
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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 FOR GENERAL MANDATE TO REPURCHASE H SHARES
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF
MEETINGS OF THE BOARD
PROFIT DISTRIBUTION PROPOSAL FOR THE YEAR 2015
OPERATING STRATEGIES OF THE COMPANY FOR THE YEAR 2016
RE-APPOINTMENT OF AUDITOR
TERMINATION OF IMPLEMENTATION
OF THE NON-PUBLIC ISSUANCE OF A SHARES
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 Tuesday, 17 May 2016 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 19 to 27 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 Wednesday, 27 April 2016.

* For identification purposes only

24 March 2016

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
1. INTRODUCTION	3
2. PROPOSAL FOR GENERAL MANDATE TO REPURCHASE H SHARES	4
3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION.....	5
4. PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD	6
5. PROFIT DISTRIBUTION PROPOSAL FOR THE YEAR 2015	6
6. OPERATING STRATEGIES OF THE COMPANY FOR THE YEAR 2016.....	8
7. RE-APPOINTMENT OF AUDITOR.....	8
8. TERMINATION OF IMPLEMENTATION OF THE NON-PUBLIC ISSUANCE OF A SHARES.....	9
9. THE AGM AND THE CLASS MEETINGS	9
10. BOOK CLOSURE PERIOD.....	9
11. VOTING BY WAY OF POLL.....	9
12. RECOMMENDATION	9
13. ADDITIONAL INFORMATION.....	10
APPENDIX I EXPLANATORY STATEMENT	11
APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	15
APPENDIX III PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD	16
NOTICE OF THE ANNUAL GENERAL MEETING	19
NOTICE OF THE H SHAREHOLDERS' CLASS MEETING	24

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;
“Board”	the board of directors of the Company;
“Class Meetings”	the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting;
“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;
“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);
“H Shareholder(s)”	holders of H Share(s);
“H Shareholders’ Class Meeting”	the class meeting of H Shareholders;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“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 2016, 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;
“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;
“Share(s)”	A Share(s) and H Share(s);
“Shareholders”	holders of the Company’s Shares including A Share(s) and H Share(s);
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time; and
“Wangsheng Investment”	Baoding Wangsheng Investment Company Limited (保定市旺盛投資有限公司).

LETTER FROM THE BOARD



HAVAL

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
Liang Shang Shang
Ma Li Hui

24 March 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR GENERAL MANDATE TO REPURCHASE H SHARES
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF
MEETINGS OF THE BOARD
PROFIT DISTRIBUTION PROPOSAL FOR THE YEAR 2015
OPERATING STRATEGIES OF THE COMPANY FOR THE YEAR 2016
RE-APPOINTMENT OF AUDITOR
TERMINATION OF IMPLEMENTATION
OF THE NON-PUBLIC ISSUANCE OF A SHARES
AND
NOTICES OF AGM AND H SHAREHOLDERS' CLASS MEETING**

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 Tuesday, 17 May 2016 at the Company's Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the PRC.

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSAL FOR GENERAL MANDATE 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 notice of the AGM, the notice of the H Shareholders' Class Meeting and the notice of the A 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;
- (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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company proposed amendments to the Articles of Association based on the actual situations 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 20 November 2015.

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

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO THE RULES AND PROCEDURES OF MEETINGS OF THE BOARD

The Company proposed amendments to the Rules and Procedures of Meetings of the Board of Directors of Great Wall Motor Company Limited based on the actual situations of the Company.

The whole text of the amended Rules and Procedures of Meetings of the Board 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 Rules and Procedures of Meetings of the Board become effective.

For the whole text of the original Rules and Procedures of Meetings of the Board, please refer to the official website of the Company (www.gwm.com.cn) and the circular dated 29 November 2010 of the Company published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk).

The details of the proposed amendments to the Rules and Procedures of Meetings of the Board are set out in Appendix III to this circular.

5. PROFIT DISTRIBUTION PROPOSAL FOR THE YEAR 2015

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 2015:

As of 31 December 2015, the undistributed profits of the Company amounted to RMB24,581,585,137.24. The cash dividend of RMB1,734,181,110.00 (representing RMB0.19 per Share) (tax inclusive) for the year ended 31 December 2015 was proposed to be distributed to the Shareholders. 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 Monday, 30 May 2016, shall be entitled to the cash dividend. The record date for the dividend entitlement of the A Shareholders will be determined after the 2015 AGM.

The Company has distributed interim profit for 2015. It issued share dividend by way of capitalisation of the undistributed profits on the basis of 10 new shares for every 10 shares in issue and distributed cash dividend of RMB2.50 per 10 shares (tax inclusive) out of the undistributed profits to all shareholders, aggregating to 3,042,423,000 shares dividend and RMB760,605,750 (tax inclusive) cash dividend based on the total share capital of 3,042,423,000 shares as of 30 June 2015. The Company also issued shares to all shareholders by way of capitalisation of capital reserve (share premium) on the basis of 10 shares for every 10 shares in issue, aggregating to 3,042,423,000 shares. After the issue of the share dividend and the capitalisation of capital reserves, the total capital of the Company increased by 6,084,846,000 shares to 9,127,269,000 shares.

In conclusion, the Company has distributed dividend for 2015 out of the undistributed profits, aggregating to cash dividends of RMB2,494,786,860.00, share dividends of 3,042,423,000 shares and 3,042,423,000 shares by way of capitalisation of capital reserve. The distribution is in compliance with the Articles of Association and relevant laws and regulations.

LETTER FROM THE BOARD

Upon obtaining approval at the forthcoming AGM, the final dividends will be paid on or about Friday, 24 June 2016 to shareholders whose names appear on the H share register of members of the Company as at the close of business on Monday, 30 May 2016. The H share register of members of the Company will be closed from Wednesday, 25 May 2016 to Monday, 30 May 2016, 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 Tuesday, 24 May 2016.

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 non-resident enterprise shareholders holding the Company's shares through overseas companies, please provide Computershare Hong Kong Investor Services Limited with the proof of qualification for being non-resident enterprise shareholders on or before Friday, 15 April 2016.

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 Friday, 15 April 2016.

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 share 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 time 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.

LETTER FROM THE BOARD

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.

According to the relevant requirements of the Notice Regarding Tax Policies Related to the Shanghai-Hong Kong Stock Connect (Finance Tax [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)》) 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 by mainland individual investors. 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. Dividends received by mainland enterprises investors from shares acquired from the Hong Kong Stock Exchange through Shanghai-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 2015, as for the Company's 2014 final dividends, there were 60 cases of unclaimed final dividends, amounting to HK\$131,658.43.

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

6. OPERATING STRATEGIES OF THE COMPANY FOR THE YEAR 2016

An ordinary resolution will be proposed at the AGM to consider and approve the strategies of the Company for the year 2016. The strategies of the Company for the year 2016 are as follows: "In 2016, adhering to its operating principle to "Focus on Quality, Strengthen Research and Development and Promote Strategic Operation", the Company will strive to enhance its research and development. The Company intends to set up an effective and synergic development model covering the whole value chain, including research, supply, production and sales, so as to boost up its technology research and development capability to international level. The Company will also continue to prioritize investment in research and development by integrating global resources to further enhance the competitiveness of products. The Company aims to strengthen its quality and brand value in all aspects, including planning, technology development, product quality and sales services. Through adopting aggressive strategic operation, the Company targets to strengthen its core competitiveness so as to lay a solid foundation for its long-term development and support the innovation in operation and technology."

7. 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 2016, 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 the relevant resolution is passed until the date of the convening of 2016 AGM) and to authorise the Board to fix its remunerations of no more than RMB3,500,000.

LETTER FROM THE BOARD

8. TERMINATION OF IMPLEMENTATION OF THE NON-PUBLIC ISSUANCE OF A SHARES

On 24 March 2016, the Proposal on Termination of Implementation of the Non-public Issuance of A Shares (《關於終止實施非公開發行A股股票的議案》) was considered and approved at the 18th meeting of the fifth session of the Board, pursuant to which the Company decided to terminate the non-public issuance of A Shares. Details are set out in the announcement of the Company dated 24 March 2016 and published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's website (www.gwm.com.cn). A special resolution will be proposed at the AGM to consider and approve the proposal on termination of implementation of the non-public issuance of A Shares.

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 Tuesday, 17 May 2016 at the Company's Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the PRC. The notices convening the AGM and the H Shareholders' Class Meeting are set out on pages 19 to 27 of this circular.

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 Saturday, 16 April 2016 to Tuesday, 17 May 2016 (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 Friday, 15 April 2016 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 Friday, 15 April 2016.

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 vote 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.

LETTER FROM THE BOARD

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 Company's 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 purchase 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 position of the Company (as compared with the position disclosed in the published audited accounts contained in the annual report of the Company for the year ended 31 December 2015) 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	19.917A	18.233A
May	19.267A	16.683A
June	17.583A	12.667A
July	10.983A	8.55A
August	8.45A	6.173A
September	8.56	6.273A
October	10.78	9.30
November	10.24	9.37
December	9.95	9.03
2016		
January	8.57	5.91
February	5.87	4.96
March (up to the Latest Practicable Date)	7.03	5.73

A = Adjusted

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 (as defined in the Hong Kong Listing Rules) 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 (as defined in the Hong Kong Listing Rules) 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.

Article 123 of the original Articles of Association which reads as follows:

“The Company shall have a Board of Directors. The Board of Directors shall consist of eleven directors. The Board of Directors shall have one Chairman, one Vice-chairman and nine directors, of whom five shall be executive directors, two non-executive directors, and four independent non-executive directors.

In case of any re-election of the Board of Directors, more than half of the directors shall be external directors (directors who do not hold any position in the Company), and at least three directors shall be independent non-executive directors (directors who are independent from the shareholders of the Company and do not hold any position in the Company), among whom at least one independent non-executive director with appropriate professional qualifications or financial or accounting experience shall be included.

The Board of Directors shall be independent from the controlling shareholders.”

To be amended to read as follows:

“The Company shall have a Board of Directors. The Board of Directors shall consist of seven directors. The Board of Directors shall have one Chairman, one Vice-chairman and five directors, of whom three shall be executive directors, one non-executive director, and three independent non-executive directors.

In case of any re-election of the Board of Directors, more than half of the directors shall be external directors (directors who do not hold any position in the Company), and at least three directors shall be independent non-executive directors (directors who are independent from the shareholders of the Company and do not hold any position in the Company), among whom at least one independent non-executive director with appropriate professional qualifications or financial or accounting experience shall be included.

The Board of Directors shall be independent from the controlling shareholders.”

I. Original Article:

“Article 11. The Board comprises 11 Directors, every Director shall not accept the appointment unless he can be sure to give sufficient time and attention to the affairs of the Company.

The Board shall have one chairman. There are five executive Directors responsible for the designated day-to-day operations of the Company.

There are two Non-executive Directors without responsibility for the day-to-day operations. Non-executive directors shall be appointed for a specific term, subject to re-election. All Directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting following their appointments.

There are four Independent Non-executive Directors, who shall not be shareholders of the Company, employees of any shareholder’s entity, internal staff of the Company (such as manager or employees of the Company) and any party who is connected with the Company’s associates or management. Independent Non-executive Directors shall account for at least one-third of the members of the Board.

An Independent Non-executive Director shall mean a Director who has no other duties with the Company except for being a Director and has no relationship with the Company and its substantial shareholder which may affect the independent and objective judgment of the Director.”

To be amended to read as follows:

“Article 11. The Board shall comprise seven Directors, including one chairman, one deputy chairman and five Directors. Each Director shall not accept the appointment unless he/she can be sure to give sufficient time and attention to the affairs of the Company.

There are three executive Directors responsible for the designated day-to-day operations of the Company.

There is one Non-executive Director without responsibility for the day-to-day operations. Non-executive directors shall be appointed for a specific term, subject to re-election. All Directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting following their appointments.

There are three Independent Non-executive Directors, who shall not be shareholders of the Company, employees of any shareholder’s entity, internal staff of the Company (such as manager or employees of the Company) and any party who is connected with the Company’s associates or management. Independent Non-executive Directors shall account for at least one-third of the members of the Board.

An Independent Non-executive Director shall mean a Director who has no other duties with the Company except for being a Director and has no relationship with the Company and its substantial shareholder which may affect the independent and objective judgment of the Director.”

II. Original Article:

“Article 16. Save for discharging the duties and functions referred in Article 15 of the Rules, the Independent Non-executive Directors shall issue their independent opinions to the Board and the general meetings in respect of the following matters:

- (IV) the total amounts of existing or new loans or other advances from the Company to the shareholders and de-facto controllers of the Company and their associated corporations in excess of RMB3 million or 0.5 percent of the latest audited net asset value of the Company, and the effective measures taken to recover the outstanding amounts;”

To be amended to read as follows:

“Article 16. Save for discharging the duties and functions referred in Article 15 of the Rules, the Independent Non-executive Directors shall issue their independent opinions to the Board and the general meetings in respect of the following matters:

- (IV) the total amounts of existing or new loans or other advances from the Company to the shareholders and de-facto controllers of the Company and their associated corporations in excess of RMB3 million or 0.5 percent of the net asset value set out in the latest audited consolidated financial statements of the Company, and the effective measures taken to recover the outstanding amounts;”

III. Original Article:

“Article 19. The primary duties and functions of the audit committee shall include:

- (I) review of the annual internal audit plans of the Company;
- (II) supervising the quality of the internal audit and disclosure of financial information of the Company, and review of the quarterly, interim and annual financial statements prior to its submission to the Board;
- (III) supervising and giving relevant advices on the appointment and removal of the persons in charge of the Company’s internal audit department;
- (IV) supervising the engagement, change and payment of remunerations to intermediary audit entities; and acting as a major representative between the Company and the external auditor and monitoring the relationship between them;
- (V) review the effectiveness of the Company’s internal control procedures and receive relevant complaints;
- (VI) reviewing and monitoring the independency and objectiveness of the external auditor and the effectiveness of the audit procedures based on appropriate standards; discussing with the auditors the nature and scope of audit and the respective reporting responsibilities before the commencement of audit work; approving the remuneration and terms of engagement with the external auditor;

- (VII) formulating and executing policies on the provision of non-audit services by the external auditor;
- (VIII) supervising the financial reporting system and internal control procedures of the Company;
- (IX) other significant audit matters.”

To be amended to read as follows:

“Article 19. The primary duties and functions of the audit committee shall include:

- (I) monitoring and evaluating the work of the external auditor;
- (II) providing guidance on work of internal audit;
- (III) reviewing the financial statements, annual reports, interim reports and quarterly reports of the Company, and making comments thereon;
- (IV) assessing the effectiveness of the internal control and risk management;
- (V) reviewing and identifying the list of connected persons;
- (VI) coordinating communication between management, internal audit department, and relevant departments with the external auditors;
- (VII) other matters authorized by the Board of the Company and other matters involved in the relevant laws and regulations.”

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 2015 will be held at 2:00 p.m. on Tuesday, 17 May 2016 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 2015 (details of which were stated in the annual report of the Company for the year 2015);
2. to consider and approve the Report of the Board for the year 2015 (details of which were stated in the annual report of the Company for the year 2015);
3. to consider and approve the profit distribution proposal for the year 2015 (details of which were stated in the circular of the Company dated 24 March 2016 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 2015 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 2015 (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 2015 (details of which were stated in the annual report of the Company for the year 2015);
7. to consider and approve the operating strategies of the Company for the year 2016 (details of which were stated in the circular of the Company dated 24 March 2016 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 2016 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 2016 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 2016 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 consider and approve the amendments to the Company's rules and procedures of meetings of the board of directors of Great Wall Motor Company Limited (details of which were stated in the circular of the Company dated 24 March 2016 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

10. **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 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 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 in 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 Tuesday, 17 May 2016 (or on such adjourned date as may be applicable); and the A Shareholders' Class Meeting of the Company to be held on Tuesday, 17 May 2016 (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.

NOTICE OF THE ANNUAL GENERAL MEETING

- (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 to 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 and do all such acts and things and to sign all documents and to take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of 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 annual general meeting, and the relevant resolutions at the H Shareholders’ Class Meeting and the A Shareholders’ Class Meeting; or

NOTICE OF THE ANNUAL GENERAL MEETING

- (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".
11. to consider and approve the termination of implementation of the non-public issuance of A Shares (details of which were stated in the announcement of the Company dated 24 March 2016 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 consider and approve the amendments to the articles of association of the Company (details of which were stated in the circular and announcement of the Company dated 24 March 2016 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 one executive director of the Company to complete the procedures for amendment, application for approval, registration, filing and other relevant issues with the relevant authorities in relation to the amendment and revision to the articles of association on the behalf of the Company.

By Order of the Board
Wei Jian Jun
Chairman

Baoding, Hebei Province, the People's Republic of China
24 March 2016

Notes:

- (A) The register of members of the Company will be closed from Saturday, 16 April 2016 to Tuesday, 17 May 2016 (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 Friday, 15 April 2016, 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 Friday, 15 April 2016.

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

NOTICE OF THE ANNUAL GENERAL MEETING

- (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 of the Company not later than 20 days before the date of the AGM, i.e. no later than Wednesday, 27 April 2016.

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.
- (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 Tuesday, 17 May 2016, 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 2015 AGM, 2016 First H Shareholders' Class Meeting and 2016 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2015年度股東大會、2016第一次H股類別股東會議及2016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 2016.

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 Tuesday, 17 May 2016 (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 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 in 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 Tuesday, 17 May 2016 (or on such adjourned date as may be applicable); and the A Shareholders' Class Meeting of the Company to be held on Tuesday, 17 May 2016 (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 to 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 and do all such acts and things and to sign all documents and to take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of 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

NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

“**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 2016

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 Friday, 15 April 2016 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 Tuesday, 17 May 2016, 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 Friday, 15 April 2016.

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.

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 of the Company not later than 20 days before the date of the H Shareholders' Class Meeting, i.e. no later than Wednesday, 27 April 2016.
- (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 Saturday, 16 April 2016 to Tuesday, 17 May 2016 (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 Tuesday, 17 May 2016, 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