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If you have sold or transferred all your shares in Great Wall Motor Company Limited, you should at once pass this circular and the enclosed proxy form to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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)

**PROPOSAL IN RELATION TO A GENERAL MANDATE
FOR THE BOARD TO REPURCHASE H SHARES
PROPOSED ABSORPTION AND MERGER OF WHOLLY-OWNED SUBSIDIARIES
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROFIT DISTRIBUTION PROPOSAL FOR THE YEAR 2016
OPERATING STRATEGIES OF THE COMPANY FOR THE YEAR 2017
ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS
RE-APPOINTMENT OF AUDITOR
AND
NOTICES OF AGM AND H SHAREHOLDERS' CLASS MEETING**

The AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting of the Company are to be held on Thursday, 11 May 2017 at 2:00 p.m., 3:00 p.m. and 4:00 p.m. respectively at the Company's Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the PRC. Notices of the AGM and the H Shareholders' Class Meeting are set out on pages 29 to 39 of this circular. Whether or not you are able to attend the AGM or the relevant class meeting in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon. For H Shareholders, the proxy form should be returned, in person or by post, to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in any event, not less than 24 hours before the designated time for the commencement of the AGM and/or the H Shareholders' Class Meeting and any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and/or the H Shareholders' Class Meeting or any adjournment thereof should you so wish.

If you intend to attend the AGM and/or the H Shareholders' Class Meeting in person or by proxy, you are required to complete and return the reply slip to the office of the secretary to the Board of the Company (for H Shareholders) on or before Thursday, 20 April 2017.

* For identification purposes only

24 March 2017

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“A Shares”	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in Renminbi (Stock Code: 601633);
“A Shareholder(s)”	holders of A Share(s);
“A Shareholders’ Class Meeting”	the class meeting of A Shareholders;
“AGM”	annual general meeting of the Company;
“Articles of Association”	articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“Baoding Jiehua”	Baoding Jiehua Automobile Components and Accessories Company Limited (保定杰華汽車零部件有限公司), a company incorporated in the PRC with limited liability and is a wholly-owned subsidiary of the Company;
“Baoding Vehicle Axles”	Great Wall Baoding Vehicle Axles Company Limited (保定長城汽車橋業有限公司), a company incorporated in the PRC with limited liability and is a wholly-owned subsidiary of the Company;
“Board”	the board of directors of the Company;
“Class Meetings”	the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting;
“close associate(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules;
“Company” or “Great Wall Motor”	長城汽車股份有限公司 (Great Wall Motor Company Limited*), a joint stock company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed on Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively;
“Company Law”	the Company Law of the PRC, as amended from time to time;
“core connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules;
“CSRC”	China Securities Regulatory Commission;
“Director(s)”	director(s) of the Company;
“H Share Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase not exceeding 10% of the number of its H Shares in issue as at the date of passing the proposed resolution(s) approving the H Share Repurchase Mandate at the AGM, the H Shareholders’ Class Meeting and the A Shareholders’ Class Meeting, details of which are set out in the notices of the AGM and the H Shareholders’ Class Meeting;
“H Shares”	the overseas-listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars (Stock Code: 2333);

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“H Shareholder(s)”	holders of H Share(s);
“H Shareholders’ Class Meeting”	the class meeting of H Shareholders;
“Haval Sales”	Baoding Haval Auto Sales Company Limited (保定哈弗汽車銷售有限公司), a company incorporated in the PRC with limited liability and is a wholly-owned subsidiary of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Innovation GW”	Baoding Innovation Great Wall Asset Management Company Limited (保定創新長城資產管理有限公司);
“Latest Practicable Date”	22 March 2017, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained herein;
“Mandatory Provisions”	the Mandatory Provisions for the Articles of Association of Companies Listed Overseas;
“Parties”	Merging party and merged parties of the absorption and merger as stated in the Appendix II to this circular;
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (chapter 571 of the Laws of Hong Kong) as amended from time to time;
“Share(s)”	A Share(s) and H Share(s);
“Shareholders”	holders of the Company’s Shares including A Share(s) and H Share(s);
“subsidiary(ies)”	unless the context requires otherwise, has the meaning ascribed thereto under the Hong Kong Listing Rules;
“Supervisor(s)”	supervisor(s) of the Company;
“Supervisory Committee”	the supervisory committee of the Company;
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time;

DEFINITIONS

“Tianjin Boxin ” Tianjin Boxin Automotive Parts Company Limited (天津博信汽車零部件有限公司), a company incorporated in the PRC with limited liability and is a wholly-owned subsidiary of the Company; and

“Wangsheng Investment” Baoding Wangsheng Investment Company Limited (保定市旺盛投資有限公司).

LETTER FROM THE BOARD



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)

Executive Directors:

Wei Jian Jun
Wang Feng Ying
Yang Zhi Juan

**Registered office, head office and
principal place of business:**

No. 2266 Chaoyang Road South
Baoding
Hebei Province
the PRC

Non-executive Director:

He Ping

Independent non-executive Directors:

Wong Chi Hung, Stanley
Lu Chuang
Ma Li Hui

24 March 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSAL IN RELATION TO A GENERAL MANDATE
FOR THE BOARD TO REPURCHASE H SHARES
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1. INTRODUCTION

This circular is issued in relation to the AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting to be held at 2:00 p.m., 3:00 p.m. and 4:00 p.m. respectively on Thursday, 11 May 2017 at the Company's Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the PRC.

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LETTER FROM THE BOARD

2. PROPOSAL IN RELATION TO A GENERAL MANDATE FOR THE BOARD TO REPURCHASE H SHARES

H SHARE REPURCHASE MANDATE

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered share capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the employees of the company; or (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or spin-off. The Mandatory Provisions, which the Company has incorporated in its Articles of Association, provide that subject to obtaining the approval of the relevant regulatory authorities and compliance with its articles of association, share repurchases may be effected by a joint stock limited company listed outside the PRC for the purpose of reducing its share capital or in connection with a merger between itself and another entity that holds its shares or in circumstances permitted by law or administrative regulations. H Shares repurchased under this general mandate shall only be cancelled and the registered capital of the Company shall be reduced accordingly.

The PRC laws and regulations and the Hong Kong Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to repurchase the H shares of such company that are listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting and special resolutions passed by holders of A shares and H shares in separate class meetings.

As H Shares are traded on the Hong Kong Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in Hong Kong dollars, the approval of relevant foreign exchange administrative authorities (if applicable) for the repurchase of H Shares is required. Besides, the Company shall also make a filing with the CSRC after it has repurchased its shares in addition to the applicable Hong Kong Listing Rules requirements for the filing of the Next Day Disclosure Return after the Company has made any repurchase of the H Shares.

In accordance with the requirements of Article 29 of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution for the reduction of the registered capital of the Company within 10 days after the passing of such resolution and publish a press announcement in the newspaper for at least three times within 30 days after the passing of the resolution. Creditors then have a period of up to 30 days after the Company's written notification or if no such notification has been received, up to 90 days after the publication of the first press announcement to require the Company to repay any amounts due to them or to provide guarantees in respect of such amounts.

Accordingly, approval is being sought from the Shareholders for a general mandate to repurchase H Shares in issue. In accordance with the legal and regulatory requirements described herein, the Directors will convene the AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting. A special resolution will be proposed at the AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting to grant to the Board the H Share Repurchase Mandate, details of which will be set out in the notices of the AGM and the H Shareholders' Class Meeting. The H Shares which may be repurchased pursuant to the H Share Repurchase Mandate shall not exceed 10% of the number of H Shares in issue as at the date of passing of the resolution(s) approving the H Share Repurchase Mandate.

LETTER FROM THE BOARD

The H Share Repurchase Mandate will be conditional upon the following:

- (a) the passing of the special resolution for the grant of the H Share Repurchase Mandate at each of the AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting;
- (b) the securing of approvals from all regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
- (c) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of its creditors (or if the Company is so required by any of its creditors, the Company having, in 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 as described above. If the Company determines to repay any amount to any of its creditors in circumstances described under this condition (c), it expects to do so out of its internal resources.

If the above conditions are not fulfilled, the H Share Repurchase Mandate will not be exercised by the Directors.

The H Share Repurchase Mandate would expire on the earlier of (a) the conclusion of the next AGM of the Company following the passing of the relevant special resolution(s) at the AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting; (b) the expiration of a period of twelve months following the passing of the relevant special resolution(s) at the AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting; or (c) the date on which the authority conferred by the relevant special resolution(s) is revoked or varied by a special resolution of the Shareholders at a general meeting or by the H Shareholders or the A Shareholders at their respective class meetings.

An explanatory statement giving certain information regarding the H Share Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED ABSORPTION AND MERGER OF WHOLLY-OWNED SUBSIDIARIES

To optimize the internal management structure, to reduce management hierarchy, to reduce the operation cost and to enhance the operation efficiency, the Company proposes to absorb and merge its wholly-owned subsidiaries, Tianjin Boxin, Baoding Jiehua, Baoding Vehicle Axles and Haval Sales.

Upon completion of the merger, the Company shall be the continuing entity, and the registration of Tianjin Boxin, Baoding Jiehua, Baoding Vehicle Axles and Haval Sales as independent legal persons shall be withdrawn. All the assets (including but not limited to fixed assets and current assets) of Tianjin Boxin, Baoding Jiehua, Baoding Vehicle Axles and Haval Sales shall be merged into the Company, and their liabilities and other obligations shall be assumed by the Company.

The absorption and merger does not constitute connected transactions. The absorption and merger is subject to approval at the general meeting in accordance with the Company Law and the Articles of Association.

Details of the proposed absorption and merger of Tianjin Boxin, Baoding Jiehua, Baoding Vehicle Axles and Haval Sales are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company proposed amendments to its business scope as contained in the Articles of Association based on the business needs of the Company.

The whole text of the amended Articles of Association will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Shanghai Stock Exchange (www.sse.com.cn) and the official website of the Company (www.gwm.com.cn) after the relevant amendments to the Articles of Association become effective.

The whole text of the original Articles of Association was published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Shanghai Stock Exchange (www.sse.com.cn) and the official website of the Company (www.gwm.com.cn) on 23 September 2016.

The details of the proposed amendments to the Articles of Association are set out in Appendix III to this circular.

5. PROFIT DISTRIBUTION PROPOSAL FOR THE YEAR 2016

In accordance with the Listed Companies Regulatory Guidance No. 3 — Cash Dividends Distribution of Listed Companies (上市公司監管指引第3號 — 上市公司現金分紅) issued by the CSRC, the Guidelines on the Distribution of Cash Dividends by Listed Companies of the Shanghai Stock Exchange (上海證券交易所上市公司現金分紅指引) and the Hong Kong Listing Rules and based on its practical operation, the Company formulated the Profit Distribution Proposal for the year 2016:

As of 31 December 2016, the undistributed profits of the Company amounted to RMB32,182,789,641. The cash dividend of RMB3,194,544,150 (representing RMB0.35 per Share) (tax inclusive) for the year ended 31 December 2016 was proposed to be distributed to the Shareholders in 2016. H Shareholders whose names appear on the H Share register of members of the Company maintained at Computershare Hong Kong Investor Services Limited at the close of business at 4:30 p.m. on Wednesday, 24 May 2017, shall be entitled to the cash dividend. The record date for the cash dividend entitlement of the A Shareholders will be determined after the 2016 AGM.

Upon obtaining approval at the forthcoming AGM, the final dividends will be paid on or about Friday, 23 June 2017 to the Shareholders whose names appear on the H Shares register of members of the Company as at the close of business on Wednesday, 24 May 2017. The H Shares register of members of the Company will be closed from Friday, 19 May 2017 to Wednesday, 24 May 2017 (both days inclusive), during which period no transfer of H Shares will be registered. In order for H Shareholders to qualify for the proposed final dividends, all the share transfer documents accompanied by the relevant instructions must be lodged with the Company's H 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, no later than 4:30 p.m. on Thursday, 18 May 2017.

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According to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and the Rules of the Implementation of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》) (collectively, “**Enterprise Income Tax Law**”), which took effect on 1 January 2008 and the Notice of the State Administration of Taxation on Issues Relevant to the Withholding of Enterprise Income Tax on Dividend Paid by PRC Enterprises to Offshore Non-resident Enterprise Holders of H Shares (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) promulgated on 6 November 2008 by State Administration of Taxation, when the Company distributes the final dividends to non-resident enterprise Shareholders whose names appear on the H Share register of members of the Company, the Company is required to withhold and pay on behalf of such Shareholders an enterprise income tax at the rate of 10%. Any Shares registered in the name of a non-individual Shareholder, including Hong Kong Securities Clearing Company Nominees Limited, other nominee or trustee, or other organisation and group, are deemed as Shares held by non-resident enterprise Shareholders. As such, the dividends that he or she is entitled to are subject to the enterprise income tax.

Any natural person investors whose H Shares are registered under the name of any such non-individual Shareholders and who do not wish to have the said 10% enterprise income tax to be withheld by the Company may consider transferring the legal title of the relevant H Shares into his or her name and lodge all transfer documents together with the relevant H Share certificates with the H Share registrar of the Company for registration of transfer.

For any resident enterprise (as defined in the Enterprise Income Tax Law) whose name appears on the H Share register of members of the Company and which is duly established in the PRC or under the laws of a foreign country (or a region) but with a de facto management body within the PRC and does not wish to have the said 10% enterprise income tax to be withheld by the Company, please provide Computershare Hong Kong Investor Services Limited with the proof of qualification for being a resident enterprise incorporated in the PRC (such term shall have the meaning as defined under the relevant tax rules and regulations of the PRC) on or before Monday, 10 April 2017.

The Company will strictly comply with the laws and the requirements of relevant government departments, and will withhold and pay the enterprise income tax on behalf of its Shareholders whose names appear on the H Shares register of members of the Company on the record date. The Company will take no responsibility and will reject any requests from Shareholders whose identities cannot be confirmed within the specified period or cannot be confirmed at all. Nor will the Company handle any disputes arising from the arrangement of withholding tax. However, the Company may provide assistance to the extent of its ability as appropriate.

The above requirements are not applicable to the income tax regulations on dividends received by individual investors and enterprise investors in Mainland China who invest in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect.

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According to the relevant requirements of the Notice on the Tax Policies Concerning the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號)》) and the Notice on the Tax Policies Concerning the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2016]127號)》) jointly published by the Ministry of Finance, State Administration of Taxation and China Securities Regulatory Commission of the PRC, the Company shall withhold an individual income tax at the rate of 20% on dividends derived from the H Shares acquired from the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect by mainland individual investors. As to the withholding tax having been paid abroad, an individual investor may file an application for tax credit with the competent tax authority of China Securities Depository and Clearing Co., Ltd. with an effective credit document. Reference shall be made to individual income tax regulations for dividends received by mainland securities investment funds from shares acquired from the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect. Dividends received by mainland enterprises investors from shares acquired from the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect shall be included in their total income and subject to enterprise income tax. The Company shall not withhold income tax on dividends to mainland enterprise investors who shall report and pay their income tax.

As at 31 December 2016, as for the Company's 2015 final dividends, there were 59 cases of unclaimed final dividends, amounting to HK\$83,930.91.

The above arrangement is not applicable to the distribution of dividends to A Shareholders.

6. OPERATING STRATEGIES OF THE COMPANY FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to consider and approve the strategies of the Company for the year 2017. The strategies of the Company for the year 2017 are as follows: "In 2017, the Company will continue to follow the basic principle of "strategic operation through enhancement of product quality, research and development as well as reforms". With an aim to achieve its goals, the Company will base its transformation mainly on research and development. Greater efforts will be made to promote the SE across all sectors so as to establish a model of research and development underpinned by the efficient synergy of the value chain covering research, supply, production and sale of automobiles. Committed to its research and development, the Company will integrate global resources in order to equip itself with world-class technical development capabilities. Meanwhile, the Company will strive to serve its customers through reliable quality and trustworthy operation. Brand values will be further promoted with its exceptional product quality and services. By adhering to its strategic operation, the Company will develop its core competitiveness for its long-term development and system enhancement."

7. ELECTION AND APPOINTMENT OF DIRECTORS AND SUPERVISORS

As the three-year term of office of the fifth session of the Board will expire on 8 May 2017, pursuant to Article 124 of the Articles of Association, all incumbent Directors will retire from office.

Pursuant to Article 124 of the Articles of Association, where any vacancy is not filled upon the expiry of the term of office of such director, the director whose term of office has expired shall continue to discharge the duties and functions of a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a newly elected director takes office. The AGM will be convened on 11 May 2017 to elect members of the six session of the Board and all incumbent Directors will retire from office on 11 May 2017. All of the executive Directors, non-executive Director and Mr. Ma Li Hui (independent non-executive Director) will be eligible for re-election at the AGM. Mr. Lu Chuang

LETTER FROM THE BOARD

and Mr. Wong Chi Hung, Stanley, independent non-executive Directors, will not offer themselves for re-election. The Board proposes to appoint Mr. Li Wan Jun and Mr. Ng Chi Kit as independent non-executive Directors to replace Mr. Lu Chuang and Mr. Wong Chi Hung, Stanley, respectively.

The proposed sixth session of the Board will comprise seven Directors. Mr. Wei Jian Jun, Ms. Wang Feng Ying and Ms. Yang Zhi Juan, all executive Directors, Mr. He Ping, a non-executive Director, and Mr. Ma Li Hui, an independent non-executive Director, will retire from office and offer themselves for re-election. Each of Mr. Li Wan Jun and Mr. Ng Chi Kit offer themselves for election and appointment as independent non-executive Directors.

As the three-year term of office of the fifth session of the Supervisory Committee will also expire on 8 May 2017, pursuant to Article 147 of the Articles of Association, all incumbent Supervisors will retire from office.

Pursuant to Article 150 of the Articles of Association, where the term of office of a Supervisor expires but re-election is not made accordingly or if any Supervisor resigns during his/her term of office resulting in the number of members of the Supervisory Committee being less than the quorum, the said Supervisor shall continue to discharge his/her duties as a Supervisor pursuant to the laws, administrative regulations and the Articles of Association until a newly elected Supervisor takes office. The AGM and the employee representative meeting will be convened on 11 May 2017 to elect independent Supervisors and employee representative Supervisors of the six session of the Supervisory Committee and all incumbent Supervisors will retire from office on 11 May 2017.

The proposed sixth session of the Supervisory Committee shall comprise three Supervisors, including one employee representative Supervisor. The employee representative Supervisor shall be elected at the employee representative meeting of the Company while the independent Supervisors shall be elected at the AGM. Mr. Chen Biao, the employee representative Supervisor, will retire from office and offer himself for re-election at the employee representative meeting. Ms. Luo Jin Li and Ms. Zong Yi Xiang, the independent Supervisors, will retire from office and offer themselves for re-election at the AGM.

The biographical details of the Director candidates and independent Supervisor candidates are set out in Appendix IV and Appendix V respectively to this circular. The biographical details of Mr. Chen Biao, the employee representative Supervisor candidate, are set out in Appendix VI to this circular.

8. RE-APPOINTMENT OF AUDITOR

An ordinary resolution will be proposed at the AGM 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 2017, for the audit and review of the financial statements and audit of internal control of the Company (the term of such re-appointment shall commence from the date on which the relevant resolution is passed until the date of the convening of 2017 AGM) and to authorise the Board to fix its remunerations of no more than RMB3,500,000.

9. THE AGM AND THE CLASS MEETINGS

The AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting will be held at 2:00 p.m., 3:00 p.m. and 4:00 p.m. respectively on Thursday, 11 May 2017 at the Company's Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the PRC. The notices of convening the AGM and the H Shareholders' Class Meeting are set out on pages 29 to 39 of this circular.

LETTER FROM THE BOARD

10. BOOK CLOSURE PERIOD

In order to determine the list of Shareholders who will be entitled to attend and vote at the AGM and/or the Class Meetings (as the case may be), the H Share register of members of the Company will be closed from Tuesday, 11 April 2017 to Thursday, 11 May 2017 (both days inclusive), during which no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company at 4:30 p.m. on Monday, 10 April 2017 shall be entitled to attend and vote at the AGM and the H shareholders' Class Meeting. In order for the H Shareholders to qualify for attending and voting at the AGM and the H shareholders' Class Meeting, all completed share transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H 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, and in any case no later than 4:30 p.m. on Monday, 10 April 2017.

11. VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Hong Kong Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the AGM and the Class Meetings in accordance with the Articles of Association. An announcement on the poll results will be made by the Company after the AGM and the Class Meetings in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

H Shareholders who wish(es) to appoint a proxy/proxies to attend the AGM and/or the H Shareholders' Class Meeting are requested to complete and sign the proxy form in accordance with the instructions contained therein, and deliver the forms 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 designated for the commencement of the AGM and/or the H Shareholders' Class Meeting.

12. RECOMMENDATION

The Directors believe that the proposed resolutions are either necessary or in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and to the extent applicable, the Class Meetings.

13. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Wei Jian Jun
Chairman

Baoding, Hebei Province, the People's Republic of China

In accordance with the Hong Kong Listing Rules, this Appendix serves as an explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution(s) to be proposed at the AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting for the grant of the H Share Repurchase Mandate to the Directors.

H SHARE REPURCHASE MANDATE

1. Reasons for Repurchasing H Shares

The Directors believe that the flexibility afforded by the H Share Repurchase Mandate would be beneficial to and in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases will only be made when the Directors believe that such repurchases of H Shares will benefit the Company and its Shareholders.

2. Registered Capital

As at the Latest Practicable Date, the registered capital of the Company was RMB9,127,269,000 comprising 3,099,540,000 H Shares of RMB1.00 each and 6,027,729,000 A Shares of RMB1.00 each.

3. Exercise of the H Share Repurchase Mandate

Subject to the passing of the relevant special resolution(s) set out in the notice of AGM, the special resolution(s) approving the grant to the Board of the H Share Repurchase Mandate in the H Shareholders' Class Meeting and A Shareholders' Class Meeting, respectively, the Board will be granted the H Share Repurchase Mandate until the earlier of (a) the conclusion of the next AGM of the Company following the passing of the relevant special resolution(s) at the AGM, H Shareholders' Class Meeting and A Shareholders' Class Meeting; (b) the expiration of a period of twelve months following the passing of the relevant special resolution(s) at the AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting; or (c) the date on which the authority conferred by the relevant special resolution(s) is revoked or varied by a special resolution of the Shareholders at a general meeting or by the H Shareholders or the A Shareholders at their respective class meetings (the "**Relevant Period**"). The exercise of the H Share Repurchase Mandate is subject to (i) the approvals of all the regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and (ii) the Company not being required by any of its creditors to repay or to provide guarantee 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, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure under the Articles of Association.

The exercise in full of the H Share Repurchase Mandate (on the basis of 3,099,540,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM, the H Shareholders' Class Meeting and A Shareholders' Class Meeting) would result in a maximum of 309,954,000 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution(s).

4. Funding of Repurchases

In repurchasing its H Shares, the Company intends to apply funds from the its internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, regulations and rules of the PRC.

The Company is empowered by its Articles of Association to repurchase its H Shares. Any repurchases by the Company may only be made out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for such purpose. Under the PRC laws, H Shares so repurchased will be treated as cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. The Company may not repurchase securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

5. General

The Directors consider that there would not be any material adverse impact on the working capital or the gearing ratio of the Company (as compared with those disclosed in the published audited accounts contained in the annual report of the Company for the year ended 31 December 2016) in the event that the H Share Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the H Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the H Share Repurchase Mandate in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, regulations and rules of the PRC.

6. H Shares Prices

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date are as follows:

	H Shares Prices	
	Highest HK\$	Lowest HK\$
2016		
April	6.54	5.80
May	5.98	5.54
June	6.60	5.91
July	8.05	6.34
August	8.43	7.29
September	8.31	7.39
October	9.16	7.57
November	7.60	6.80
December	7.77	7.10
2017		
January	8.32	7.19
February	9.90	7.79
March (up to the Latest Practicable Date)	9.70	8.80

7. H Shares Repurchased by the Company

No repurchase of H Shares has been made by the Company in the previous six months preceding the Latest Practicable Date (whether on the Hong Kong Stock Exchange or otherwise).

8. Disclosure of Interests

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any close associates of the Directors presently intends to sell H Shares to the Company under the H Share Repurchase Mandate in the event that the H Share Repurchase Mandate is approved by the Shareholders and the conditions (if any) to which the H Share Repurchase Mandate is subject are fulfilled.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the H Share Repurchase Mandate is approved by the Shareholders and the conditions (if any) to which the H Share Repurchase Mandate is subject are fulfilled.

9. Takeovers Code

If as a result of a share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Innovation GW is interested in approximately 56.04% of the Company's total registered capital. Innovation GW is controlled by Wangsheng Investment, which in turn is controlled by Mr. Wei Jian Jun. In the event that the Directors exercise in full the power to repurchase H Shares in accordance with the terms of the H Share Repurchase Mandate to be proposed at the AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting, the total interests of Innovation GW in the total registered capital of the Company would be increased to approximately 58.01%.

The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any repurchases to be made under the H Share Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Hong Kong Listing Rules not being complied with.

Absorption and Merger of Wholly-owned Subsidiaries

The absorption and merger does not constitute connected transactions. The absorption and merger is subject to approval at the general meeting in accordance with the Company Law and the Articles of Association.

I. Basic information of the Parties involved in the merger

Merging party — the Company

Merged parties — Tianjin Boxin, Baoding Jiehua, Baoding Vehicle Axles and Haval Sales

1. The Company

The Company was established on 12 June 2001 with a registered capital of RMB9,127,269,000. Its registered address is No. 2266 Chaoyang Road South, Baoding. Its legal representative is Wei Jian Jun. It engages in the production, development, design, research and development as well as technology services, processing agency and sales of vehicles, parts and components and accessories, and provision of related after-sales services and consultation services; information technology services; the manufacturing of electronic and mechanical equipments (except for those restricted or prohibited by the PRC government from foreign investment and those with special limitations); the processing and manufacturing of moulds; the design, production and sales of steel and casting and the provision of related after-sales services; repair and maintenance of automobiles; general cargo transportation and special transportation (compartment); storage and logistics (a license is required for operation in the event of an administrative permit involved); the export of parts and components and accessories of automobiles manufactured and purchased by the Company; the import and export of goods and technology (excluding those distributed and operated exclusively by the PRC government and except for those restricted by the PRC government); and the leasing of self-owned properties and equipment.

As at 31 December 2016, the total assets and net assets of the Company amounted to RMB87,597 million and RMB45,148 million, respectively. The operating income and net profit for 2016 were RMB96,097 million and RMB10,903 million, respectively. All the figures have been audited.

2. Tianjin Boxin

Tianjin Boxin, a wholly-owned subsidiary of Great Wall Motor, was established on 4 November 2009 with a registered capital of RMB1,890 million. Its registered address is No. 99 South Avenue, the West Zone of Tianjin Economic-Technological Development Area (天津開發區西區南大街99號). Its legal representative is Wei Jian Jun. It engages in the production and sales of automotive parts and the provision of related after-sales services; the development and design of automotive parts; import and export of goods and technology and related agency services; the leasing of equipment; and the leasing of self-owned properties.

As at 31 December 2016, the total assets and net assets of Tianjin Boxin amounted to RMB4,178,018,700 and RMB3,269,461,600, respectively. The operating income and net profit for 2016 were RMB5,946,166,000 and RMB1,110,142,700, respectively. All the figures have been audited.

3. *Baoding Jiehua*

Baoding Jiehua, a wholly-owned subsidiary of Great Wall Motor, was established on 15 September 2004 with a registered capital of RMB31.308 million. Its registered address is Great Wall Industrial Park, Nanshi District, Baoding. Its legal representative is Zhang Zhi Hao. It engages in the design and development of automotive parts and automotive seating and the leasing of self-owned properties.

As at 31 December 2016, the total assets and net assets of Baoding Jiehua amounted to RMB34.1165 million and RMB34.0019 million, respectively. The operating income and net profit for 2016 were RMB3.1966 million and RMB1.0602 million, respectively. All the figures have been audited.

4. *Baoding Vehicle Axles*

Baoding Vehicle Axles, a direct wholly-owned subsidiary of Great Wall Motor, was established on 13 December 2000 with a registered capital of RMB0.5 million. Its registered address is No.39 Tai Hang Lu, Baoding (保定市太行路39號). Its legal representative is Wei Jian Jun. It engages in the technology development, production and processing of parts and components and accessories; the design and production of automotive moulds and fixture; the sales of products of the Company and the provision of related after-sales services; and the leasing of self-owned properties.

As at 31 December 2016, the total assets and net assets of Baoding Vehicle Axles amounted to RMB32.485 million and RMB27.2966 million, respectively. The operating income and net profit for 2016 were RMB32.5048 million and RMB1.0367 million, respectively. All the figures have been audited.

5. *Haval Sales*

Haval Sales, a wholly-owned subsidiary of Great Wall Motor, was established on 18 March 2014 with a registered capital of RMB5 million. Its registered address is No. 299 North Chaoyang Street (Xu), Baoding, Hebei (河北省保定市朝陽北大街(徐)299號). Its legal representative is Wang Feng Ying. It engages in the wholesale and retail of Haval automobiles, accessories of automobiles, mechanical equipment, electronic hardware and products; services and sale of application software; used car dealing; automobile rental services; registration agency services; transfer agency services; self-operated and commissioned import and export of various goods, other than the exports centrally operated by the PRC government and the imports operated by companies approved by the PRC government (excluding the commodities and technologies restricted from operation or prohibited from import and export by the PRC); consulting services of automotive information.

As at 31 December 2016, the total assets and net assets of Haval Sales amounted to RMB6,083,668,900 and RMB30,525,300, respectively. The operating income and net profit for 2016 were RMB83,638,781,800 and RMB23,025,300, respectively. All the figures have been audited.

II. Method, scope and related arrangements of the absorption and merger

1. The Company intends to acquire all the assets and liabilities of Tianjin Boxin, Baoding Jiehua, Baoding Vehicle Axles and Haval Sales by way of full absorption and merger. Upon completion of the merger, the Company shall be the continuing entity, and the registration of Tianjin Boxin, Baoding Jiehua, Baoding Vehicle Axles and Haval Sales as independent legal persons shall be withdrawn.

2. The date of merger will be 31 March 2017.
3. The profit or loss incurred during the period from the date of merger to the completion date of the merger shall be assumed by the Company.
4. Upon completion of the merger, all the assets (including but not limited to fixed assets and current assets) of the merged parties shall be merged into the Company, and their liabilities and other obligations shall be assumed by the Company.
5. Balance sheets and inventory of assets of all Parties shall be prepared and the creditors shall be informed and announcement shall be published.
6. The Parties shall fully co-operate to complete the transfer of all assets of the merged parties to the Company and the formalities relating to assets transfer and registration of changes in asset ownership.
7. Upon completion of the merger, the deployment of the staff of the merged parties shall be arranged in accordance with the regulations of staff management of the Company.
8. The merged parties shall complete their approval procedures and the Company shall seek approval for the merger from the general meeting after consideration and approval by the Board. The Parties involved in the merger shall enter into the Agreement of Absorption and Merger after the merger is considered and passed at the general meeting.
9. Upon approval, the Parties shall complete the formalities relating to the absorption and merger.
10. The Parties shall perform other procedures as required by laws, administrative regulations and the State Council of the PRC.

III. Objectives of absorption and merger and its effects on the Company

Upon completion of the absorption and merger, all the existing assets and liabilities of Tianjin Boxin, Baoding Jiehua, Baoding Vehicle Axles and Haval Sales will be merged into the Company and the effects on the Company will be as follows:

1. The effective control of the Company will remain unchanged before and after the absorption and merger.
2. The absorption and merger will enable the Company to centralize and optimize its production resources for better operating efficiency and profitability of the Company and is in line with the development strategies of the Company.
3. The absorption and merger will enable the Company to streamline its management structure by reducing management hierarchy, reducing operating costs, which will all have positive effects on the Company.

The chairman and any person authorized by the chairman are authorized to implement and/or give effect to the absorption and merger, to execute all necessary documents and agreements and to do all such things deemed by them to be incidental to, ancillary to or in connection with the absorption and merger, and to approve, ratify and confirm all the above actions of the Board in relation to the absorption and merger.

Article 12 of the original Articles of Association which reads as follows:

“The Company’s scope of business shall be consistent with and subject to that approved by the authority responsible for company registrations.

The Company’s scope of business is as follows: manufacturing of automobiles and components thereof; production, development, design, research and development and technical services, processing agency and sale of accessories and provision of after-sale services and consultation services thereof; information technology services; manufacturing of electronic and mechanical equipments (except for those restricted or prohibited by the State from foreign investment and those with special limitations); processing and manufacturing of moulds; design, production and sale of cast iron and steel components and provision of related after-sales services; repair and maintenance of automobiles; general cargo freight transportation and special transportation; storage and logistics (a licence is required for operation in the event of an administrative permit involved); export of components and accessories of automobiles manufactured and purchased by the Company; import and export of goods and techniques (excluding those distributed and operated exclusively by the State and except for those restricted by the State); leasing out self-owned buildings and equipment.”

To be amended to read as follows:

“The Company’s scope of business shall be consistent with and subject to that approved by the authority responsible for company registrations.

The Company’s scope of business is as follows: manufacturing of automobiles and components thereof; production, development, design, research and development and technical services, processing agency and sale of accessories and provision of after-sale services and consultation services thereof; information technology services; manufacturing of electronic and mechanical equipments (except for those restricted or prohibited by the State from foreign investment and those with special limitations); processing and manufacturing of moulds; design, production and sale of cast iron and steel components and provision of related after-sales services; repair and maintenance of automobiles; general cargo freight transportation and special transportation; storage and logistics (a licence is required for operation in the event of an administrative permit involved); export of components and accessories of automobiles manufactured and purchased by the Company; import and export of goods and techniques (excluding those distributed and operated exclusively by the State and except for those restricted by the State); leasing out self-owned buildings and equipment. Sales of lubricants, automotive apparel and automotive decorations; daily necessities; consulting services of automotive information; training of maintenance skills and relevant services; wholesale and retail of electronic hardware and products; used car dealing; automobile rental services; registration agents; transfer agency services; design, production and sale of motor batteries; enterprise management consultation; services and sales of application software; processing, recycling and sale of scrap metal, waste plastic, used paper and other disposal materials (excluding hazardous waste and chemicals).”

Biographical details of the Director candidates proposed to be re-elected and re-appointed at the AGM are as follows:

EXECUTIVE DIRECTORS

Mr. Wei Jian Jun (魏建軍先生) (“Mr. Wei”), aged 53, is the chairman and executive director of the Company. He graduated from the Committee College of Hebei Province of the PRC Communist Party (中共河北省委黨校) in 1999 specializing in corporate management studies. Mr. Wei joined Baoding Great Wall Motor Industry Company (保定長城汽車工業公司) (the predecessor of the Company) as the general manager in 1990. He has been the chairman of the Company since June 2001. He is responsible for the overall strategic planning and business development of the Group. Moreover, Mr. Wei was appointed as a representative to the Ninth and Tenth National People’s Congress of Hebei Province respectively, as well as a representative to the Eighteenth National Congress of the Communist Party of China. In addition, Mr. Wei is also a director of the Company’s substantial shareholder, Innovation GW.

Mr. Wei did not hold any directorship in any other listed public companies in the last three years preceding the Latest Practicable Date. Save as disclosed herein, Mr. Wei does not have any other major appointments and qualifications.

Subject to his re-appointment as a Director at the AGM, Mr. Wei will enter into a service agreement with the Company for a term of three years commencing from 11 May 2017 until the expiry of the sixth session of the Board. Unless determined otherwise, Mr. Wei shall be paid a Director’s emolument of RMB70,000 (after tax) per annum. The Director’s emolument of Mr. Wei is determined by the Board with reference to his experience, duties and responsibilities.

As at the Latest Practicable Date, as Mr. Wei controlled Wangsheng Investment, which in turn controlled Innovation GW, a substantial shareholder (as defined in the Hong Kong Listing Rules) holding 5,115,000,000 A Shares, Mr. Wei is deemed to be interested in the 5,115,000,000 A Shares held by Innovation GW pursuant to the SFO. Save as disclosed above, Mr. Wei is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as disclosed above, Mr. Wei confirms that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders, and that there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

Ms. Wang Feng Ying (王鳳英女士) (“Ms. Wang”), aged 46, is a vice chairman, executive director and general manager of the Company. She graduated from Tianjin Institute of Finance (天津財經學院) in 1999 and obtained a master’s degree in economics. Ms. Wang joined the Company in 1991. She is responsible for the sales and marketing management of the Company. Ms. Wang has been acting as the general manager of the Company since November 2002. She is concurrently the general manager of Baoding Great Wall Automobile Sales Company Limited (保定長城汽車銷售有限公司). She has been acting as an executive director of the Company since June 2001. In addition, Ms. Wang was a representative to the Eleventh and Twelfth National People’s Congress respectively.

Ms. Wang did not hold any directorship in any other listed public companies in the last three years preceding the Latest Practicable Date. Save as disclosed herein, Ms. Wang does not have any other major appointments and qualifications.

Subject to her re-appointment as a Director at the AGM, Ms. Wang will enter into a service agreement with the Company for a term of three years commencing from 11 May 2017 until the expiry of the sixth session of the Board. Unless determined otherwise, Ms. Wang shall be paid a Director's emolument of RMB70,000 (after tax) per annum. The Director's emolument of Ms. Wang is determined by the Board with reference to her experience, duties and responsibilities.

As at the Latest Practicable Date, Ms. Wang has no interests in the shares of the Company within the meaning of Part XV of the SFO. Ms. Wang is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Saved as disclosed above, Ms. Wang confirms that there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders, and that there is no information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

Ms. Yang Zhi Juan (楊志娟女士) ("Ms. Yang"), aged 50, is an executive director of the Company. She graduated from Hebei University (河北大學) with a major in law in 1987. Ms. Yang joined the Company in 1999, and served as the general office supervisor of Baoding Great Wall Huabei Automotive Company Limited (保定長城華北汽車有限責任公司) and the head of investment management department of the Company. She has been an executive director of the Company since August 2001.

Ms. Yang did not hold any directorship in any other listed public companies in the last three years preceding the Latest Practicable Date. Save as disclosed herein, Ms. Yang does not have any other major appointments and qualifications.

Subject to her re-appointment as a Director at the AGM, Ms. Yang will enter into a service agreement with the Company for a term of three years commencing from 11 May 2017 until the expiry of the sixth session of the Board. Unless determined otherwise, Ms. Yang shall be paid a Director's emolument of RMB70,000 (after tax) per annum. The Director's emolument of Ms. Yang is determined by the Board with reference to her experience, duties and responsibilities.

As at the Latest Practicable Date, Ms. Yang has no interests in the shares of the Company within the meaning of Part XV of the SFO. Ms. Yang is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as disclosed above, Ms. Yang confirms that there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders, and that there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

NON-EXECUTIVE DIRECTORS

Mr. He Ping (何平先生) ("Mr. He"), aged 40, is a non-executive director of the Company. He graduated from Fudan University (復旦大學) with a major in international economic law in 1997 and obtained a bachelor's degree in law. Since June 1997, Mr. He worked in the investment banking headquarters of China Southern Securities Company Limited (南方證券有限責任公司). From March 2002 to December 2005, Mr. He successively acted as the deputy general manager and general manager at the investment banking headquarters of Guo Du Securities Company Limited (國都證券有限責任公司). Mr. He was appointed as the director of the investment department of Beijing Hong Yi Yuan Fang Investment Consultants Advisor Company Limited (北京弘毅遠方投資顧問有限公司) on December

2010. From October 2012 to April 2014, Mr. He was appointed as general manager of the risk control and compliance department. On 22 October 2014, Mr. He was appointed as an executive director and the legal representative of Wuhu Zhuo Hui Chuang Shi Investment Management Company Limited (蕪湖卓輝創世投資管理有限公司). Mr. He has been acting as a non-executive director of the Company since May 2002.

Mr. He did not hold any directorship in any other listed public companies in the last three years preceding the Latest Practicable Date. Save as disclosed herein, Mr. He does not have any other major appointments and qualifications.

Subject to his re-appointment as a Director at the AGM, Mr. He will enter into an appointment letter with the Company for a term of three years commencing from 11 May 2017 until the expiry of the sixth session of the Board. Unless determined otherwise, Mr. He shall be paid a Director's emolument of RMB60,000 (before tax) per annum. The Director's emolument of Mr. He is determined by the Board with reference to his experience, duties and responsibilities. Save for the above Director's emolument, Mr. He is not expected to receive any other remuneration for holding his office as a non-executive director of the Company.

As at the Latest Practicable Date, Mr. He has no interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. He is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as disclosed above, Mr. He confirms that there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders, and that there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ma Li Hui (馬力輝先生) (“**Mr. Ma**”), aged 49, is a professor in mechanical engineering and an independent non-executive director of the Company. Mr. Ma graduated from Hebei Institute of Technology (河北工學院) with a major in machine manufacturing technology and equipment in 1989. He has been teaching in Hebei Institute of Technology (河北工學院) after obtaining a master's degree in engineering from Hebei Institute of Technology (河北工學院) in 1992. He obtained a doctoral degree in mechanic design and theory from Hebei University of Technology (河北工業大學) in June 2007. He is currently a professor of School of Quality and Technology Supervision (質量技術監督學院) in Hebei University (河北大學), and a member of the technological innovation committee of China Innovation Method Society (中國創新方法研究會). His research focuses include innovative design of mechanical and electrical products. Mr. Ma has been acting as an independent non-executive director of the Company since May 2014.

Mr. Ma did not hold any directorship in any listed public companies in the last three years preceding the Latest Practicable Date. Save as disclosed herein, Mr. Ma does not have any other major appointments and qualifications.

The Board considers that Mr. Ma continues to be independent and is able to carry out his duties as an independent non-executive director of the Company for the following reasons:

- (a) Mr. Ma is able to confirm his independence to the Company in respect of each of the factors set out in Rule 3.13 of the Hong Kong Listing Rules;
- (b) Since the listing of the Company, Mr. Ma has not had and does not have any executive or management role or functions in the Company or its subsidiaries, nor has he been employed by any member of the Group;

- (c) Mr. Ma does not have any familial or contractual relationships with any directors, senior management or substantial or controlling shareholders of the Company or any of their respective close associates, nor does he hold any other positions with the Company or its core connected persons, or any of their respective holding companies or subsidiaries; and
- (d) After due and careful consideration, the Board considers Mr. Ma suitably independent to carry out his duties as an independent non-executive Director.

Subject to his appointment as a Director at the AGM, Mr. Ma will enter into an appointment letter with the Company for a term of three years commencing from 11 May 2017 until the expiry of the sixth session of the Board. Unless determined otherwise, Mr. Ma shall be paid a Director's emolument of RMB60,000 (before tax) per annum. The Director's emolument of Mr. Ma is determined by the Board with reference to his experience, duties and responsibilities. Save for the above Director's emolument, Mr. Ma is not expected to receive any other remuneration for holding his office as an independent non-executive director of the Company.

As at the Latest Practicable Date, Mr. Ma has no interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Ma is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as disclosed above, Mr. Ma confirms that there are no other matters relating to his election that need to be brought to the attention of the Shareholders, and that there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

Biographical details of the Director candidates proposed to be elected and appointed at the AGM are as follows:

Mr. Li Wan Jun (李萬軍) (“Mr. Li”), aged 53, is a member of the Communist Party. He obtained a master's degree in management and is a senior accountant, certified public accountant and registered tax advisor. Mr. Li acted as an independent director of Shijiazhuang Changshan Textile Co., Ltd. (石家莊常山紡織股份有限公司), a company listed on the Shenzhen Stock Exchange with stock code 000158, and Cangzhou Mingzhu Plastic Co., Ltd. (滄州明珠塑料股份有限公司), a company listed on the Shenzhen Stock Exchange with stock code 002108, from 16 August 2012 to 26 August 2014 and from 8 July 2013 to 30 July 2014, respectively. From 19 May 2011 to 6 June 2014, he acted as an independent director of Shijiazhuang Dongfang Thermolectric Co., Ltd. (石家莊東方熱電股份有限公司), a company listed on the Shenzhen Stock Exchange with stock code 000958, which was later renamed as SPIC Shijiazhuang Dongfang Energy Corporation (石家莊東方能源股份有限公司) on 11 October 2014. Currently, he works as a partner of Asia Pacific (Group) CPAs (special general partnership) (亞太(集團)會計師事務所(特殊普通合夥)). The Board proposes to appoint Mr. Li as the independent non-executive director of the Company.

Save as disclosed above, Mr. Li did not hold any directorship in any other listed public companies in the last three years preceding the Latest Practicable Date. Save as disclosed herein, Mr. Li does not have any other major appointments and qualifications.

The Board considers that Mr. Li to be independent and is able to carry out his duties as an independent non-executive director of the Company for the following reasons:

- (a) Mr. Li is able to confirm his independence to the Company in respect of each of the factors set out in Rule 3.13 of the Hong Kong Listing Rules;

- (b) Since the listing of the Company, Mr. Li has not had and does not have any executive or management role or functions in the Company or its subsidiaries, nor has he been employed by any member of the Group;
- (c) Mr. Li does not have any familial or contractual relationships with any directors, senior management or substantial or controlling shareholders of the Company or any of their respective close associates, nor does he hold any other positions with the Company or its core connected persons, or any of their respective holding companies or subsidiaries; and
- (d) After due and careful consideration, the Board considers Mr. Li suitably independent to carry out his duties as an independent non-executive Director.

Subject to his appointment as a Director at the AGM, Mr. Li will enter into an appointment letter with the Company for a term of three years commencing from 11 May 2017 until the expiry of the sixth session of the Board. Unless determined otherwise, Mr. Li shall be paid a Director's emolument of RMB60,000 (before tax) per annum. The Director's emolument of Mr. Li is determined by the Board with reference to his experience, duties and responsibilities. Save for the above Director's emolument, Mr. Li is not expected to receive any other remuneration for holding his office as an independent non-executive director of the Company.

As at the Latest Practicable Date, Mr. Li has no interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Li is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as disclosed above, Mr. Li confirms that there are no other matters relating to his election that need to be brought to the attention of the Shareholders, and that there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

Mr. Ng Chi Kit (吳智傑) ("Mr. Ng"), aged 43, Mr. Ng graduated from the Hong Kong Polytechnic University in Hong Kong with a Bachelor of Arts in Accountancy in November 1997. Mr. Ng has been an associate member of Hong Kong Institute of Certified Public Accountants since January 2003 and a fellow member of the Association of Chartered Certified Accountants since June 2006. From March 2000 to December 2009, Mr. Ng worked in the Assurance and Advisory Business Services Department of Ernst & Young and was a senior manager of Ernst & Young from October 2006 to November 2009. From December 2010 to February 2017, Mr. Ng has been a non-executive director and a member of the audit committee of Chaowei Power Holdings Limited (a company listed on the Main Board of the Hong Kong Stock Exchange with stock code 951), and was redesignated as independent non-executive director on 10 February 2017. He is responsible for oversight of the financial management and reporting. Since December 2013, Mr. Ng has been a chief financial officer and the company secretary of Suchuang Gas Corporation Limited (a company listed on the Main Board of the Hong Kong Stock Exchange with stock code 1430). The Board proposes to appoint Mr. Ng as an independent non-executive director of the Company.

Save as disclosed above, Mr. Ng did not hold any directorship in any other listed public companies in the last three years preceding the Latest Practicable Date. Save as disclosed herein, Mr. Ng does not have any other major appointments and qualifications.

The Board considers that Mr. Ng to be independent and is able to carry out his duties as an independent non-executive director of the Company for the following reasons:

- (a) Mr. Ng is able to confirm his independence to the Company in respect of each of the factors set out in Rule 3.13 of the Hong Kong Listing Rules;

- (b) Since the listing of the Company, Mr. Ng has not had and does not have any executive or management role or functions in the Company or its subsidiaries, nor has he been employed by any member of the Group;
- (c) Mr. Ng does not have any familial or contractual relationships with any directors, senior management or substantial or controlling shareholders of the Company or any of their respective close associates, nor does he hold any other positions with the Company or its core connected persons, or any of their respective holding companies or subsidiaries; and
- (d) After due and careful consideration, the Board considers Mr. Ng suitably independent to carry out his duties as an independent non-executive Director.

Subject to his appointment as a Director at the AGM, Mr. Ng will enter into an appointment letter with the Company for a term of three years commencing from 11 May 2017 until the expiry of the sixth session of the Board. Unless determined otherwise, Mr. Ng shall be paid a Director's emolument of RMB120,000 (after tax) per annum. The Director's emolument of Mr. Ng is determined by the Board with reference to his experience, duties and responsibilities. Save for the above Director's emolument, Mr. Ng is not expected to receive any other remuneration for holding his office as an independent non-executive director of the Company.

As at the Latest Practicable Date, Mr. Ng has no interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Ng is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as disclosed above, Mr. Ng confirms that there are no other matters relating to his election that need to be brought to the attention of the Shareholders, and that there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

Biographical details of the independent Supervisor candidate proposed to be re-elected and re-appointed at the AGM are as follows:

Ms. Luo Jin Li (羅金莉女士) (“Ms. Luo”), aged 57, is a senior economist, and a supervisor of the Company. She graduated from Hebei Normal University (河北師範大學) with a major in physics in 1982. Ms. Luo has been working at the personnel department of Hebei University (河北大學) since December 1993, responsible for human resources management. Ms. Luo has been acting as a supervisor of the Company since September 2003.

Ms. Luo did not hold any directorship in any listed public companies in the last three years preceding the Latest Practicable Date. Save as disclosed herein, Ms. Luo does not have any other major appointments and qualifications.

Subject to her re-appointment as an independent Supervisor at the AGM, Ms. Luo will enter into a service agreement with the Company for a term of three years commencing from 11 May 2017 until the expiry of the sixth session of the Supervisory Committee. Unless otherwise determined, Ms. Luo shall be paid a Supervisor’s emolument of RMB18,000 (after tax) per annum. The Supervisor’s emolument of Ms. Luo is determined by the Supervisory Committee with reference to her duties and responsibilities.

As at the Latest Practicable Date, Ms. Luo has no interests in the shares of the Company within the meaning of Part XV of the SFO. Ms. Luo is not connected with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Hong Kong Listing Rules) of the Company.

Save as disclosed above, Ms. Luo confirms that there is no other matter that needs to be brought to the attention of the Shareholders in relation to her re-election and there is no information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

Ms. Zong Yi Xiang (宗義湘女士) (“Ms. Zong”), aged 46, is a professor, a supervisor of students studying doctoral degree, a certified asset valuer in the PRC and a Supervisor of the Company. Ms. Zong graduated from the Chinese Academy of Agricultural Sciences (中國農業科學院) with a doctoral degree in 2006. She currently serves as the department head of statistics department of the College of Economics and Trade in Agricultural University of Hebei (河北農業大學經濟貿易學院), a committee member of Statistical Association of Hebei (河北省統計學會) and a standing committee member of Research Committee of Legal System for Agriculture and Rural Area under the Law Association of Hebei (河北省法學會農業與農村法制研究會). Her research focuses include economic theories and policies of property and statistics. Ms. Zong has been acting as the Company’s supervisor since May 2014.

Ms. Zong did not hold any directorship in any listed public companies in the last three years preceding the Latest Practicable Date. Save as disclosed herein, Ms. Zong does not have any other major appointments and qualifications.

Subject to her appointment as an independent Supervisor at the AGM, Ms. Zong will enter into a service agreement with the Company for a term of three years commencing from 11 May 2017 until the expiry of the sixth session of the Supervisory Committee. Unless otherwise determined, Ms. Zong shall be paid a Supervisor’s emolument of RMB18,000 (after tax) per annum. The Supervisor’s emolument of Ms. Zong is determined by the Supervisory Committee with reference to her duties and responsibilities.

As at the Latest Practicable Date, Ms. Zong has no interests in the shares of the Company within the meaning of Part XV of the SFO. Ms Zong is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as disclosed above, Ms. Zong confirms that there is no other matter that needs to be brought to the attention of the Shareholders in relation to her re-election and there is no information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

Biographical details of the employee representative Supervisor candidate proposed to be re-elected and re-appointed at the employee representative meeting to be held on 11 May 2017 are as follows:

Mr. Chen Biao (陳彪先生) (“Mr. Chen”), aged 32, is an engineer. He graduated from Chengde Petroleum College in 2007 majoring in automotive engineering. Mr. Chen joined the Company in 2007 and served as an assistant to the division head of the quality management division and as a deputy division head of the operation and supervision division of the Company. Since October 2014, he has served as a division head of the supervision and audit division of the Company. He has also served as a supervisor of Baoding Great Wall Automobile Recycling and Dismantling Company Limited (保定長城報廢汽車回收拆解有限公司) and Tianjin Boxin Automobile Parts Company Limited (天津博信汽車零部件有限公司), both of which are wholly-owned subsidiaries of the Company, since August 2015 and October 2015, respectively. Mr. Chen has been acting as a supervisor of Baoding Nuobo Rubber Production Co., Ltd. (保定市諾博橡膠製品有限公司), Baoding Yixin Automotive Parts Company Limited (保定億新汽車配件有限公司), Baoding Great Wall Ants Logistics Co., Ltd (保定市長城螞蟻物流有限公司), Baoding Great Wall Auto Sales Company Limited (保定長城汽車銷售有限公司), Baoding Exquisite Automotive Mould Technology Co., Ltd. (保定市精工汽車模具技術有限公司), Baoding Great Wall Resource Recycling Co. Ltd. (保定長城再生資源利用有限公司), Baoding Great Machinery Company Limited (保定市格瑞機械有限公司), Baoding Mind Auto Component Co., Ltd (保定曼德汽車配件有限公司), Baoding Xinyi Automobile Seating Co., Ltd. (保定信益汽車座椅有限公司), Baoding Weiyi Motor Company Limited (保定威奕汽車有限公司) and Ningxia Great Wall Motor Rental Company Limited (寧夏長城汽車租賃有限公司) since January 2016. He has also been serving as a supervisor of Shenzhen Great Wall Automobile Sales Co., Ltd. (深圳長城汽車銷售有限公司) and Haval Financial Leasing Company Limited (哈弗融資租賃有限公司) since July 2016. Since December 2015, Mr. Chen has been acting as the Company’s supervisor.

Mr. Chen did not hold any directorship in any listed public companies in the last three years preceding the Latest Practicable Date. Save as disclosed herein, Mr. Chen does not have any other major appointments and qualifications.

Mr. Chen will enter into a service agreement with the Company for a term of three years commencing from 11 May 2017 until the expiry of the sixth session of the Supervisory Committee. Unless otherwise determined, Mr. Chen will not be entitled to any Supervisor’s emolument.

As at the Latest Practicable Date, Mr. Chen has no interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Chen is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as disclosed above, Mr. Chen confirms that there is no other matter that needs to be brought to the attention of the Shareholders in relation to his re-election and there is no information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

NOTICE OF THE ANNUAL GENERAL MEETING



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 2016 will be held at 2:00 p.m. on Thursday, 11 May 2017 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 2016 (details of which were stated in the annual report of the Company for the year 2016);
2. to consider and approve the Report of the Board for the year 2016 (details of which were stated in the annual report of the Company for the year 2016);
3. to consider and approve the profit distribution proposal for the year 2016 (details of which were stated in the circular of the Company dated 24 March 2017 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 2016 and its summary report (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 Report of the Independent Directors for the year 2016 (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 2016 (details of which were stated in the annual report of the Company for the year 2016);
7. to consider and approve the operating strategies of the Company for the year 2017 (details of which were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));

* For identification purposes only

NOTICE OF THE ANNUAL GENERAL MEETING

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 2017 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 2017 AGM) and to authorise the board of directors (the "**Board**") of the Company to fix its remunerations not exceeding RMB3,500,000 (details of which were stated in the circular of the Company dated 24 March 2017 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 re-elect Mr. Wei Jian Jun as an executive director of the sixth 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 11 May 2017 and ending on the expiry of the term of the sixth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 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 re-elect Ms. Wang Feng Ying as an executive director of the sixth session of the Board. Subject to her appointment as an executive director at the AGM, Ms. Wang Feng Ying will enter into a service agreement with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the sixth session of the Board, and to authorise the Board to determine her remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 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 re-elect Ms. Yang Zhi Juan as an executive director of the sixth session of the Board. Subject to her appointment as an executive director at the AGM, Ms. Yang Zhi Juan will enter into a service agreement with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the term of the sixth session of the Board, and to authorise the Board to determine her remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
12. to re-elect Mr. He Ping as a non-executive director of the sixth session of the Board. Subject to his appointment as a non-executive director at the AGM, Mr. He Ping will enter into an appointment letter with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the term of the sixth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
13. to re-elect Mr. Ma Li Hui as an independent non-executive director of the sixth session of the Board. Subject to his appointment as an independent non-executive director at the AGM, Mr. Ma Li Hui will enter into an appointment letter with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the term of the sixth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));

NOTICE OF THE ANNUAL GENERAL MEETING

14. to elect Mr. Li Wan Jun as an independent non-executive director of the sixth session of the Board. Subject to his appointment as an independent non-executive director at the AGM, Mr. Li Wan Jun will enter into an appointment letter with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the term of the sixth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
15. to elect Mr. Ng Chi Kit as an independent non-executive director of the sixth session of the Board. Subject to his appointment as an independent non-executive director at the AGM, Mr. Ng Chi Kit will enter into an appointment letter with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the term of the sixth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
16. to re-elect Ms. Luo Jin Li as an independent supervisor of the sixth session of the supervisory committee of the Company (the “**Supervisory Committee**”). Subject to her appointment as an independent supervisor at the AGM, Ms. Luo Jin Li will enter into a service agreement with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the term of the sixth session of the Supervisory Committee, and to authorise the Supervisory Committee to determine her remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));
17. to re-elect Ms. Zong Yi Xiang as an independent supervisor of the sixth session of the Supervisory Committee. Subject to her appointment as an independent supervisor at the AGM, Ms. Zong Yi Xiang will enter into a service agreement with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the term of the sixth session of the Supervisory Committee, and to authorise the Supervisory Committee to determine her remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 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

18. “**THAT** the Board be and is hereby authorised to repurchase 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, 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;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) The aggregate nominal amount of H 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;
- (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 Thursday, 11 May 2017 (or on such adjourned date as may be applicable) and the A Shareholders' Class Meeting of the Company to be held on Thursday, 11 May 2017 (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 currently expects to do so out of its internal resources.
- (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 all such documents, do all such acts and things and sign all documents and take any steps as they consider 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 registrations and filings procedures; and
 - (vii) execute and handle other documents and matters related to the repurchase of shares.

NOTICE OF THE ANNUAL GENERAL MEETING

(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 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 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 a H Shareholders’ Class Meeting or an A Shareholders’ Class Meeting;”

19. to consider and approve the absorption and merger of Tianjin Boxin Automotive Parts Company Limited (天津博信汽車零部件有限公司), Baoding Jiehua Automobile Components and Accessories Company Limited (保定杰華汽車零部件有限公司), Great Wall Baoding Vehicle Axles Company Limited (保定長城汽車橋業有限公司) and Baoding Haval Auto Sales Company Limited (保定哈弗汽車銷售有限公司) in accordance with the proposal set out in Appendix II to the circular of the Company dated 24 March 2017 published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn), and to authorize the Chairman and any person authorized by the Chairman to implement and/or give effect to the absorption and merger, to execute all necessary documents and agreements and to do all such things deemed by them to be incidental to, ancillary to or in connection with the absorption and merger, and to approve, ratify and confirm all the above actions of the Board in relation to the absorption and merger; and

NOTICE OF THE ANNUAL GENERAL MEETING

20. to consider and approve the amendments to the articles of association of the Company (details of which were stated in the circular of the Company and the announcement dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn)), and to authorize any of the executive directors of the Company to apply to the relevant regulatory authorities for handing the amendments, approval, registration, filing procedures, etc. for the amendments to the articles of association of the Company.

By Order of the Board
Wei Jian Jun
Chairman

Baoding, Hebei Province, the People's Republic of China
24 March 2017

Notes:

- (A) The register of members of the Company will be closed from Tuesday, 11 April 2017 to Thursday, 11 May 2017 (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 Monday, 10 April 2017, 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 Monday, 10 April 2017 (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 20 days before the date of the AGM, i.e. no later than Thursday, 20 April 2017.

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
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 authorized 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.

NOTICE OF THE ANNUAL GENERAL MEETING

- (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 be open from 1:00 p.m. to 1:50 p.m. on Thursday, 11 May 2017, 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 are responsible for their own transportation and accommodation expenses.
- (I) For A shareholders, please refer to the Notices of the 2016 AGM, 2017 First H Shareholders' Class Meeting and 2017 First A Shareholders' Class Meeting of Great Wall Motor Company Limited (長城汽車股份有限公司關於召開2016年度股東大會、2017第一次H股類別股東會議及2017年第一次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 24 March 2017.

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING



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 3:00 p.m. on Thursday, 11 May 2017 (or as soon as the annual general meeting of the Company shall have been concluded or adjourned) or any adjournment thereof at the Company's Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the People's Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

SPECIAL RESOLUTION

1. “**THAT** the Board be and is hereby authorised to repurchase 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, 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 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 annual general meeting of the Company and the A Shareholders' Class Meeting;
 - (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 annual general meeting of the Company to be held on Thursday, 11 May 2017 (or on such adjourned date as may be applicable); and the A Shareholders' Class Meeting of the Company to be held on Thursday, 11 May 2017 (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

* For identification purposes only

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

- (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 currently expects to do so out of its internal resources.
- (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 all such documents, do all such acts and things and sign all documents and take any steps as they consider 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 registrations and filings procedures; and
 - (vii) execute and handle other documents and matters related to the repurchase of shares.
- (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;

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

“**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 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 resolution at the H Shareholders' Class Meeting and the relevant resolutions at the annual general 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 a H Shareholders' Class Meeting or an A Shareholders' Class Meeting.”

By Order of the Board
Wei Jian Jun
Chairman

Baoding, Hebei Province, the People's Republic of China
24 March 2017

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 Monday, 10 April 2017 (Hong Kong time) 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 Thursday, 11 May 2017, 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 Monday, 10 April 2017 (Hong Kong time).

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 needs not be a shareholder.
- (2) A proxy shall be appointed by a written instrument signed by the appointor or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointor, the power of attorney authorising 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.

NOTICE 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 authorised 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 person(s) 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 not later than 20 days before the date of the H Shareholders' Class Meeting, i.e. no later than Thursday, 20 April 2017.
- (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 Tuesday, 11 April 2017 to Thursday, 11 May 2017 (both days inclusive).

5. Other businesses

- (1) The on-site registration for attending the H Shareholders' Class Meeting will be open from 1:00 p.m. to 1:50 p.m. on Thursday, 11 May 2017, 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.
- (2) The H Shareholders' Class Meeting will last for approximately half a day. Shareholders who attend shall bear their own travelling and accommodation expenses.
- (3) The address of the H Share registrar 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

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

No. 2266 Chaoyang Road South
Baoding
Hebei Province
the PRC
Telephone: (86-312) 2197813
Fax: (86-312) 2197812

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

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