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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 an annual general meeting (the “**AGM**”) of GREAT WALL MOTOR COMPANY LIMITED (the “**Company**”) for the year ended 31 December 2011 will be held at 9:00 a.m. on Monday, 7 May 2012 at the Company’s Conference Room, No. 2266 Chaoyang South Street, Baoding, Hebei Province, the People’s Republic of China (the “**PRC**”) to consider, approve and authorise the following:

AS ORDINARY RESOLUTIONS

1. to consider and, if thought fit, to approve the audited financial statements of the Company for the year ended 31 December 2011;
2. to declare a final dividend of RMB0.3 per share (H shares and A shares of the Company) for the year ended 31 December 2011 to shareholders of the Company who are registered on the register of members of the Company as at the close of business on Thursday, 10 May 2012;
3. to consider and approve the annual report of the Company for the year ended 31 December 2011;
4. to receive and adopt the report of the Board of Directors of 2011;
5. to receive and adopt the Report of Independent Non-executive Directors of 2011;
6. to receive and adopt the report of the Supervisory Committee of 2011; and
7. to consider and, if thought fit, to approve the reappointment of Deloitte Touche Tohmatsu Certified Public Accountants Ltd. as the Company’s PRC auditors for the year ending 31 December 2012, the term of such re-appointment shall commence from the date on which this resolution is passed until the date of the next annual general meeting, and the authorisation of the board of directors of the Company (the “**Board**”) to fix its remunerations;

AS SPECIAL RESOLUTIONS

8. to consider and, if thought fit, to approve the proposed grant of the following mandate to the Board:
- (1) an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company, whether A 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 may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the Relevant Period;
 - (b) the aggregate nominal amount of shares, whether A Shares or H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to such mandate, shall not exceed:
 - (I) 20 per cent, being 401,848,600 A Shares, of the aggregate nominal amount of A Shares in issue; and
 - (II) 20 per cent, being 206,636,000 H Shares, of the aggregate nominal amount of H Shares in issue,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 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 placement of shares to the shareholders of the Company, exclude shareholders of the Company who are resident outside the PRC or the Hong Kong Special Administrative Region of the PRC 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
 - (c) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.

For the purpose of this resolution:

“**Board**” means the board of directors of the Company;

“**A Shares**” means domestic shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and traded in Renminbi by the 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, which are subscribed for and traded in Hong Kong dollars;

“**Relevant Period**” means the period from the passing of this resolution until whichever is 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 this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

9. “**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 class meetings of shareholders of the Company; 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 class meeting for holders of A shares of the Company to be held on Monday, 7 May 2012 (or on such adjourned date as may be applicable); and the class meeting for holders of H shares of the Company 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 AGM, the class meeting for holders of A shares of the Company and the class meeting for holders of H shares of the Company; 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.”

By Order of the Board
Wei Jian Jun
Chairman

Baoding, People's Republic of China,
22 March 2012

Notes:

- (A) The register of members of the Company will be closed from Friday, 6 April 2012 to Monday, 7 May 2012 (both days inclusive), during which period no transfer of shares will be effected. Any members of the Company, whose names appear on the Company's register of members at the close of business on Thursday, 5 April 2012, 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 or the Company's H Share registrar not later than 4:30 p.m. on Thursday, 5 April 2012.

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 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 of the Company not later than 20 days before the date of the AGM, i.e. no later than Tuesday, 17 April 2012.

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

No. 2266 Chaoyang South Street, Baoding
Hebei Province
the People's Republic of China
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 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 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) Each holder of A 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 (B) to (C) 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 fixed for holding the AGM or any adjournment thereof.
- (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.

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*