



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 May 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Great Wall Motor Company Limited

Date Submitted: 04 June 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	H	Listed on SEHK (Note 1)	Yes	
Stock code	02333	Description	N/A			
Multi-counter stock code	82333	Description	N/A			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	2,318,776,000	RMB	1	RMB	2,318,776,000	
Increase / decrease (-)	0			RMB		
Balance at close of the month	2,318,776,000	RMB	1	RMB	2,318,776,000	

Total authorised/registered share capital at the end of the month: RMB 2,318,776,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	A	Listed on SEHK (Note 1)	No	
Stock code	601633	Description	N/A			
Balance at close of preceding month			6,225,047,936			
Increase / decrease (-)			-1,890,994			
Balance at close of the month			6,223,156,942			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares	Type of shares	A	Shares issuable to be listed on SEHK (Note 1)	No	
Stock code of shares issuable (if listed on SEHK) (Note 1)							
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
		Cancelled					
1). 2020 Restricted Share and Share Option Incentive Scheme	15,994,745	Cancelled	-15,994,745	0	0	0	0
General Meeting approval date (if applicable)		15 April 2020					
2). 2021 Share Option Incentive Scheme	115,841,266	Cancelled	-23,632,415	92,208,851	0	92,208,851	92,208,851
General Meeting approval date (if applicable)		22 July 2021					

Total A (Ordinary shares A): _____ 0

Total funds raised during the month from exercise of options: RMB _____ 0

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Class of shares issuable	Ordinary shares	Type of shares	A		Shares issuable to be listed on SEHK (Note 1)	No	
Stock code of shares issuable (if listed on SEHK) (Note 1)							
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). GWM Convertible Bond	RMB	3,495,281,000	Converted	-5,000	3,495,276,000	125	87,513,169
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	RMB	39.93					
General Meeting approval date (if applicable)	18 December 2020						

Total C (Ordinary shares A): 125

Remarks:

1. During the period from 1 May 2024 to 31 May 2024, the Company issued 125 new A Shares due to the conversion of certain convertible bond holders.
2. The conversion price of the GWM Convertible Bond has been adjusted to 39.94 yuan/share from May 23, 2024.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	A	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	No	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)						
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Repurchase of shares			21 May 2024	22 July 2021	-1,891,119	0

Total E (Ordinary shares A): -1,891,119

Remarks:

In accordance with the provisions of the Company's 2021 Restricted Stock Incentive Plan, the achievement of company-level performance and the departure and relocation of some incentive targets, the Company repurchased and canceled some of the restricted stock 1,891,119 shares first granted and reserved for Grant in 2021. For details, please refer to the Company's announcement issued on 16 May 2024 and the following day's disclosure statement issued on 21 May 2024.

Total increase / decrease (-) in Ordinary shares A during the month (i.e. Total of A to E) -1,890,994

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Li Hong Shuan

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"