



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: 02333 (HKD counter) and 82333 (RMB counter)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING

The number of shares to which this proxy form relates ^(Note 1)	
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I/We^(Note 2) _____

of _____

being the registered holder(s) of _____ H shares^(Note 3)

in **GREAT WALL MOTOR COMPANY LIMITED** (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**

or _____^(Note 4)

as my/our proxy to attend and act for me/us at the annual general meeting (the "AGM") of the Company to be held at the Company's Conference Room, No. 2266 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the People's Republic of China (the "PRC"), on Friday, 10 May 2024 at 2:00 p.m. or at any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Resolutions				
Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	to consider and approve the audited financial report for the year 2023 (details of which were stated in the annual report of the Company for the year 2023);			
2.	to consider and approve the Report of the Board for the year 2023 (details of which were stated in the annual report of the Company for the year 2023);			
3.	to consider and approve the profit distribution proposal for the year 2023 (details of which were stated in the announcement of the Company dated 28 March 2024 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) and in the circular of the Company dated 19 April 2024 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 2023 and its summary (full text of which was 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 Performance Report of the Independent Directors for the year 2023 (details of which were stated in the circular of the Company dated 19 April 2024 and 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 2023 (details of which were stated in the annual report of the Company for the year 2023);			
7.	to consider and approve the operating strategies of the Company for the year 2024 (details of which were stated in the circular of the Company dated 19 April 2024 and published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (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 2024 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 2024 AGM) and to authorise the board of directors (the "Board") of the Company to fix its remunerations not exceeding RMB3.5 million (details of which were stated in the announcement of the Company dated 28 March 2024 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

Resolutions			
Special Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
<p>9. to consider the mandate to the Board to issue A Shares and H Shares of the Company.</p> <p>An unconditional general mandate shall be granted to the Board to separately or concurrently allot, issue and/or deal with additional shares, whether A Shares or H Shares, in the share capital of the Company, which can be exercised once or more during the Relevant Period, subject to the following conditions:</p> <p>(a) the effect of such mandate must not extend beyond the Relevant Period except that the Board may during the Relevant Period enter into or grant offer proposals, agreements or options which may require the exercise of such mandate after the end of the Relevant Period;</p> <p>(b) the aggregate nominal amount of A Shares and H Shares, including but not limited to ordinary shares, preference shares, securities convertible into shares, options, warrants or similar rights for subscription of any shares or of such convertible securities, approved to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Board under such mandate must not respectively exceed:</p> <p style="margin-left: 20px;">(i) 20% of the aggregate nominal amount of A Shares of the Company in issue; and/or</p> <p style="margin-left: 20px;">(ii) 20% of the aggregate nominal amount of H Shares of the Company in issue,</p> <p style="margin-left: 20px;">in each case as at the date of this resolution; and</p> <p>(c) the Board of the Company will only exercise such rights in accordance with the Company Law of the People's Republic of China (the "PRC") and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), and only if approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.</p> <p>A mandate shall be granted to the Board, subject to issuance of shares mentioned above of this resolution, to:</p> <p>(a) approve, sign, act and procure to sign and act on all such documents, deeds and matters it considers relevant to the issuance of such new shares, including but not limited to:</p> <p style="margin-left: 20px;">(i) determining the type and number of shares to be issued;</p> <p style="margin-left: 20px;">(ii) determining the pricing method, target subscribers and issue interest rate of the new shares and issue/conversion/exercise price (including the price range);</p> <p style="margin-left: 20px;">(iii) determining the commencement and closing dates for offering new shares;</p> <p style="margin-left: 20px;">(iv) determining the use of the proceeds from offering new shares;</p> <p style="margin-left: 20px;">(v) determining the type and number of new shares (if any) to be issued to existing shareholders;</p> <p style="margin-left: 20px;">(vi) entering into or granting such offer proposals, agreements or share options that may be required as a result of the exercise of such rights; and</p> <p style="margin-left: 20px;">(vii) excluding shareholders residing in places outside the PRC or the Hong Kong Special Administrative Region of the PRC ("Hong Kong") due to prohibitions or requirements enacted by overseas laws or regulations on offering or placing shares to shareholders of the Company and as considered necessary or appropriate by the Board after making inquiries on such ground;</p> <p>(b) engage intermediaries in relation to the issuance, approve and sign all acts, agreements, documents and other relevant matters necessary, appropriate and desirable for or related to the issuance; consider and approve and sign on behalf of the Company agreements related to the issuance, including but not limited to underwriting agreements, placement agreements and intermediaries engagement agreements;</p> <p>(c) consider and approve and sign on behalf of the Company issuance documents related to the issuance for delivery to the relevant regulatory authorities, perform relevant approval procedures in accordance with the requirements of the regulatory authorities and places where the shares of the Company are listed, and carry out necessary procedures including filing, registration and recording with the relevant government departments in Hong Kong and/or any other regions and jurisdictions (if applicable);</p> <p>(d) make amendments to the relevant agreements and statutory documents in accordance with the requirements of domestic and foreign regulatory authorities;</p> <p>(e) register the increase in capital with the relevant PRC authorities based on the actual increase in registered capital of the Company due to issuance of shares in accordance with sub-paragraph I of this resolution, and make amendments to the articles of association of the Company as it considers appropriate to reflect the additional registered capital; and</p> <p>(f) carry out all necessary filing and registration in the PRC and Hong Kong and/or do the same with other relevant authorities. For the purpose of this resolution:</p> <p style="margin-left: 20px;">"A Shares" means the domestic shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in RMB by PRC investors;</p> <p style="margin-left: 20px;">"Board" means the board of directors of the Company;</p> <p style="margin-left: 20px;">"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; and</p>			

Resolutions			
Special Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
<p>“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of the following three dates:</p> <p>(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or</p> <p>(ii) the expiration of a period of twelve months following the passing of this resolution; or</p> <p>(iii) the date on which the authority conferred by this resolution is revoked or varied by a special resolution of shareholders of the Company at a general meeting.</p>			
<p>10. “THAT the Board be and is hereby authorised to repurchase A Shares and H Shares of the Company:</p> <p>(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 and A Shares with a nominal value of RMB1 each of the Company in issue and listed on the Shanghai 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;</p> <p>(b) The aggregate nominal amount of H Shares and A 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 and 10% of the number of A 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;</p> <p>(c) the approval in paragraph (a) above shall be conditional upon:</p> <p>(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 Friday, 10 May 2024 (or on such adjourned date as may be applicable) and the A Shareholders’ Class Meeting of the Company to be held on Friday, 10 May 2024 (or on such adjourned date as may be applicable);</p> <p>(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</p> <p>(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 is expected that the Company will do so out of its internal funds.</p> <p>(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:</p> <p>(i) determine the time, duration, price and number of shares of the repurchase;</p> <p>(ii) notify creditors and issue announcements;</p> <p>(iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;</p> <p>(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;</p> <p>(v) execute, do, sign and take all such documents, acts, things and steps as it considers 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;</p> <p>(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 registration and filing procedures; and</p> <p>(vii) execute and handle other documents and matters related to the share repurchase.</p> <p>(e) for the purpose of this resolution:</p> <p>“A Shareholders’ Class Meeting” means the class meeting of A Shareholders;</p> <p>“Board” means the board of directors of the Company;</p> <p>“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;</p> <p>“H Shareholders’ Class Meeting” means the class meeting of H Shareholders;</p> <p>“Hong Kong Stock Exchange” means The Stock Exchange of Hong Kong Limited; and</p>			

Resolutions			
Special Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
<p>“Relevant Period” means the period from the passing of this special resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;</p> <p>(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</p> <p>(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 an H Shareholders’ Class Meeting or an A Shareholders’ Class Meeting.”</p> <p>Specific authorisation for the Board to handle the repurchase of A Shares and H Shares: that a mandate be granted for any Director of the Company to act on behalf of the Board, based on the Company’s needs and market conditions and subject to obtaining approval from relevant regulatory authorities and compliance with laws, administrative regulations and the Articles of Association of Great Wall Motor Company Limited (“Articles of Association”), to make timely decision on matters relating to the repurchase of H Shares not exceeding 10% of the total number of issued H Shares of the Company as at the date of passing this resolution and A Shares not exceeding 10% of the total number of issued A Shares of the Company as at the date of passing this resolution during the period of the relevant mandate (including but not limited to determining the timing, quantity and price of share repurchase, opening overseas securities account and going through the corresponding procedures for changes of foreign exchange registration, informing creditors and making announcement, cancelling the repurchased shares, reducing the registered capital, amending the Articles of Association, and going through procedures for changes of registration and executing and handling other documents and matters related to the share repurchase).</p>			

Date: _____ 2024

Signature(s)^(Note 6): _____

Notes:

- (1) Please insert the number of shares in the Company registered in your name(s) and to which this proxy form relates. If no such number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- (2) Please insert full name(s) and address(es) (as shown in the register of members) in **block capital letters**.
- (3) Please insert the number of all the shares in the Company registered in your name(s).
- (4) If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING or**” and insert the name of the proxy desired in the space provided. Each shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the meeting. A proxy may or may not be a shareholder of the Company. Any alteration made to this proxy form must be signed by the person(s) who signs it.
- (5) Important: If you wish to vote for any resolution, please tick in the box marked “**FOR**”. If you wish to vote against any resolution, please tick in the box marked “**AGAINST**”. If you wish to abstain from voting on any resolution, please tick in the box marked “**ABSTAIN**”. If no such indication is given, the proxy will be entitled to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- (6) This proxy form must be signed by you and your attorney duly authorised in writing or, in the case of a corporation or institution, either under its common seal or under the hand of any director or attorney duly authorised in writing. In the case of joint holders, this proxy form must be signed by the member whose name stands first in the register of members of the Company.
- (7) If an attending shareholder or proxy abstains from voting in respect to any resolution, the proxy form will be deemed to have been revoked.
- (8) To be valid, this proxy form and, if such proxy form is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered, in the case of holders of H shares, 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, not less than 24 hours before the time appointed for the commencement of the AGM.
- (9) In the case of joint shareholders of shares in the Company, any one of such holders may vote at the AGM either in person or by proxy in respect of such share as if he/she was solely entitled thereto. However, if more than one of such joint holders are present at the meeting in person or by proxy, then one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote.