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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 H SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that a class meeting of the holders of H shares (the “**H Shareholders’ Class Meeting**”) of Great Wall Motor Company Limited (the “**Company**”) will be held at the Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the People’s Republic of China on Monday, 7 May 2012 at 10:00 a.m. (or as soon as the annual general meeting of the Company shall have been concluded or adjourned) or any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

### **SPECIAL RESOLUTION**

1. “**THAT** the board of directors of the Company (the “**Board**”) be and is hereby authorised to repurchase H shares of the Company subject to the following conditions:
  - (a) subject to paragraph (b) and (c) below, the exercise by the Board during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to purchase H shares of RMB1 each of the Company in issue and listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (the “**PRC**”), the 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 of the Company authorised to be purchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of H shares in issue of the Company as at the date of the passing of this resolution and the passing of the relevant resolutions at the annual general meeting for holders of shares of the Company and the class meeting for holders of A shares of the Company (the “**A Shareholders’ Class Meeting**”); and

(c) the approval in paragraph (a) above shall be conditional upon:

the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)) at the annual general meeting for holders of the shares of the Company to be held on Monday, 7 May 2012 (or on such adjourned date as may be applicable); and the A Shareholders' Class Meeting to be held on Monday, 7 May 2012 (or on such adjourned date as may be applicable);

(d) for the purpose of this special resolution, "**Relevant Period**" means the period from the passing of this special resolution until whichever is the earlier 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 special resolution at the annual general meeting for holders of shares of the Company, the A Shareholders' Class Meeting and the H 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 a class meeting of A shareholders or a class meeting of H shareholders of the Company;

(e) subject to the approval of all relevant government authorities in the PRC for the repurchase of such H shares of the Company being granted, the Board be and is hereby authorised to:

(i) execute all such documents and do all such acts and things and to sign all documents and to take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of H shares contemplated under paragraph (a) above in accordance with the applicable laws, rules and regulations; and

(ii) make amendments to the Articles of Association of the Company as deemed appropriate by the Board so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company and to make related statutory registration and filing procedures."

Yours faithfully,  
By Order of the Board  
**Great Wall Motor Company Limited**  
**Xu Hui**  
*Company Secretary*

22 March 2012

Notes:

## **1. Eligibility for attending the H Shareholders' Class Meeting**

Holders of H shares whose names appear on the H shares register maintained by Computershare Hong Kong Investor Services Limited as at 4:30 p.m. on Thursday, 5 April 2012 are eligible to attend the H Shareholders' Class Meeting.

To qualify for attendance and vote at the H Shareholders' Class Meeting to be held on Monday, 7 May 2012, all transfers of H shares accompanied by the relevant share certificates must be lodged with the Company's 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 not later than 4:30 p.m. on Thursday, 5 April 2012.

## **2. Proxy**

- (1) A member eligible to attend and vote at the H Shareholders' Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder.
- (2) A proxy shall be appointed by a written instrument signed by the appointor or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointor, the power of attorney authorizing that attorney to sign or other authorisation document(s) shall be notarized.
- (3) To be valid, the power of attorney or other authorisation document(s) which have been notarized together with the completed form of proxy must be delivered to the Company's Hong Kong 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 holding of the H Shareholders' Class Meeting.

## **3. Registration procedures for attending the H Shareholders' Class Meeting**

- (1) A Shareholder or his proxy shall produce proof of identity when attending the H Shareholders' Class Meeting. If a Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder may attend the H Shareholders' Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.
- (2) Holders of H shares who intend to attend the H Shareholders' Class Meeting (or any adjournment thereof) should complete the reply slips for attending the H Shareholders' Class Meeting (or any adjournment thereof) and return them to the Office of the Secretary to the Board of the Company not later than 20 days before the date of the H Shareholders' Class Meeting, i.e. no later than Tuesday, 17 April 2012.
- (3) Shareholders may send the reply slip to the Company in person, by post or by fax.

## **4. Closure of register of members**

The register of members of the Company will be closed from Friday, 6 April 2012 to Monday, 7 May 2012 (both dates inclusive).

## 5. Other businesses

- (1) The H Shareholders' Class Meeting will last for approximately half day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (2) The address of the share registrar for share transfer of H shares of the Company, Computershare Hong Kong Investor Services Limited, is at:

Shops 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

- (3) The registered address of the Company is at:

No. 2266 Chaoyang Road South  
Baoding  
Hebei Province  
the PRC

Telephone: (86-312) 2197813  
Facsimile: (86-312) 2197812

- (4) In this notice, the following expression shall have the following meaning unless the context otherwise requires:

“RMB” Renminbi, the lawful currency of the People's Republic of China

*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*