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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)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

**THIRD ANNOUNCEMENT TO CREDITORS OF THE COMPANY  
IN RELATION TO GENERAL MANDATE FOR THE BOARD  
TO REPURCHASE H SHARES OF THE COMPANY**

This announcement is made pursuant to the disclosure requirements under Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Great Wall Motor Company Limited (the “**Company**”) convened its extraordinary general meeting, A shareholders’ class meeting and H shareholders’ class meeting on 16 January 2012, pursuant to which a general mandate was granted to the board of directors of the Company (the “**Board**”) to repurchase H Shares of the Company not exceeding 10% of the aggregate nominal value of H Shares of the Company in issue as at the date of passing the respective resolution. Under the general mandate, the Board is authorized to repurchase H Shares of the Company during the relevant authorized period and to determine the relevant matters in relation to the repurchase of H shares of the Company upon obtaining approvals from the relevant PRC regulatory authorities and complying with the relevant laws, regulations and the articles of association of the Company. Upon execution of the aforesaid repurchase by the Board, the Company will cancel the repurchased H shares, which will lead to a reduction in the registered capital of the Company. Accordingly, the Company publishes this announcement in compliance with the Company Law of the People’s Republic of China, the articles of association of the Company and other relevant regulations.

All creditors of the Company may submit a claim for creditor's rights against the Company since the publication of the announcement dated 16 January 2012 to creditors of the Company in relation to general mandate to the Board to repurchase H shares of the Company (the "**First Notice to Creditors' Announcement**"). Creditors may require the Company to repay debts or to provide guarantee by producing valid documents of creditor's rights, evidence and identity documents within thirty (30) days after receiving the written notice from the Company, or, in case of absence of the serving of such notice, within ninety (90) days from the publication of the First Notice to Creditors' Announcement; any creditors' rights which are not claimed within the specified periods according to the above method shall be deemed as a waiver of such claim and such creditors' rights shall be settled by the Company in accordance with the agreed time and method.

**Method of claiming creditor's rights:**

To claim the aforesaid rights against the Company, creditors should produce originals and photocopies of contract, agreement and other evidence which stand as the proof of the debtor-creditor relationship with the Company for claiming creditor's rights. A creditor who is a legal person shall produce original and photocopy of the duplicate corporate business licence, as well as the identity document of its legal representative; in case of claiming through proxy, original of the power of attorney authorized by legal representative as well as original and photocopy of the valid identity document of the proxy shall be further produced. A creditor who is a natural person shall produce original and photocopy of his/her valid identity document; in case of claiming through proxy, original of the power of attorney as well as original and photocopy of the valid identity document of the proxy shall be further produced.

1. Creditors claiming by mail should dispatch their materials of creditor's rights to the following address (date of claim will be determined by date of postal chop):

Postal address : No. 2266 Chaoyang Road South,  
Baoding,  
Hebei Province, the PRC

For the attention of : Mr. Li Hongqiang, Great Wall Motor Company Limited

Postal Code : 071000

Special reminder : Please mark "Claim for Creditor's Rights" on the cover of the mail

2. Creditors claiming by fax should fax their materials of creditor's rights to the following fax number:

Fax number : 86-312-2197812

Special reminder : Please mark "Claim for Creditor's Rights" on the cover of the fax

Contact telephone number : 86-312-2197813

Contact person : Mr. Li Hongqiang

By order of the Board  
**Great Wall Motor Company Limited**  
**Xu Hui**  
Company Secretary

Baoding, the PRC  
3 February 2012

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

*Executive Directors: Mr. Wei Jian Jun, Mr. Liu Ping Fu, Ms. Wang Feng Ying, Mr. Hu Ke Gang and Ms. Yang Zhi Juan.*

*Non-executive Directors: Mr. He Ping and Mr. Niu Jun.*

*Independent Non-executive Directors: Ms. Wei Lin, Mr. He Bao Yin, Mr. Li Ke Qiang and Mr. Wong Chi Hung, Stanley.*

\* *for identification purpose only*