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長城汽車股份有限公司  
**GREAT WALL MOTOR COMPANY LIMITED\***

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 2333)**

## **NOTICE OF THE H SHAREHOLDERS' CLASS MEETING**

NOTICE IS HEREBY GIVEN that a class meeting of the holders of H shares (the “**H Shareholders’ Class Meeting**”) of Great Wall Motor Company Limited (the “**Company**”) will be held at 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
  - (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;

“**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 need 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.

### **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

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

*Executive Directors: Mr. Wei Jian Jun, Ms. Wang Feng Ying and Ms. Yang Zhi Juan.*

*Non-executive Director: Mr. He Ping.*

*Independent Non-executive Directors: Mr. Wong Chi Hung, Stanley, Mr. Lu Chuang and Mr. Ma Li Hui.*

\* *For identification purpose only*