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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)**

**(1) POLL RESULTS OF  
(i) EXTRAORDINARY GENERAL MEETING,  
(ii) H SHARES CLASS MEETING, AND  
(iii) DOMESTIC SHARES CLASS MEETING  
(2) CHANGE OF DIRECTOR  
AND  
(3) RESUMPTION OF TRADING**

The Extraordinary General Meeting, the H Shares Class Meeting and the Domestic Shares Class Meeting of the Company were held on Friday, 26 November 2010. The resolutions proposed were duly passed by the shareholders attending the respective shareholders' meetings.

**RESOLUTIONS PASSED AT THE EXTRAORDINARY GENERAL MEETING**

The extraordinary general meeting (the "EGM") of the Company was held at 2266 Chaoyang Road South, Baoding, Hebei Province, the People's Republic of China (the "PRC") on Friday, 26 November 2010. A poll was demanded by the chairman of the Company for voting on the proposed resolutions as set out in the notice of the EGM of the Company dated 29 October 2010 (the "Notice of EGM") which has been delivered to all the shareholders of the Company (the "Shareholders"), and the resolutions were approved by the Shareholders by way of poll.

As at the date of the EGM, the issued share capital of the Company comprised 682,000,000 domestic shares (the "Domestic Shares") and 413,272,000 H shares (the "H Shares"). The total number of issued Shares of the Company entitling the holders to attend and vote for or against the resolutions at the EGM was 1,095,272,000. None of the Shareholders is entitled to attend and vote only against the resolutions at the EGM.

Members of the Company or their proxies holding 913,606,752 shares with voting rights, representing 83.41% of the entire issued share capital of the Company, were present and constituted a quorum of the meeting in accordance with the Company Law of the PRC and the articles of association (the "Articles") of the Company. There was no restriction on Shareholders to cast vote on any of the resolutions at the EGM.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, acted as the scrutineer at the EGM for the purpose of vote-taking.

Terms used herein, unless otherwise defined, shall have the same meanings as provided in the Notice of EGM.

The poll results in respect of the resolutions proposed at the EGM were as follows:

<b>Resolutions</b>			
<b>Ordinary resolutions</b>		<b>For</b>	<b>Against</b>
1.	“ <b>THAT</b> subject to the passing of special resolution numbered 1 below, the Company’s proposed plan in relation to the use of proceeds from the Proposed A Share Issue as set out in the circular dated 29 October 2010 of the Company be approved and that the Board of Directors be authorized to determine the final plan of the use of proceeds from the Proposed A Share Issue.”	913,212,252	394,500
2.	“ <b>THAT</b> subject to the passing of special resolution numbered 1 below, (i) the Board be authorised to implement and deal with the relevant matters in relation to the Proposed A Share Issue as set out in the circular dated 29 October 2010 of the Company; and (ii) the chairman of the Company be authorised to execute all legal documents in relation to the Proposed A Share Issue; and that such authorisations shall be valid for a period of 12 months from the date of their adoption.”	913,212,252	394,500
3.	“ <b>THAT</b> the proposal in relation to the sharing of undistributed retained profits among the Shareholders (after the completion of the Proposed A Share Issue) be approved.”	913,212,252	394,500
4.	“ <b>THAT</b> the amendments to the rules and procedures of Meetings of the Board of the Company be approved.”	913,556,752	50,000
5.	“ <b>THAT</b> the adoption of the Administrative Rules for use of Proceeds from Fund Raisings be approved.”	913,556,752	50,000
6.	“ <b>THAT</b> the adoption of the system for the administration of external guarantees of the Company be approved.”	913,556,752	50,000
7.	“ <b>THAT</b> the adoption of the external investment management system of the Company be approved.”	913,556,752	50,000
8.	“ <b>THAT</b> the engagement of Deloitte Touche Tohmatsu Certified Public Accountants Ltd. and Deloitte Touche Tohmatsu as the Company’s domestic and overseas auditors be approved and the term of their respective engagement shall commence from the date on which this resolution is passed until the date of the next annual general meeting, and that the Board of Directors be authorized to fix the respective auditors.”	913,171,752	435,000
9.	“ <b>THAT</b> the resignation of Mr. Chan Yuk Tong as an independent non-executive director be approved.”	913,018,752	0
10.	“ <b>THAT</b> the appointment of Mr. Wong Chi Hung, Stanley as an independent non-executive director for a term commencing from the date of being elected and ending on the expiry of the third session of the Board be and is hereby approved, and that the Board of Directors be and is hereby authorised to fix his remuneration.”	912,762,752	256,000
The resolutions were duly passed as ordinary resolutions			

<b>Special resolutions</b>		<b>For</b>	<b>Against</b>
1.	“ <b>THAT</b> , subject to the approval of the China Securities Regulatory Commission (the “CSRC”), the public offering of A Shares in the PRC and the listing of the same on the Shanghai Stock Exchange according to the terms and conditions set out in the Notice of Extraordinary General Meeting be approved, and the resolution shall be valid for a period of 12 months from the date of approval.”	913,212,252	394,500
2.	“ <b>THAT</b> (a) the Board be authorised to make amendments to the Articles pursuant to any requirements of any PRC government authorities and the relevant stock exchange(s) on which the Company is listed, and (b) any one executive director of the Company be and is hereby authorised to act on behalf of the Company for the amendment, application for approval, registration, filing and other related matters in respect of the amendments and alteration of the Articles of Association with the relevant authorities.”	913,212,252	394,500
The resolutions were duly passed as special resolutions			

Resolution number 2 will take effect upon the Company obtaining the approval, endorsement or registration as may be necessary from the relevant PRC authorities.

## **RESOLUTIONS PASSED AT H SHAREHOLDERS CLASS MEETING**

The H Shares Class Meeting of the Company was held at 2266 Chaoyang Road South, Baoding, Hebei Province, the People’s Republic of China (the “PRC”) on Friday, 26 November 2010. A poll was demanded by the chairman of the Company for voting on the proposed resolutions as set out in the notice of the H Shares Class Meeting of the Company dated 29 October 2010 (the “Notice of H Shares Class Meeting”) which has been delivered to all the holders of H Shares of the Company (the “H Shareholders”), and the resolutions were approved by the Shareholders by way of a poll.

As at the date of the H Shares Class Meeting, the issued share capital of the Company comprised 682,000,000 domestic shares (the “Domestic Shares”) and 413,272,000 H shares (the “H Shares”). The total number of issued H Shares of the Company entitling the holders to attend and vote for or against the resolutions at the H Shares Class Meeting was 413,272,000. None of the H Shareholders are entitled to attend and vote only against the resolution at the H Shares Class Meeting. Members of the Company or their proxies holding 234,590,252 shares with voting rights, representing 56.76% of the total issued H Shares, were present and constituted a quorum of the meeting in accordance with the Company Law of the PRC and the articles of association (the “Articles”) of the Company. There were no restrictions on H Shareholders to cast vote on any of the resolutions at the H Shares Class Meeting.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, acted as the scrutineer at the H Shares Class Meeting for the purpose of vote-taking.

Terms used herein, unless otherwise defined, shall have the same meanings as provided in the Notice of H Shares Class Meeting.

The poll results in respect of the resolutions proposed at the H Shares Class Meeting were as follows:

<b>Resolutions</b>			
<b>Ordinary resolutions</b>		<b>For</b>	<b>Against</b>
1.	“ <b>THAT</b> subject to the passing of special resolution numbered 1 below, (i) the Board be authorised to implement and deal with the relevant matters in relation to the Proposed A Share Issue as set out in the circular dated 29 October 2010 of the Company; and (ii) the chairman of the Company be authorised to execute all legal documents in relation to the Proposed A Share Issue; and that such authorisations shall be valid for a period of 12 months from the date of their adoption.”	234,195,752	394,500
2.	“ <b>THAT</b> the proposal in relation to the sharing of undistributed retained profits among the Shareholders (after the completion of the Proposed A Share Issue) be approved.”	234,195,752	394,500
The resolutions were duly passed as ordinary resolutions			
<b>Special resolution</b>		<b>For</b>	<b>Against</b>
1.	“ <b>THAT</b> , subject to the approval of the China Securities Regulatory Commission (the “CSRC”), the public offering of A Shares in the PRC and the listing of the same on the Shanghai Stock Exchange according to the terms and conditions set out in the Notice of H Shares Class Meeting be approved, and the resolution shall be valid for a period of 12 months from the date of approval.”	234,195,752	394,500
The resolution was duly passed as a special resolution			

## **RESOLUTIONS PASSED AT THE DOMESTIC SHARES CLASS MEETING**

The Domestic Shares Class Meeting of Great Wall Motor Company Limited (the “Company”) was held at 2266 Chaoyang Road South, Baoding, Hebei Province, the People’s Republic of China (the “PRC”) on Friday, 26 November 2010. A poll was demanded by the chairman of the Company for voting on the proposed resolutions as set out in the notice of the Domestic Shares Class Meeting of the Company dated 29 October 2010 (the “Notice of Domestic Shares Class Meeting”) which has been delivered to all the holders of domestic shares of the Company (the “Domestic Shareholders”), and the resolutions was approved by the Domestic Shareholders by way of a poll.

As at the date of the Domestic Shares Class Meeting, the issued share capital of the Company comprised 682,000,000 domestic shares (the “Domestic Shares”) and 413,272,000 H shares (the “H Shares”). The total number of issued Domestic Shares of the Company entitling the holders to attend and vote for or against the resolutions at the Domestic Shares Class Meeting was 682,000,000. None of the Domestic Shareholders are entitled to attend and vote only against the resolution at the Domestic Shares Class Meeting. Members of the Company or their proxies holding

682,000,000 shares with voting rights, representing 100% of the total issued Domestic Shares, were present and constituted a quorum of the meeting in accordance with the Company Law of the PRC and the articles of association (the “Articles”) of the Company. There were no restrictions on Domestic Shareholders to cast vote on any of the resolutions at the Domestic Shares Class Meeting.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, acted as the scrutineer at the Domestic Shares Class Meeting for the purpose of vote-taking.

Terms used herein, unless otherwise defined, shall have the same meanings as provided in the Notice of Domestic Shareholders Class Meeting.

The resolutions set out below correspond to those set out in the Notice of Domestic Shares Class Meeting. The poll results in respect of the resolutions proposed at the Domestic Shares Class Meeting were as follows:

<b>Resolutions</b>			
<b>Ordinary resolutions</b>		<b>For</b>	<b>Against</b>
1.	“ <b>THAT</b> subject to the passing of special resolution numbered 1 below, (i) the Board be authorised to implement and deal with the relevant matters in relation to the Proposed A Share Issue as set out in the circular dated 29 October 2010 of the Company; and (ii) the chairman of the Company be authorised to execute all legal documents in relation to the Proposed A Share Issue; and that such authorisations shall be valid for a period of 12 months from the date of their adoption.”	682,000,000	0
2.	“ <b>THAT</b> the proposal in relation to the sharing of undistributed retained profits among the Shareholders (after the completion of the Proposed A Share Issue) be approved.”	682,000,000	0
The resolutions were duly passed as ordinary resolutions			
<b>Special resolution</b>		<b>For</b>	<b>Against</b>
1.	“ <b>THAT</b> , subject to the approval of the China Securities Regulatory Commission (the “CSRC”), the public offering of A Shares in the PRC and the listing of the same on the Shanghai Stock Exchange according to the terms and conditions set out in the Notice of Domestic Shares Class Meeting be approved, and the resolution shall be valid for a period of 12 months from the date of approval.”	682,000,000	0
The resolution was duly passed as a special resolution			

## CHANGE OF DIRECTORS

The Board is pleased to announce the appointment of Mr. Wong Chi Hung, Stanley (“**Mr. Wong**”) as an independent non-executive Director and audit committee member of the Company to fill the seats left vacant by Mr. Chan Yuk Tong. The Board would like to welcome Mr. Wong as a member of the Board and to express its sincere gratitude to Mr. Chan Yuk Tong for his contributions to the Company during his tenure of service.

The biography of Mr. Wong is set out as follows:

Mr. Wong, 47, is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Wong holds a Bachelor’s degree in Accounting from the University of Kent at Canterbury, the United Kingdom. Mr. Wong has more than 23 years of experience in auditing, accounting and financial advisory services. In November 2009, Mr. Wong joined Hongri International Holdings Company Limited (紅日國際控股有限公司) as the chief financial officer. Mr. Wong shall be appointed as a member of the audit committee of the Company.

Mr. Wong did not hold any directorship in any listed public companies in the last three years preceding the date of this announcement. Save as disclosed herein, Mr. Wong does not have any other major appointments and qualifications.

As at the date of this announcement, Mr. Wong has no interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Wong is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules).

There is no service contract between Mr. Wong and the Company. Unless determined otherwise, Mr. Wong shall be paid a director’s fee of RMB120,000 per annum. The Director’s fee of Mr. Wong is determined by the Board with reference to his duties and responsibilities. Save for the Director’s fee, Mr. Wong is not expected to receive any other remuneration for holding his office as an independent non-executive Director of the Company.

Save as disclosed above, Mr. Wong confirms that there are no matters relating to his appointment that need to be brought to the attention of the Shareholders, and there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules.

Mr. Wong has been elected as an independent non-executive Director of the Company for a term of commencing from 26 November 2010 (the date of approval of the relevant resolution) and ending on the expiry of the third session of the Board.

## RESUMPTION OF TRADING

At the request of the Company, trading in the H Shares on the Stock Exchange has been suspended with effect from 2:30 p.m. on 26 November 2010 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the H Shares on the Stock Exchange with effect from 9:30 a.m. on 29 November 2010.

This announcement will be available for viewing on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.gwm.com.cn](http://www.gwm.com.cn)).

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

Baoding, the People's Republic of China  
26 November 2010

*As at the date of this announcement, members of the Board are as follows:*

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

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

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

\* *For identification purposes only*