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

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

**(Stock code: 2333)**

## **NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Great Wall Motor Company Limited (the “Company”) for the year ended 31 December 2016 will be held at 2:00 p.m. on Thursday, 11 May 2017 at the Company’s Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the People’s Republic of China (the “PRC”) to consider, approve and authorise the following:

### **ORDINARY RESOLUTIONS**

1. to consider and approve the audited financial report for the year 2016 (details of which were stated in the annual report of the Company for the year 2016);
2. to consider and approve the Report of the Board for the year 2016 (details of which were stated in the annual report of the Company for the year 2016);
3. to consider and approve the profit distribution proposal for the year 2016 (details of which were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gwm.com.cn](http://www.gwm.com.cn)));
4. to consider and approve the annual report of the Company for the year 2016 and its summary report (published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gwm.com.cn](http://www.gwm.com.cn)));
5. to consider and approve the Report of the Independent Directors for the year 2016 (published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gwm.com.cn](http://www.gwm.com.cn)));
6. to consider and approve the Report of the Supervisory Committee for the year 2016 (details of which were stated in the annual report of the Company for the year 2016);

7. to consider and approve the operating strategies of the Company for the year 2017 (details of which were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gwm.com.cn](http://www.gwm.com.cn)));
8. to consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company's external auditor for the year ending 31 December 2017 for the audit and review of the financial statements and audit of internal control (the term of such re-appointment shall commence from the date on which this resolution is passed until the date of the convening of the 2017 AGM) and to authorise the board of directors (the "**Board**") of the Company to fix its remunerations not exceeding RMB3,500,000 (details of which were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gwm.com.cn](http://www.gwm.com.cn)));
9. to re-elect Mr. Wei Jian Jun as an executive director of the sixth session of the Board. Subject to his appointment as an executive director at the AGM, Mr. Wei Jian Jun will enter into a service agreement with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the term of the sixth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gwm.com.cn](http://www.gwm.com.cn)));
10. to re-elect Ms. Wang Feng Ying as an executive director of the sixth session of the Board. Subject to her appointment as an executive director at the AGM, Ms. Wang Feng Ying will enter into a service agreement with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the sixth session of the Board, and to authorise the Board to determine her remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gwm.com.cn](http://www.gwm.com.cn)));
11. to re-elect Ms. Yang Zhi Juan as an executive director of the sixth session of the Board. Subject to her appointment as an executive director at the AGM, Ms. Yang Zhi Juan will enter into a service agreement with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the term of the sixth session of the Board, and to authorise the Board to determine her remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gwm.com.cn](http://www.gwm.com.cn)));
12. to re-elect Mr. He Ping as a non-executive director of the sixth session of the Board. Subject to his appointment as a non-executive director at the AGM, Mr. He Ping will enter into an appointment letter with the Company for a term of office commencing from 11 May 2017 and ending on the expiry of the term of the sixth session of the Board, and to authorise the Board to determine his remuneration (biographical details were stated in the circular of the Company dated 24 March 2017 and published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gwm.com.cn](http://www.gwm.com.cn)));

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

## SPECIAL RESOLUTIONS

18. “**THAT** the Board be and is hereby authorised to repurchase H Shares of the Company:
- (a) subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period of all the powers of the Company to repurchase H Shares with a nominal value of RMB1 each of the Company in issue and listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange, the Shanghai Stock Exchange or any other governmental or regulatory body be and is hereby approved;
  - (b) The aggregate nominal amount of H Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of H Shares in issue as at the date of the passing of this resolution and the passing of the relevant resolutions at the class meetings of shareholders of the Company;
  - (c) the approval in paragraph (a) above shall be conditional upon:
    - (i) the passing of a special resolution on the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the H Shareholders’ Class Meeting of the Company to be held on Thursday, 11 May 2017 (or on such adjourned date as may be applicable) and the A Shareholders’ Class Meeting of the Company to be held on Thursday, 11 May 2017 (or on such adjourned date as may be applicable);
    - (ii) the approvals of all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
    - (iii) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure under article 29 of the articles of association of the Company as described above. If the Company determines to repay any amount to any of its creditors in circumstances described under this sub-paragraph (c) (iii), it currently expects to do so out of its internal resources.
  - (d) subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the above-mentioned conditions, the Board be and is hereby authorised to:
    - (i) determine the time, duration, price and number of shares of the repurchase;
    - (ii) notify creditors and issue announcements;

- (iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;
  - (iv) carry out relevant approval and filing procedures as required by regulatory authorities and the stock exchanges where the shares of the Company are listed;
  - (v) execute all such documents, do all such acts and things and sign all documents and take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares contemplated under paragraph (a) above in accordance with the applicable laws, regulations and rules;
  - (vi) carry out cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the articles of association of the Company to reflect the new capital structure of the Company, and carry out statutory registrations and filings procedures; and
  - (vii) execute and handle other documents and matters related to the repurchase of shares.
- (e) for the purpose of this resolution:

“**A Shareholders’ Class Meeting**” means the class meeting of A Shareholders;

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

“**H Shares**” means the overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars;

“**H Shareholders’ Class Meeting**” means the class meeting of H Shareholders;

“**Hong Kong Stock Exchange**” means The Stock Exchange of Hong Kong Limited; and

“**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of a period of twelve months following the passing of this resolution at the annual general meeting, and the relevant resolutions at the H Shareholders’ Class Meeting and the A Shareholders’ Class Meeting; or
- (iii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or by a special resolution of shareholders at a H Shareholders’ Class Meeting or an A Shareholders’ Class Meeting;”

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

By Order of the Board  
**Wei Jian Jun**  
*Chairman*

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

*Notes:*

- (A) The register of members of the Company will be closed from Tuesday, 11 April 2017 to Thursday, 11 May 2017 (both days inclusive), during which no transfer of shares will be effected. H shareholders of the Company, whose names appear on the Company's register of members at the close of business on Monday, 10 April 2017, are entitled to attend and vote at the AGM after completing the registration procedures for attending the meeting. In order to be entitled to attend and vote at the AGM, all completed share transfer documents should be lodged with the Company's H share registrar not later than 4:30 p.m. on Monday, 10 April 2017 (Hong Kong time).

The address of the share registrar for the Company's H shares is as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

- (B) Holders of H shares, who intend to attend the AGM, must complete the reply slips for attending the AGM and return them to the office of the secretary to the Board not later than 20 days before the date of the AGM, i.e. no later than Thursday, 20 April 2017.

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

No. 2266 Chaoyang Road South  
Baoding, Hebei Province  
the People's Republic of China  
Tel: (86-312) 2197813  
Fax: (86-312) 2197812

- (C) Each holder of H shares who has the right to attend and vote at the AGM is entitled to appoint in writing one or more proxy(ies), whether a shareholder or not, to attend and vote on his/her behalf at the AGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing. If the instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.
- (E) To be valid, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof.
- (F) If a proxy attends the AGM on behalf of a shareholder, he/she should produce his/her ID card and the instrument signed by the proxy or his/her legal representative, which specifies the date of its issuance. If the legal representative of a legal person shareholder attends the AGM, such legal representative should produce his/her ID card and valid documents evidencing his/her capacity as such legal representative. If a legal person shareholder appoints a representative of the company other than its legal representative to attend the AGM, such representative should produce his/her ID card and an authorisation instrument affixed with the seal of the legal person shareholder and duly signed by its legal representative.
- (G) The on-site registration for attending the AGM will be open from 1:00 p.m. to 1:50 p.m. on Thursday, 11 May 2017, after which no registration in respect of Shareholders' attendance of the meeting will be accepted. The place of registration is at the Company's Conference Room, No.2266 Chaoyang Road South, Baoding, Hebei Province, the PRC.
- (H) The AGM is expected to last for half a day. Shareholders attending the AGM are responsible for their own transportation and accommodation expenses.
- (I) For A shareholders, please refer to the Notices of the 2016 AGM, 2017 First H Shareholders' Class Meeting and 2017 First A Shareholders' Class Meeting of Great Wall Motor Company Limited ( 長城汽車股份有限公司關於召開 2016 年度股東大會、2017 第一次 H 股類別股東會議及 2017 年第一次 A 股類別股東會議的通知 ) published on the website of the Shanghai Stock Exchange (website: [www.sse.com.cn](http://www.sse.com.cn)) and the official website of the Company (website: [www.gwm.com.cn](http://www.gwm.com.cn)) on 24 March 2017.

*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