

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) of Great Wall Automobile Holding Limited (the “Company”) for the year ended 31st December, 2003 will be held at 9 a.m. on 19th May, 2004 at the Conference Room No. 8, 115 Gongnong Road South, Baoding, Hebei Province, the PRC to consider, approve and authorise the following businesses:

### Ordinary Resolutions

1. to consider and approve the consolidated audited financial statements of the Company, the report of the board of directors (the “Board”) of the Company, the report of the supervisory committee of the Company and the report of the auditors, for the year ended 31st December, 2003;
2. to consider and approve, the reappointment of Ernst & Young Hua Ming as the Company’s domestic auditors and Ernst & Young as the Company’s international auditors for the year ending 31st December, 2004 and the authorisation to the Board to determine their remuneration;

### Special Resolutions

3. to consider and approve the proposed change of the registered capital of the Company;
4. to consider and approve the proposed grant of mandate to the Board of the Company:
  - (1) there be granted to the Board of Directors of the Company, an unconditional general mandate to allot, issue and deal with additional Shares in the capital of the Company, whether Domestic Shares or H Shares. Such unconditional general mandate can be exercised once or more than once during the Relevant Period, subject to the following conditions:
    - (a) such mandate shall not extend beyond the Relevant Period save that the Board of Directors of the Company may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
    - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board of Directors of the Company pursuant to such mandate, shall not exceed:
      - (I) 20 per cent of the aggregate nominal amount of Domestic Shares of the Company in issue; and
      - (II) 20 per cent of the aggregate nominal amount of H Shares of the Company in issue,

## Notice of Annual General Meeting

in each case as of the date of this resolution; and

- (c) the Board shall only exercise its power under such mandate 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 the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC governmental authorities are obtained; and
- (2) contingent on the Board resolving to issue shares pursuant to sub-paragraph (1) of this Resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including (without limitation):
    - (I) determine the class and number of shares to be issued;
    - (II) determine the issue price of the new shares;
    - (III) determine the opening and closing dates of the new issue;
    - (IV) determine the use of proceeds of the new issue;
    - (V) determine the class and number of new shares (if any) to be issued to the existing shareholders;
    - (VI) make or grant such offers, agreements and options as may be necessary in the exercise of such powers; and
    - (VII) in the case of an offer or allotment of shares to the Shareholders, exclude Shareholders who are resident outside the PRC or the Hong Kong Special Administrative Region of the PRC ("Hong Kong") on account of prohibitions or requirements under overseas laws or regulations or for some other reason(s) which the Board considers expedient;
  - (b) increase the registered capital of the Company in accordance with the actual increase of capital by issuing Shares pursuant to sub-paragraph (1) of this resolution, register the increased capital with the relevant authorities in the PRC and make such amendments to the Articles as it thinks fit so as to reflect the increase in the registered capital of the Company; and

## Notice of Annual General Meeting

- (c) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.

For the purposes of this resolution:

“Domestic Shares” means domestic invested Shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC investors;

“H Shares” means the overseas listed foreign invested Shares in the share capital of the Company, with a par value of RMB1.00 each, and which are subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next AGM of the Company following the passing of this resolution; or
  - (b) the expiration of the 12-month period following the passing of this resolution; or
  - (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.”
5. to consider and approve the proposed amendments to the articles of association (the “Articles”) of the Company:

According to the announced amendments to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Ltd (the “Listing Rules”) and the above resolution 3 to “consider and approve the proposed change in the registered capital of the Company”, corresponding amendments are proposed to be made to the Articles as set out below.

- (1) By deleting the following words from article 1 of the Articles as follows:

The shareholding structure of the Company was:

The Management Centre of Collective Assets of Nandayuan Town, Nanshi District, Baoding holds 150,040,000 shares of the Company, representing 44% of the total share capital of the Company; Wei Jian Jun holds 156,860,000 shares of the Company, representing 46% of the total share capital of the Company; Wei De Yi holds 30,690,000 shares of the Company, representing 9% of the total share capital of the Company; Chen Yu Zhi holds 1,705,000 shares of the Company, representing 0.5% of the total share capital of the Company; Han Xue Juan holds 1,705,000 shares of the Company, representing 0.5% of the total share capital of the Company. The promoters hold 341,000,000 shares in total.

## Notice of Annual General Meeting

- (2) By deleting article 12 of the Articles as follows:

The Company may, according to the demand and supply of domestic and international markets, the Company's ability to develop and the requirements of the Company's business, adjust its scope of business, direction and means of investment upon the approval of the Company's shareholders meeting and relevant governing organ.

- (3) By amending article 17 of the Articles as follows:

Upon approval by the Corporate Examination and Approval Department authorised by the State Council, the Company issued a total of 472,100,000 ordinary shares, of which (1) 341,000,000 domestic shares issued by the Company were subscribed by the promoter of the Company prior to the Company's issuance of H Shares, of which 150,040,000 Domestic Shares were held by the Management Centre of Collective Assets of Nandayuan Town, Nanshi District, Baoding, the promoter, 156,860,000 Domestic Shares were held by Wei Jian Jun, 30,690,000 Domestic Shares were held by Wei De Yi, 1,705,000 Domestic Shares were held by Chen Yu Zhi, 1,705,000 Domestic Shares were held by Han Xue Juan, and the promoters held 341,000,000 shares in total; (2) 131,100,000 overseas listed H Shares (including 17,100,000 overseas listed H Shares under the over-allotment) were issued to foreign investors by initial public offering.

After the listing of the Shares of the Company, the total number of issued ordinary shares was 472,100,000 shares, of which 131,100,000 shares were overseas listed H Shares, representing 27.77% of the total issued ordinary shares. The capital structure of the Company consists of: 472,100,000 ordinary shares, including 341,000,000 shares held by the holders of Domestic Shares and 131,100,000 shares held by the holders of overseas listed H Shares.

- (4) By amending Article 20 of the Articles as follows:

The registered capital of the Company is RMB472,100,000.

- (5) By inserting the following paragraph into the Articles as article 77A:

Article 77A

Where any shareholder is, under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

## Notice of Annual General Meeting

- (6) By amending the second paragraph of article 95 of the Articles as follows:

The Company shall, upon an alteration of its board of directors, maintain the board with more than a half of external directors (who do not occupy any other position in the Company) and with at least three independent non-executive directors (who are independent from the shareholders and do not occupy any other position in the Company). At least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise.

- (7) By replacing the first sentence of the second paragraph of article 96 of the Articles as follows:

That the period for lodgment of the notices to the Company (i) by any shareholder of his intention to propose a person for election as a director; and (ii) by such nominee of his willingness to be elected, will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting, provided that the minimum length of period during which such notices may be given, will be at least 7 days.

- (8) By replacing the second paragraph of article 133 of the Articles as follows:

A Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates (as such term is defined in the Listing Rules) has a material interest nor shall he be counted in the quorum present at the same board meeting, but this prohibition shall not apply and a director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:

- (i) the giving to any Director or any of his associates of any security or indemnity in respect of money lent by him or any of them to or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (ii) the giving by the Company or any of its subsidiaries of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associates has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security; or
- (iii) any proposal concerning an offer of shares or debentures or other securities of the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his associates is or is to be interested as a participant in the underwriting or sub-underwriting of the offer; or

## Notice of Annual General Meeting

- (iv) any transaction concerning any other corporation in which the Director or any of his associates does not have a material interest (as defined below); or
- (v) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
  - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or any of his associates may benefit; or
  - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme;

which relates both to Directors, their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or any of his associates, as such any privilege or advantage which may not generally be accorded to the class of persons to which such scheme or fund relates; or

- (vi) any contract or arrangement in which the Director or any of his associates is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his or their interest in shares or debentures or other securities of the Company; or
- (vii) any contract for the purchase or maintenance for any Director or Directors of insurance against liability;

and so that the interest of a Director or of any of his associates shall not be treated as material in the case of any transaction concerning any company other than the Company in which the Director or any of his associates is interested, directly or indirectly, whether as an officer or executive or shareholder, provided that he and any of his associates together are not beneficially interested in 5% or more of the issued shares of any class of such company or of the voting rights thereof or of any third company through which such interest is derived (any such interest being deemed for the purpose of this Article to be a material interest in all the circumstances). For the purpose of this Article 133, the term "associate" shall have the same meaning as defined in the Listing Rules.

## Notice of Annual General Meeting

And by deleting the fourth paragraph of this article 133 of the Articles as follows:

Where the Associates of the directors, supervisors, general manager, deputy general managers and other senior officers of the Company have interests in such contracts, transactions or arrangements, such directors, supervisors, general manager, deputy general managers and other senior officers shall also be deemed to be interested.

(9) By amending Article 167 of the Articles as follows:

The remuneration for the certified public accountants' firm or the manner in which such firm is to be remunerated shall be determined by the shareholders' general meeting. The remuneration of a certified public accountants' firm appointed by the board shall be determined by the Board.

By Order of the Board

**Bai Xuefei**

*Company Secretary*

Baoding, Hebei Province, the PRC, 26th March, 2004

### Notes:

- (A) The H Share register of the Company will be closed from Monday, 19th April 2004 to Wednesday, 19th May 2004 (both days inclusive), during which no transfer of H Shares will be effected. Any holders of H Shares of the Company, whose names appear on the Company's Register of Members at the close of business on Monday, 19th April 2004, 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, share transfer documents should be lodged with the Company's H Shares share registrar not later than 4:00 p.m. on Friday, 16th April 2004.

The address of the share registrar for the Company's H Shares is as follows:

Computershare Hong Kong Investor Services Limited  
Rooms 1712-16  
17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

## Notice of Annual General Meeting

- (B) Holders of H Shares and Domestic 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 20 days before the date of the AGM, i.e. no later than Wednesday, 28th April, 2004.

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

115 Gongnong Road South  
Nanshi District  
Baoding  
Hebei Province  
People's Republic of China  
Tel: (86-312) 2192093  
Fax: (86-312) 2192902

- (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 proxies, whether a shareholder or not, to attend and vote on his 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 attorney duly authorised in writing. If that 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 form of proxy, and if the form of proxy 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 Shares share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1901-5, 19/F, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours before the time for holding the AGM or any adjournment thereof.
- (F) Each holder of Domestic Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the AGM. Notes (C) to (D) also apply to holders of Domestic Shares, except that the proxy form or other documents of authority must be delivered to the office of the secretary to the Board, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the AGM or any adjournment, thereof in order for such documents to be valid.
- (G) If a proxy attends the AGM on behalf of a Shareholder, he should produce his ID card and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person share shareholder attends the AGM, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a legal person share shareholder appoints a representative of the company other than its legal representative to attend the AGM, such representative should produce his ID card and an authorisation instrument affixed with the seal of the legal person share shareholder and duly signed by its legal representative.
- (H) The AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.