of auditor of the Company, the Board of Directors may engage an accounting firm to fill such vacancy before the convening of the shareholders’ general meeting, <u>but such appointment shall be confirmed in the next shareholders’ general meeting.</u> Any other accounting firm which has been engaged by the Company may continue to act during the period during which a vacancy exists.</p>
<p>Article 202</p> <p>The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The remuneration of an accounting firm engaged by the Board of Directors shall be determined by the Board of Directors.</p>	<p>Article 202</p> <p>The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The remuneration of an accounting firm engaged by the Board of Directors <u>to fill the vacancy</u> shall be determined by the Board of Directors <u>and approved by the shareholders at general meeting along with the confirmation of its appointment.</u></p>

Except for these proposed amendments, the contents of the other chapters and articles shall remain unchanged and if the numbering of any of the chapters and articles of the Articles of Association are affected by these amendments to the chapters and articles, the numbering of the chapters and articles of the existing Articles of Association shall be adjusted accordingly and the cross references to the numbering of the chapters and articles of the Articles of Association shall be changed accordingly.

The amendments to the Articles of Association will come into effect upon obtaining the approval of the shareholders of the Company (the “**Shareholders**”) at the annual general meeting of the Company (the “**AGM**”) and the approval of the relevant PRC governmental authorities (if applicable).

The full text of the amended Articles of Association will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Shanghai Stock Exchange (www.sse.com.cn) and the official website of the Company (www.gwm.com.cn) after the relevant amendments to the Articles of Association become effective.

The full text of the Articles of Association before amendment was published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Shanghai Stock Exchange (www.sse.com.cn) and the official website of the Company (www.gwm.com.cn) on 30 March 2023.

This announcement is published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk), the 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, 25 May 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*