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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "**AGM**") of Great Wall Motor Company Limited (the "**Company**") for the year ended 31 December 2022 will be held at 2:00 p.m. on Friday, 16 June 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 RESOLUTIONS

- 1. to consider and approve the audited financial report for the year 2022 (details of which were stated in the annual report of the Company for the year 2022);
- 2. to consider and approve the Report of the Board for the year 2022 (details of which were stated in the annual report of the Company for the year 2022);
- 3. to consider and approve the profit distribution proposal for the year 2022 (details of which were stated in the announcement of the Company dated 30 March 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) and in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
- 4. to consider and approve the annual report of the Company for the year 2022 and its summary (full text of which was published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
- 5. to consider and approve the Performance Report of the Independent Directors for the year 2022 (details of which were stated in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
- 6. to consider and approve the Report of the Supervisory Committee for the year 2022 (details of which were stated in the annual report of the Company for the year 2022);

<sup>\*</sup> For identification purposes only

- 7. to consider and approve the operating strategies of the Company for the year 2023 (details of which were stated in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
- 8. 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 2023 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 2023 AGM) and to authorise the board of directors (the "Board") of the Company to fix its remunerations not exceeding RMB3.5 million (details of which were stated in the announcement of the Company dated 30 March 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
- 9. to consider and approve the proposed adoption of 2023 ESOP (Revised Draft) and its Summary (details of which were stated in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn)).
- 10. to consider and approve the proposed adoption of Management Measures for 2023 ESOP (Revised) (details of which were stated in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn)).
- 11. to consider and approve the proposed authorization to the Board to deal with matters in relation to 2023 ESOP (details of which were stated in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn)).

## SPECIAL RESOLUTIONS

12. 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, sign, act and procure to sign 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 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; and

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

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the expiration of a period of twelve months following the passing of this resolution; or
- (iii) 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.
- 13. "**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 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;
  - (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 H Shareholders' Class Meeting of the Company to be held on Friday, 16 June 2023 (or on such adjourned date as may be applicable) and the A Shareholders' Class Meeting of the Company to be held on Friday, 16 June 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 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, do, sign and take all such documents, acts, things and steps as it considers 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 registration and filing procedures; and
  - (vii) execute and handle other documents and matters related to the share repurchase;

(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 annual general meeting, 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."

Specific authorisation 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 H Shares of the Company as at the date of passing this resolution and A Shares not exceeding 10% of the total number of issued A 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).

14. to consider and approve the amendments to the articles of association of the Company (details of which were set out in the circular published by the Company on 25 May 2023 on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.gwm.com.cn)) and to authorize any one of the executive directors of the Company to apply, on behalf of the Company, to the relevant authorities for handling the amendments, application for approval, registration, filing procedures and other relevant matters for the amendments to the articles of association of the Company.

#### ORDINARY RESOLUTIONS

- 15. Election of executive and non-executive directors of the eighth session of the Board
  - 15.01. to re-elect Mr. Wei Jian Jun as an executive director of the eighth session of the Board. Subject to his appointment as an executive director at the AGM, Mr. Wei Jian Jun will enter into a service agreement with the Company for a term of office commencing from 16 June 2023 and ending on the expiry of the term of the eighth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the announcement of the Company dated 30 March 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) and in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company(www.gwm.com.cn));
  - 15.02. to re-elect Mr. Zhao Guo Qing as an executive director of the eighth session of the Board. Subject to his appointment as an executive director at the AGM, Mr. Zhao Guo Qing will enter into a service agreement with the Company for a term of office commencing from 16 June 2023 and ending on the expiry of the term of the eighth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the announcement of the Company dated 30 March 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) and in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));

- 15.03. to re-elect Ms. Li Hong Shuan as an executive director of the eighth session of the Board. Subject to her appointment as an executive director at the AGM, Ms. Li Hong Shuan will enter into a service agreement with the Company for a term of office commencing from 16 June 2023 and ending on the expiry of the term of the eighth session of the Board, and to authorise the Board to determine her remuneration (biographical details were stated in the announcement of the Company dated 30 March 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) and in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company(www.gwm.com.cn));
- 15.04. to re-elect Mr. He Ping as a non-executive director of the eighth session of the Board. Subject to his appointment as a non-executive director at the AGM, Mr. He Ping will enter into a service agreement with the Company for a term of office commencing from 16 June 2023 and ending on the expiry of the term of the eighth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the announcement of the Company dated 30 March 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) and in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
- 16. Election of independent non-executive directors of the eighth session of the Board
  - 16.01. to re-elect Ms. Yue Ying as an independent non-executive director of the eighth session of the Board. Subject to her appointment as an independent non-executive director at the AGM, Ms. Yue Ying will enter into a service agreement with the Company for a term of office commencing from 16 June 2023 and ending on the expiry of the term of the eighth session of the Board, and to authorise the Board to determine her remuneration (biographical details were stated in the announcement of the Company dated 30 March 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) and in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));

- 16.02. to elect Mr. Tom Siulun Chau as an independent non-executive director of the eighth session of the Board. Subject to his appointment as an independent non-executive director at the AGM, Mr. Tom Siulun Chau will enter into a service agreement with the Company for a term of office commencing from 16 June 2023 and ending on the expiry of the term of the eighth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the announcement of the Company dated 30 March 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) and in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
- 16.03. to elect Mr. Fan Hui as an independent non-executive director of the eighth session of the Board. Subject to his appointment as an independent non-executive director at the AGM, Mr. Fan Hui will enter into a service agreement with the Company for a term of office commencing from 16 June 2023 and ending on the expiry of the term of the eighth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the announcement of the Company dated 30 March 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) and in the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));

# 17. Election of Supervisors of the eighth session of the Supervisory Committee

17.01 to re-elect Ms. Liu Qian as an independent Supervisor of the eighth session of the Supervisory Committee. Subject to her appointment as an independent Supervisor at the AGM, Ms. Liu Qian will enter into a service agreement with the Company for a term of office commencing from 16 June 2023 and ending on the expiry of the term of the eighth session of the Supervisory Committee, and to authorise the Supervisory Committee to determine her remuneration (biographical details were stated in the announcement of the Company dated 30 March 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn), and the circular of the Company dated 25 May 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));

17.02 to re-elect Mr. Ma Yu Bo as an independent Supervisor of the eighth session of the Supervisory Committee. Subject to his appointment as an independent Supervisor at the AGM, Mr. Ma Yu Bo will enter into a service agreement with the Company for a term of office commencing from 16 June 2023 and ending on the expiry of the term of the eighth session of the Supervisory Committee, and to authorise the Supervisory Committee to determine his remuneration (biographical details were stated in the announcement of the Company dated 30 March 2023 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn), and the circular of the Company dated 25 May 2023 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 25 May 2023

#### Notes:

(A) The register of members of the Company will be closed from Saturday, 10 June 2023 to Friday, 16 June 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 Friday, 9 June 2023, are entitled to attend and vote at the AGM after completing the registration procedures for attending the meeting. In order to be entitled to attend and vote at the AGM, all completed share transfer documents should be lodged with the Company's H share registrar not later than 4:30 p.m. on Friday, 9 June 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 AGM, must complete the reply slips for attending the AGM and return them to the office of the secretary to the Board not later than Friday, 9 June 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

Tel: (86-312) 2197813 Fax: (86-312) 2197812

- (C) Each holder of H shares who has the right to attend and vote at the AGM 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 AGM. 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 authorised 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 AGM or any adjournment thereof.
- (F) If a proxy attends the AGM 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 AGM, 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 AGM, 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 AGM will open from 1:00 p.m. to 1:50 p.m. on Friday, 16 June 2023, 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, Baoding, Hebei Province, the PRC.
- (H) The AGM is expected to last for half a day. Shareholders attending the AGM shall bear their own transportation and accommodation expenses.
- (I) For information on the attendance meetings by A shareholders, please refer to the Notices of the 2022 AGM, 2023 Third H Shareholders' Class Meeting and 2023 Third A Shareholders' Class Meeting of Great Wall Motor Company Limited (長城汽車股份有限公司關於召開2022年年度股東大會、2023年第三次H股類別股東會議及 2023年第三次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) and the official website of the Company (website: www.gwm.com.cn) on 16 June 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.