Great Wall Motor Company Limited

Rules of Procedure for General Meeting

These Rules were considered and approved at the
extraordinary general meeting for 2025 of the Company
(8 August 2025)

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Chapter 1 General Provisions

Article 1 In order to regulate the conduct of Great Wall Motor Company Limited (the "Company") and ensure that the general meeting exercises its powers and functions in accordance with the law, these Rules of Procedure for the General Meeting of Great Wall Motor Company Limited (these "Rules") are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Standards on Corporate Governance of Listed Companies, the Rules for General Meeting of Listed Companies, the Rules Governing the Listing of Securities on the Shanghai Stock Exchange ("SSE Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange Listing Rules", together with the SSE Listing Rules, the "Listing Rules"), the Articles of Association of Great Wall Motor Company Limited ("Articles of Association") and other laws, regulations, rules and regulatory documents as well as the laws or the relevant stock exchange rules at the places where the Company's shares are listed.

Article 2 These Rules apply to the convening, proposals, notices and holding of general meetings of the Company. These Rules are binding on the Company, all shareholders and their proxies, the Company's directors, general manager and other senior management personnel as well as other personnel attending general meetings of the Company without voting right.

Article 3 General meetings of the Company shall be convened in strict accordance with relevant requirements of laws, administrative regulations, these Rules and the Articles of Association to ensure that shareholders can exercise their rights according to law.

The Board of Directors of the Company (the "Board") shall earnestly perform its duties by organizing general meetings on a timely basis. All directors of the Company shall act with due diligence to ensure the normal convening of general meetings and the exercise of its functions and powers according to law.

Article 4 The Board shall strictly comply with provisions of the Company Law, the Securities Law, the Listing Rules, the Articles of Association and other laws and regulations regarding the convening of general meetings to earnestly and promptly convene general meetings. All directors of the Company shall bear the fiduciary obligations for the normal convening of general meetings, and shall not obstruct the general meeting from exercising its functions and powers according to law. The directors in attendance shall perform their duties in good faith and ensure that the content of each resolution is true, accurate and complete and free from ambiguous expressions.

Article 5 The general meeting shall exercise its functions and powers within the scope stipulated by the Company Law and the Articles of Association.

Article 6 Shareholders who legally hold the Company's shares are entitled to attend general meetings in person or by proxy, and are entitle to various rights thereat in accordance with laws and these Rules, including the right to know, the right to speak, the right to inquire and the right to vote. Shareholders and their proxies attending a general meeting shall comply with the relevant laws, regulations, the Articles of Association and these Rules to maintain the order of the meeting, and shall not infringe upon the legitimate rights and interests of other shareholders.

Article 7 The secretary of the Board is responsible for the preparation and organization of general meetings.

Article 8 General meetings fall into annual general meetings and extraordinary general meetings. An annual general meeting shall be convened once a year within 6 months after the end of the previous fiscal year. Extraordinary general meetings are convened from time to time. The Company shall hold an extraordinary general meeting within 2 months from the date of occurrence of any of the following circumstances:

(1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;

(2) the unrecovered losses of the Company amount to one-third of its total share capital;

(3) at the request of shareholders who individually or aggregately hold more than 10% of the shares of the Company;

(4) it is deemed necessary by the Board;

(5) when proposed by the Audit Committee;

(6) any other circumstance as specified by the laws, administrative regulations, departmental rules or the Articles of Association.

The shareholdings mentioned in sub-paragraph (3) above shall be calculated as at the date of written request of the shareholder(s).

If the Company is unable to hold a general meeting within the time limit specified above, it shall report the same to the local office of the China Securities Regulatory Commission ("CSRC") and the stock exchanges (the "Stock Exchanges") where the Company's shares are listed with an explanation of the reasons behind it, and make an announcement.

Article 9 In convening a general meeting, the Company shall engage a lawyer to provide legal opinions and publish an announcement on the following matters:

(1) whether the convening and holding procedures of the meeting are in compliance with laws, administrative regulations, these Rules and the Articles of Association;

(2) whether the qualifications of attendees and convener are legally valid;

(3) whether the voting procedures and results of the meeting are legally valid;

(4) legal opinions on other matters issued at the request of the Company.

Chapter 2 Functions and Powers of the General Meeting

Article 10 The general meeting is the supreme authority of the Company and exercises the following functions and powers according to law:

(1) to decide on the Company's business policies;

(2) to elect and replace the directors and to determine matters relating to their remunerations;

(3) to review and approve reports of the Board;

(4) to consider and approve the Company's profit distribution plans and loss recovery plans;

(5) to resolve on the increase or reduction of the registered capital of the Company;

(6) to resolve on the merger, demerger, dissolution, liquidation of the Company or change of corporate form of the Company;

(7) to resolve on the issue of bonds by the Company;

(8) to resolve on the appointment, dismissal or non-reappointment of accounting firms by the Company;

(9) to amend the Articles of Association;

(10) to consider and approve guarantees required to be approved by the general meeting under laws, regulations and the Articles of Association;

(11) to consider acquisition or disposal of major assets within one year in an amount exceeding 30% of the latest audited total assets of the Company;

(12) to consider and approve any changes in use of proceeds;

(13) to consider any share incentive scheme and the employee stock ownership scheme;

(14) to consider any acquisition of the Company's shares required to be approved by the general meeting under the Articles of Association;

(15) to consider matters which the Board may be authorized or delegated to deal with by the general meeting;

(16) to consider other matters required to be resolved by the general meeting under laws, administrative regulations, the relevant rules rules of the relevant rules of the securities regulator in the place where shares of the Company are listed and Stock Exchanges and the Articles of Association.

Chapter 3 Convening of General Meetings

Article 11 The Board shall convene general meetings within the time limits stipulated in Article 8 hereof.

Article 12 With the consent of more than half of all independent non-executive directors (independent directors), independent non-executive shareholders shall have the right to propose to the Board to convene an extraordinary general meeting. Where independent non-executive directors propose to convene an extraordinary general meeting, the Board shall, in accordance with laws, administrative regulations, the relevant rules of the securities regulator in the place where shares of the Company are listed and the Stock Exchanges and the Articles of Association, give a written reply as to whether it agrees to convene an extraordinary general meeting within 10 days after receiving the proposal.

If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of such meeting within 5 days after passing a board resolution; and if the Board does not agree to convene an extraordinary general meeting, it shall explain the reasons and make an announcement.

Article 13 The Audit Committee shall have the right to propose to the Board to convene an extraordinary general meeting, provided that such proposal shall be made in writing. The Board shall, in accordance with laws, administrative regulations, the relevant rules of the securities regulator in the place where shares of the Company are listed and the Stock Exchanges and the Articles of Association, give a written reply as to whether it agrees to convene an extraordinary general meeting within 10 days after receiving the proposal.

Where the Board agrees to convene an extraordinary general meeting, it shall issue a notice of the meeting within 5 days after passing a board resolution. Any changes in the original proposal set out in the notice are subject to consent of the Audit Committee.

Where the Board does not agree to convene an extraordinary general meeting, or fails to give a written reply within 10 days after the receipt of the said proposal, it shall be deemed that the Board is unable or fails to perform its duties of convening a general meeting. In this case, the Audit Committee itself may convene and preside over the general meeting.

Article 14 Shareholders individually or aggregately holding 10% or more of the Company's shares shall have the right to request the Board to convene an extraordinary general meeting, provided that such request shall be made in writing.

The Board shall, in accordance with laws, administrative regulations, the relevant rules of the securities regulator in the place where shares of the Company are listed and the Stock Exchanges and the Articles of Association, give a written reply as to whether it agrees to convene an extraordinary general meeting within 10 days after receiving the proposal.

Where the Board agrees to convene an extraordinary general meeting, it shall issue a notice of the meeting within 5 days after passing a board resolution. Any changes in the original proposal set out in the notice are subject to consent of the shareholders concerned. In the event that the Board does not agree to convene an extraordinary general meeting or does not furnish any reply within 10 days after receiving such proposal, shareholders individually or aggregately holding 10% or more of the Company's shares shall be entitled to propose to the Audit Committee the convening of an extraordinary general meeting, provided that such proposal shall be made in writing.

Where the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of the meeting within 5 days after receiving the proposal. Any changes to the original proposal set out in the notice are subject to the prior consent of the shareholders concerned.

If the Audit Committee fails to issue a notice of the general meeting within the prescribed time limit, it shall be deemed that the Audit Committee fails to convene and preside over the general meeting, and shareholders individually or aggregately holding 10% or more of the Company's shares for 90 consecutive days or more may convene and preside over the meeting on their own.

Article 15 Where the Audit Committee or shareholders decide to convene a general meeting on its or their own, a written notice shall be given to the Board and filed with the Stock Exchanges (if needed). The Audit Committee or shareholders convening a general meeting shall submit relevant supporting materials to the Stock Exchanges when issuing a notice of the meeting and an announcement of the resolution of the meeting (if needed).

Prior to the announcement of the resolution of the general meeting, the shareholders convening the meeting shall hold at least 10% of the Company's shares.

Article 16 Where the Audit Committee or shareholders convene a general meeting on its or their own, the Board and the secretary of the Board shall provide cooperation.

The Board shall provide the register of members as of the record date. If the Board fails to provide the register of members, the convener may apply to the securities registration and clearing organization for obtaining the register of members on the strength of the relevant announcement on the convening of the general meeting. The register of members obtained by the convener shall not be used for any purpose other than the holding of the general meeting.

Article 17 The Company shall bear the expenses of any general meeting convened by the Audit Committee or shareholders on its or their own.

Chapter 4 Proposals and Notices of General Meetings

Article 18 The content of a proposal to the general meeting shall fall within the functions and powers of the general meeting and contain explicit issues and specific resolutions, and shall be in compliance with the laws, administrative regulations, the relevant rules of the securities regulator in the place where shares of the Company are listed and the Stock Exchanges and the Articles of Association.

Article 19 For a general meeting of the Company to be convened, the Board, the Audit Committee and shareholders individually or aggregately holding 1% or more of the Company's shares have the right to put forward proposals.

Shareholders individually or aggregately holding 1% or more of the Company's shares may submit provisional proposals in writing to the convener 10 days before the meeting is convened. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving any such proposal, make an announcement of the provisional proposals, and submit the provisional proposals to the general meeting for consideration, except for provisional proposals that violate the provisions of laws, administrative regulations, the relevant rules of the securities regulator in the place where shares of the Company are listed and the Stock Exchanges or the Articles of Association, or that do not fall within the scope of the authority of the general meeting. The Company shall not increase the shareholding percentage required for shareholders to propose provisional proposals.

Save as provided in the preceding paragraph, the convener shall not amend the proposals stated in or add new proposals to the notice of general meeting after issuing and announcing the notice.

Any proposals that are not set out in the notice of general meeting or do not meet the requirements of the Article 18 hereof shall not be voted and resolved on at the general meeting.

Article 20 When the Company convenes an annual general meeting, a notice in writing or electronic communication form (including but not limited to announcements published on the website of the Company and the website of the Stock Exchanges, the same below) shall be issued 21 days prior to the meeting. When the Company convenes an extraordinary general meeting, a notice in writing or electronic communication form shall be issued 10 business days or 15 days (whichever is longer) prior to the meeting, to inform all registered shareholders of the matters to be deliberated at the meeting and the date and venue of the meeting. Any shareholder who intends to attend the general meeting shall deliver a written reply concerning attendance of the meeting to the Company within the time specified in the notice of the meeting.

In calculating the commencement date, the Company shall not include the date on which the meeting is held.

Notice of general meetings shall be sent to shareholders (whether or not they are entitled to vote at the general meeting) by the method of notice stipulated in the Articles of Association or by other methods permitted by the stock exchange where shares of the Company are listed. Subject to compliance with laws, regulations, normative documents and the relevant requirements of the securities regulators in the place where shares of the Company are listed, the Company may also issue notices of general meetings by way of publication on the Company's website and the website of the Hong Kong Stock Exchange, in lieu of delivery in person or by pre-paid mail to shareholders.

The notice of the general meeting issued to A shareholders shall be published in media that comply with the conditions stipulated by the CSRC. Once a notice of the relevant meeting is published, all A shareholders shall be deemed to have received such notice.

If the Company fails to issue a notice of meeting on time, causing its failure to convene the annual general meeting within 6 months after the end of the previous fiscal year, it shall promptly report such failure to the Stock Exchanges with an explanation of the reasons behind it, and make an announcement.

Shareholders who intend to attend the general meeting shall serve the written reply slip to the Company within the time limit specified in the notice of the meeting.

Article 21 The notice of the general meeting shall include the following particulars:

(1) the time, venue and duration of the meeting;

(2) matters and proposals submitted to the meeting for consideration;

(3) containing a clear statement that all shareholders are entitled to attend the general meeting, that any shareholder has the right to appoint proxies to attend and vote at the meeting on his/her behalf, and such proxies need not to be shareholders of the Company;

(4) the record date for shareholders entitled to attend the general meeting;

(5) the name and contact information of the contact person for the meeting;

(6) the time and procedures for voting online or by other means;

(7) other particulars required by relevant laws, regulations, and the relevant rules of securities regulators where shares of the Company are listed and the Stock Exchanges.

The notice and supplementary notice of general meeting shall fully disclose the details of all proposals, and include all information or explanations necessary for shareholders to make reasonable judgment on the matters to be considered.

Article 22 Where the general meeting intends to consider the election of directors, the notice of the general meeting shall fully disclose the detailed information of the candidates for directors, including at least the following:

(1) personal information such as educational background, work experience and positions concurrently held by the candidates;

(2) whether there is any connection between them and the Company or its controlling shareholder(s) or ultimate controller;

(3) the number of shares of the Company held by them;

(4) whether any of the candidates has been penalized by the CSRC or any other relevant authority or sanctioned by the Stock Exchanges; and

(5) disclosures required under other applicable laws, administrative regulations, and the relevant rules of the securities regulator in the place where shares of the Company are listed and the Stock Exchanges.

Other than the adoption of cumulative voting for the election of directors, each candidate for director shall be nominated in a separate proposal.

Article 23 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.

Article 24 A notice of general meeting shall specify the time and place of the meeting and fix the record date. The interval between the record date and the date of the meeting shall not exceed 7 business days. Once confirmed, the record date shall not be changed.

Article 25 After giving a notice of general meeting, the general meeting shall not be postponed or cancelled and the proposal set out in the notice shall not be cancelled without justifiable reasons. In the case that the general meeting is to be postponed or cancelled, the convener shall make an announcement to explain the reasons at least 2 business days prior to the original date of the meeting.

Chapter 5 Holding of General Meetings

Article 26 The Company shall convene general meetings at the domicile of the Company or at the place specified in the Articles of Association.

A meeting venue shall be set up for a general meeting to be held physically, and a secure, cost-efficient and convenient network and other means shall be provided to facilitate shareholders' participation in the general meeting in accordance with the requirements of laws, administrative regulations, the relevant rules of the securities regulator in the place where shares of the Company are listed and the Stock Exchanges or the Articles of Association. Shareholders attending a general meeting by the foregoing means shall be deemed to be present at the meeting.

Shareholders may attend the general meeting in person to exercise their voting rights, or appoint proxies to attend and exercise their voting rights within the scope of authorization.

Article 27 The notice of the general meeting shall specify the voting time and procedures for voting online or by other means.

The time to start voting online or by other means for a general meeting shall not be earlier than 3:00 p.m. on the day preceding the date of the physical general meeting or later than 9:30 a.m. on the date of the physical general meeting, and the time to conclude such voting shall not be earlier than 3:00 p.m. on the date of the physical general meeting.

Article 28 The Board and other conveners shall take necessary measures to ensure the normal order of general meetings. Any acts that interfere with a general meeting, stir up trouble thereat or infringe upon the legitimate rights and interests of shareholders shall be stopped by taking necessary measures and be timely reported to the relevant authorities for investigation and punishment.

Article 29 All shareholders or their proxies whose names appear on the register of members as of the record date are entitled to attend a general meeting, and the Company or the convener shall not reject their participation for any reason. When shareholders attend a general meeting, each share held carries one voting right. Shares held by the Company in itself shall have no voting rights.

Article 30 All holders of ordinary shares or their proxies whose names appear on the register of members at at the record date shall be entitled to attend the general meeting and exercise voting rights in accordance with relevant laws, regulations, the relevant rules of the securities regulator in the place where shares of the Company are listed and the Stock Exchanges and the Articles of Association.

Shareholders may either attend the general meeting in person, or they may appoint proxies to attend and vote on their behalf.

If an individual shareholder attends the meeting in person, he or she shall present his or her identity card or other valid documents or certificates that can prove his or her identity; and if a proxy attends the meeting on behalf of a shareholder, he or she shall present his or her valid identity documents and the power of attorney from the shareholder.

A corporate shareholder shall be represented at the meeting by its legal representative or a proxy authorized by the legal representative. The legal representative attending the meeting shall present his or her identity card and valid proof of his or her qualification as a legal representative; and proxies attending the meeting shall present their identity card and a written power of attorney legally issued by the legal representative of the corporate shareholder.

Article 31 The power of attorney issued by a shareholder to appoint a proxy to attend the general meeting shall specify the following:

(1) the name of the principal, and the class and number of shares the principal holds in the Company;

(2) name of the proxy;

(3) specific instructions from the shareholder, including instructions to vote for, against, or abstain voting on, as the case may be, each matter to be considered on the agenda of the general meeting (if the proxy form returned does not contain instructions on how the proxy to vote on a particular proposal, the proxy may decide whether or not to vote at his/her discretion; and if the proxy decides to vote, the proxy may decide how to vote at his/her discretion);

(4) the date of issue and validity period of the power of attorney;

(5) signature (or seal) of the principal. If the principal is a corporate shareholder, its corporate seal shall be affixed thereto.

Article 32 The power of attorney shall be lodged at the domicile of the Company or such other place as specified in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or the time appointed for voting.

Where the power of attorney is signed by an attorney authorized by the principal, the power of attorney or other authorization instruments signed by such attorney shall be notarized. The notarized power of attorney and other authorization instruments, together with the proxy form, shall be lodged at the domicile of the Company or such other place as specified in the notice of the meeting.

Where such shareholder is HKSCC Nominees Limited, such shareholder may authorize one or more persons it thinks fit to act as its proxy(ies) at any general meeting or any meeting of any class of shareholders; provided that if more than one person is so authorized, the power of attorney must state the number and class of shares in respect of which each such person is so authorized. A person so authorized is entitled to exercise the rights on behalf of HKSCC Nominees Limited as if he/she is an individual shareholder of the Company.

Article 33 The convener and lawyers shall jointly verify the validity of shareholders' qualifications based on the register of members of the Company provided by the securities registration and clearing organization, and shall register the names of shareholders and the number of voting shares held by each of them. Registration of the meeting shall be closed before the convener announces the number of shareholders and proxies present at the meeting and the total number of voting shares held or represented by them.

Article 34 If directors and senior management are required to to attend the general meeting, the directors and senior management shall attend the meeting and be questioned by the shareholders.

The chairman of the Board shall attend the annual general meeting and invite the chairmen of the Audit Committee, Remuneration Committee, Nomination Committee and any other committees (as the case may be) to attend the annual general meeting. If the chairman of the relevant committee is unable to attend an annual general meeting, the chairman of the Board shall invite another member (or, if such member is unable to attend, his duly appointed representative) to attend such meeting. Such person shall answer questions at the annual general meeting. The Company's management shall ensure the external accountant firm attends the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies, and the independence of the auditor.

The chairman of the independent committee (if any) of the Board shall also answer questions at any general meeting for which the purpose is to approve connected transactions or any other transactions requiring independent shareholders' approval.

Article 35 The general meeting shall be chaired by the chairperson. If the chairperson is unable or fails to perform his or her duties, the vice chairperson (if the Company has two or more vice chairpersons, the vice chairperson jointly elected by more than half of the directors) shall preside over the general meeting. If the vice chairperson is unable or fails to perform his or her duties, a director jointly elected by more than half of the directors shall preside over the general meeting.

Where a general meeting is convened by the Audit Committee, the chairman of the Audit Committee shall preside over the meeting as the chairman of the meeting. If the chairman of the Audit Committee is unable or fails to perform his/her duties, a member of the Audit Committee elected by more than half of the members of the Audit Committee shall preside over the meeting.

Where a general meeting is convened by shareholders themselves, the convener or the representative elected by the convener shall preside over the meeting.

Where the chairman of a general meeting obstructs the meeting from proceeding by violating the rules of procedure, a person may be elected at the meeting to act as the chairman to continue the meeting, subject to the approval by more than half of the shareholders present and entitled to vote at the meeting.

Article 36 At the annual general meeting, the Board shall report on its work for the previous year, and each independent non-executive director shall also present his or her work report.

The annual work report shall contain the following:

(1) The number and ways of the Board meetings attended, votes at the Board meetings, and the number of general meetings attended;

(2) Participation in the work of special committees of the Board and special meetings of independent directors;

(3) Consideration of the matters listed in Articles 23, 26, 27 and 28 of the Measures for the Administration of Independent Directors of Listed Companies and exercise of the special powers of independent directors listed in Paragraph 1 of Article 18 thereof;

(4) Communication with the internal audit organization and the accounting firm that undertakes the Company's auditing business regarding the Company's financial and business status on significant matters, the manner and results thereof;

(5) Communication with minority shareholders;

(6) The time and content of on-site work at the Company;

(7) Other circumstances of fulfillment of duties.

The annual work report of the independent directors shall be disclosed no later than when the Company issues the notice of the annual general meeting.

Article 37 The directors and senior management personnel shall respond to and make explanations as to the inquiries and suggestions of shareholders at a general meeting, provided that the disclosures involving state secrets or the Company's business secrets shall not be made at the meeting.

Article 38 Before voting at a general meeting, the chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of voting shares held or represented by them, which are subject to registration of the meeting.

Article 39 After knowing that the attendees meet the statutory requirements and being aware of the proposals and shareholders' speech registration, the chairman of the meeting shall announce the start of the meeting at the time as notified, except in any of the following circumstances where the start of the meeting may be announced after the scheduled time:

(1) the equipment of the meeting venue is faulty, which affect the normal holding of the meeting;

(2) there are other major issues affecting the normal convening of the meeting.

Article 40 At a general meeting, proposals included in the agenda of the meeting shall be deliberated before voting, and each proposal shall be given a reasonable time for discussion. The chairman of the meeting shall orally ask the shareholders present whether the deliberation has been completed, and the deliberation shall be deemed completed if the shareholders present have no objection.

Article 41 Except with the consent of the chairman of the meeting, each shareholder shall not speak more than twice, and the first and second speeches shall not last more than five and three minutes, respectively. When a shareholder requests to speak, he/she shall not interrupt the report of the meeting reporter or the speech of any other shareholder.

Article 42 The secretary of the Board is responsible for taking minutes of a general meeting, which shall contain the following:

(1) the time, venue and agenda of the meeting and the name of the convener;

(2) the names of the chairman of the meeting, the directors and senior management personnel present at the meeting;

(3) the number of shareholders and proxies present at the meeting, the total number of voting shares held or represented by them and the percentage of such shares in the total number of shares in the Company; the number of voting shares held by A shareholders and H shareholders, and by ordinary shareholders and class shareholders, attending the meeting, and their respective proportions to the total number of shares of the Company;

(4) the process of consideration of, key points of discussion on and voting result of each proposal; and the voting results of A shareholders and H shareholders, and ordinary shareholders and class shareholders on each proposal;

(5) inquiries or suggestions of shareholders and the relevant responses or explanations;

(6) names of lawyer(s), vote counters and scrutineers;

(7) other information required to be recorded in the minutes under the Articles of Association.

The directors, the secretary of the Board, the convener attending or present at a general meeting or his/her representative, and the chairman of the meeting shall sign the minutes of the meeting and ensure that the contents of the minutes are true, accurate and complete. The minutes of the meeting shall be kept, together with the signed attendance register of shareholders present at the meeting and the powers of attorney for attendance by proxy as well as the valid information of voting online or by other means, for at least 10 years.

Article 43 The convener shall ensure that the general meeting proceeds continuously until the final resolution is formed. If the general meeting is suspended or resolution cannot be made for special reasons such as force majeure, necessary measures should be taken as soon as possible to re-convene the general meeting or directly terminate the current general meeting, and an announcement shall be made promptly. The convener shall, at the same time, report the same to the local office of the CSRC at the place where the Company is located and the Stock Exchanges.

Chapter 6 Voting and Resolutions at General Meetings

Article 44 Resolutions of the general meeting include ordinary resolutions and special resolutions.

To pass an ordinary resolution at a general meeting, votes representing more than half of the voting rights held by the shareholders (including their proxies) present at the meeting must be cast in favor of the resolution. To pass a special resolution at a general meeting, votes representing more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting must be cast in favor of the resolution.

Each of the shareholders (including their proxies) present at the meeting shall expressly vote for, against or abstain on each matter to be voted on.

Article 45 Matters other than those required to be passed by special resolution under the laws, administrative regulations, the relevant rules of the securities regulator in the place where shares of the Company are listed and the Stock Exchanges or the Articles of Association shall be passed by the general meeting by ordinary resolution.

Article 46 The following matters shall be resolved by an ordinary resolution at a general meeting:

(1) work reports of the Board;

(2) profit distribution plan and loss recovery plan formulated by the Board;

(3) the appointment and removal of members of the Board and their remuneration and payment methods;

(4) employee stock ownership plan;

(5) matters other than those required to be adopted by special resolution under the laws, administrative regulations, the relevant rules of securities regulators in the place where shares of the Company are listed and the Stock Exchanges or the Articles of Association.

Article 47 The following matters shall be resolved by a special resolution at a general meeting:

(1) increase or reduction of registered share capital of the Company;

(2) division, spin-off, merger, dissolution and liquidation of the Company;

(3) amendments to the Articles of Association;

(4) purchase or disposal of major assets or any guarantee provided for others within one year in an amount exceeding 30% of the latest audited total assets of the Company;

(5) share incentive scheme;

(6) other matters required to be adopted by special resolution under the laws, administrative regulations, the relevant rules of securities regulators in the place where shares of the Company are listed and the Stock Exchanges and the Articles of Association, and determined in an ordinary resolution passed at a general meeting to have a material impact on the Company and thus require approval by a special resolution.

Article 48 Where a proposal on the election of directors is adopted at a general meeting, the newly appointed directors shall take office in accordance with the provisions of the Articles of Association.

Article 49 When a voting is made on the election of directors at a general meeting, cumulative voting may be adopted in accordance with the provisions of the Articles of Association or a resolution of the general meeting. Where a single shareholder and the persons acting in concert have interest in over 30% of the total shares, or the general meeting of shareholders elects more than two independent non-executive directors, the cumulative voting system shall be adopted.

The cumulative voting system mentioned in the preceding paragraph means that each share shall have the same number of votes as the number of directors to be elected, and the voting rights owned by shareholders may be cumulatively used when electing the directors at the general meeting.

Article 50 Except for cumulative voting system, all proposals shall be voted on one by one at a general meeting. Where there are different proposals on the same matter, they shall be voted on in the chronological order in which they are put forward. Unless a general meeting is suspended or no resolution can be adopted due to force majeure or other special reasons, no proposal shall be set aside or rejected for voting at the meeting.

Article 51 Where a shareholder is interested in the matters to be considered at a general meeting, he or she shall abstain from voting and the number of voting shares held by him/her shall be excluded from the total number of voting shares present at the meeting.

When considering material matters affecting the interests of minority shareholders at a general meeting, the votes of minority shareholders shall be counted separately. The results of separate vote counting shall be publicly disclosed in a timely manner.

The shares of the Company held by itself have no voting rights, and shall not be included in the total number of voting shares held by shareholders present at the general meeting.

If a shareholder purchases voting shares of the Company in violation of the provisions of paragraphs (1) and (2) of Article 63 of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised for a period of 36 months after the purchase and shall not be counted as part of the total number of voting shares present at the general meeting.

The Board, independent non-executive directors, shareholders holding more than 1% of the voting shares or investor protection organizations established in accordance with laws, administrative regulations or stipulations of the CSRC may publicly solicit voting rights from other shareholders. When soliciting voting rights from shareholders, the voting intentions and other related information shall be fully disclosed to those shareholders. It is forbidden to solicit shareholders' voting rights with compensation or disguised compensation. Unless under statutory conditions, the Company shall not impose a minimum shareholding limit on the solicitation of voting rights.

Article 52 If a proposal concerning cash distribution, bonus shares, or the capitalization of capital reserve is passed at a general meeting, the Company shall implement the specific scheme within two months after the conclusion of the meeting.

Article 53 Where the Company repurchases ordinary shares for the purpose of reducing its registered capital and issues preference shares to unspecified targets, and where it repurchases ordinary shares from specific shareholders by using the issuance of preference shares to specific targets as a means of payment, the resolution made by the general meeting for the repurchase of ordinary shares shall be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.

The Company shall announce the resolution to repurchase ordinary shares on the day immediately following the general meeting of shareholders at which the resolution was passed.

Article 54 When considering a proposal at a general meeting, the proposal shall not be modified, and if any such proposal is modified, the modified proposal shall be regarded as a new proposal and cannot be voted on at that meeting.

Article 55 When voting at a general meeting, shareholders (including their proxies) may exercise their voting rights in proportion to the number of voting shares represented by them, with each share having one vote.

Where any shareholder is, under the applicable laws and regulations and the listing rules of the exchange where shares of the Company are listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 56 The same voting right shall be exercised only by one of the voting methods (on-site voting, online voting or otherwise). Where the same voting right is exercised more than once, the voting result of the first time shall prevail.

Article 57 The chairman of the meeting shall ensure that the Company's circular to shareholders sets out the procedures for voting by poll and shareholders' right to demand voting by poll in accordance with Rule 13.39(4) of the Stock Exchange Listing Rules in certain circumstances (for example, the voting results go against the instructions stated in the proxy forms of the proxies present in the case of voting by a show of hands at the meeting). If a poll is demanded under any of such circumstances, the chairman of the meeting shall disclose the total number of votes represented by all proxy forms held by the directors to indicate the number of opposite votes cast by a show of hands.

Article 58 Shareholders attending the general meeting shall express one of the following views on the proposals submitted for voting: for, against or abstention, except where the securities registration and clearing institution, as the nominal holder of shares under the Mainland-Hong Kong Stock Connect, makes the declaration in accordance with the intention of the actual holder.

A blank, wrongly filled, or illegible vote, or an uncast vote shall be deemed to constitute a waiver of voting rights by the voter, and the voting result in respect of the shares held by such voter shall be recorded as "abstention".

Article 59 Before a proposal is voted on at a general meeting, two shareholder representatives shall be elected as vote counters and scrutineers. Any shareholder who is interested in the matters to be considered and his proxy shall not participate in vote counting or scrutinizing.

When voting on proposals at a general meeting, the vote counting and scrutinizing shall jointly be carried out by lawyers, shareholder representatives and any other person designated by the stock exchanges (in the place where the Company's shares are listed or their listing rules) (namely auditor, share registrar or external accountant qualified for the auditor).

Shareholders of the Company or their proxies who cast their votes via the internet or through other means shall have the right to check their voting results through the relevant voting system.

Article 60 The closing time of a physical general meeting shall not be earlier than the session held online or by other means. The convener shall announce the voting results of each proposal at the meeting venue and whether each proposal is passed according to voting results.

Prior to announcement of the voting results of a general meeting, all parties involved in voting physically, online or by other means, including the Company, any vote counter, scrutineer, shareholder and online voting service provider, shall be obliged to keep the voting results confidential.

Article 61 If the chairman of the meeting has any doubt as to the result of a resolution put to vote at the meeting, he may have the votes re-counted. If the chairman of the meeting fails to have the votes counted, any shareholder who is present in person or by proxy and objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after the declaration of the result, and the chairman of the meeting shall have the votes counted forthwith.

Article 62 If votes are re-counted at a general meeting, the counting result shall be recorded in the minutes of the meeting.

Article 63 The minutes of the meeting, together with the attendance register of the attending shareholders and the proxy forms, shall be kept at the domicile of the Company.

Article 64 Copies of the minutes of general meetings shall be made available for inspection by shareholders free of charge during the business hours of the Company. Where a shareholder requests the Company for a copy of relevant minutes, the Company shall send a copy of such minutes to him/her within 7 days after receipt of a reasonable fee.

Article 65 The chairman of the meeting shall be responsible for deciding whether a resolution is passed at the general meeting base on the result of the counting of votes by the vote counters. His decision, which is final and conclusive, shall be announced at the meeting and recorded in the minutes of meeting.

Article 66 For an extraordinary general meeting to be presided over by the proposing shareholders, they shall engage a lawyer to issue legal opinions as a witness in accordance with the above provisions, and the convening procedures shall also meet the requirements of relevant laws and regulations and these Rules.

Article 67 Resolutions of the general meeting shall be announced promptly. The announcement shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares and their proportion to the total number of voting shares of the Company, the voting method, the voting results for each proposal, and the detailed contents of each resolution passed.

The Company shall make statistics and an announcement respectively of the A shareholders and H shareholders, ordinary shareholders and class shareholders attending the meeting and their respective voting results.

Article 68 Where a proposal is not adopted, or where the current general meeting amends a resolution of a previous general meeting, a special reminder shall be included in the announcement of the resolution of such current general meeting.

Article 69 A resolution of the general meeting of shareholders which is in violation of any laws or administrative regulations shall be null and void.

The controlling shareholder or actual controller of the Company shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, and shall not prejudice the legitimate rights and interests of the Company and the minority investors.

If the convening procedures or voting methods for a general meeting violate laws, administrative regulations, or the Articles of Association, or if the content of a resolution violates the Articles of Association, shareholders may request the People's Court to revoke the resolution within 60 days from the date of the resolution, except for the convening procedures or voting methods of the general meeting involve only minor defects that have not had a material impact on the resolution.

If the Board, shareholders, and other relevant parties have disputes regarding the legality of the convener's qualifications, convening procedures, content of proposals, or the validity of resolutions passed at the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of the general meeting. The Company, its directors, and senior management shall earnestly perform their duties, promptly implement resolutions of the general meeting, and ensure the normal operation of the Company.

Where the People's Court makes a judgment or ruling on relevant matters, the listed company shall perform its information disclosure obligations in accordance with the provisions of laws, administrative regulations, the CSRC and the Stock Exchanges, fully explain the impact of such judgment or ruling, and actively provide cooperation in relation to the enforcement after the judgment or ruling takes effect. If the correction of prior matters is involved, the Company shall make such correction promptly and the fulfill the corresponding information disclosure obligations.

Chapter 7 Special Procedures for Voting by Class Shareholders

Article 70 Shareholders holding different classes of shares are referred to as class shareholders.

Class shareholders shall be entitled to rights and assume obligations in accordance with the laws, administrative regulations and the Articles of Association.

Article 71 In the event that the Company intends to alter or abolish the rights of class shareholders, such alteration or abolition may only be made after it is passed by special resolution at a general meeting, and at shareholders' meetings respectively convened by affected class shareholders.

Article 72 Any resolution involving any of the following circumstances, which shall be deemed to be variation or abrogation of the rights of a class shareholder, shall be submitted by the Board to a meeting of that class of shareholders for consideration:

(1) to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of shares of that class;

(2) to exchange all or part of the shares of that class for shares of another class, or to exchange or grant a right to exchange all or part of the shares of another class for shares of that class;

(3) to remove or reduce the rights to accrued dividends or rights to cumulative dividends attached to shares of that class;

(4) to reduce or remove preferential rights attached to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated;

(5) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class;

(6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of that class;

(7) to create a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;

(8) to restrict the transfer or ownership of shares of that class or to increase the types of restrictions attaching thereto;

(9) to issue rights to subscribe for, or to convert the existing shares into, shares in the Company of that class or another class;

(10) to increase the rights or privileges of shares of another class;

(11) to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders;

(12) to amend or abrogate the provisions of Chapter 9 "Special Procedures for Voting by Class Shareholders" of the Articles of Association.

Article 73 The affected class shareholders, whether or not otherwise having the right to vote at general meetings, shall be entitled to vote at class meetings in respect of matters set out in subparagraphs (2) to (8), (11) and (12) of the preceding Article, but interested shareholders shall not be entitled to vote at such class meetings.

The term "interested shareholder(s)" in the preceding paragraph means:

(1) in the event that the Company makes a repurchase offer to all shareholders in a proportionate manner or the Company repurchases its own shares by way of public dealings on a stock exchange pursuant to the Articles of Association, a "controlling shareholder" as defined under the Articles of Association;

(2) in the case of a repurchase of shares by an off-market agreement pursuant to the Articles of Association, a holder of the shares to whom the proposed agreement relates;

(3) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on shareholders of that class under the proposed restructuring or who has an interest in the proposed restructuring different from the general interests of the shareholders of that class.

Article 74 Resolutions of a class meeting shall be passed by votes representing more than two-thirds of the voting rights of shareholders of that class present at the relevant meeting.

Where any shareholder is, under the Listing Rules as amended from time to time, required to abstain from voting on, or restricted to voting only for or against, any particular resolution of a class meeting, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 75 Written notice of a class meeting shall be given within the same time limit as that for the issue of written notice of any non-class meeting to be held together with that class meeting. Such notice shall inform all shareholders who are registered as holders of that class in the register of members of the matters to be considered at the class meeting, the date and place of the meeting. Shareholders who intend to attend the class meeting shall serve the written reply slip to the Company within the time limit specified in the notice of the meeting.

In the event that the number of voting shares represented by the shareholders who intend to attend the meeting reaches one-half or more of the total number of voting shares of that class, the Company may convene the class meeting. Otherwise, the Company shall, within five days, notify the shareholders, again by way of public announcement, of the matters to be considered and the date and place of the meeting. The Company may then proceed to hold the meeting.

Article 76 A notice of a class meeting shall be served exclusively to the shareholders entitled to vote thereat. The procedures of a class meeting shall resemble those of a general meeting to the fullest extent as possible. Provisions in the Articles of Association regarding the procedures for holding a general meeting shall be applicable to class meetings.

Article 77 The special voting procedures for class meetings shall not apply in the following circumstances:

(1) where the Company issues, upon approval by a special resolution of the general meeting, not more than 20% of each of its outstanding issued domestic shares and overseas listed foreign-invested shares, either separately or concurrently once every 12 months;

(2) where the plan to issue domestic shares and overseas listed foreign-invested shares at the time of establishment of the Company is completed within 15 months from the date of approval by the securities regulatory authority under the State Council;

(3) where the shares of the Company held by the promoters of the Company are, upon the approval of the State Council or its authorized approval authority, converted into foreign-invested shares and listed and traded on an overseas stock exchange.

Chapter 8 Adjournment

Article 78 The Board shall ensure that a general meeting is held continuously within reasonable working hours until the final resolution is reached.

Article 79 In the course of a general meeting, in case of any dispute over the identity of any shareholder and the results of the counting of votes, which cannot be solved on the spot and prevents the meeting from continuing by bringing disorder, the chairman of the meeting shall announce the adjournment of the meeting. Once the above circumstance disappears, the chairman of the meeting shall notify the shareholders as soon as possible to continue the meeting.

Article 80 In the event that a general meeting is adjourned for more than one business day due to force majeure or other unusual reasons and cannot be held normally or make any resolution, the Board shall explain the reasons to the Stock Exchanges and make an announcement, and shall be obliged to take necessary measures to resume the meeting as soon as possible.

Chapter 9 Post-Meeting Matters and Announcements

Article 81 After a general meeting, the secretary of the Board shall submit the meeting minutes, resolutions and other relevant materials to the competent regulatory authorities in accordance with relevant laws and regulations and the requirements of the securities regulatory authority under the State Council and the stock exchanges where the Company's shares are listed, and make an announcement on the designated media.

Article 82 The announcement of resolutions passed at a general meeting shall state the number of shareholders (including their proxies) present at the meeting, the total number of shares held (represented), the proportion of such shares in the total number of voting shares of the Company, the voting method and the voting results of each proposal. Any resolutions made for a shareholder proposal shall state the name and shareholder ratio of the proposing shareholder and content of the proposal. Where a shareholder proposal is excluded from the agenda of the annual general meeting, the content of the proposal and the explanation of the exclusion made by the Board or the chairman of the meeting at the annual general meeting shall be announced together with the resolutions of the annual general meeting.

Where the Board or the chairman of the meeting does not include any proposal from the Audit Committee or shareholders in the agenda of the annual general meeting, the Board or the chairman of the meeting shall make an explanation of the exclusion at the annual general meeting, and announce the content of the proposal and such explanation together with the resolutions of the annual general meeting after the meeting is concluded.

Should any proposal is not passed or any resolution passed at the previous general meeting is changed at the current general meeting, the Board shall make an explanation in the announcement of resolutions of the meeting.

The announcement of the resolutions of a general meeting shall be published on the designated newspapers and the Company's website.

Article 83 The secretary of the Board shall be responsible for keeping the attendance register, powers of attorney, voting statistics, minutes, and announcement of resolutions of each general meeting.

Chapter 10 Supplementary Provisions

Article 84 These Rules shall come into effect after being considered and approved by the general meeting, and any amendments hereto are subject to approval by the general meeting.

Article 85 These Rules shall be interpreted by the Board.

Article 86 The announcements, notices or supplementary notices of general meetings referred to in these Rules shall mean the disclosure of relevant information on media and websites of the Stock Exchanges that meet the conditions prescribed by the CSRC.

Article 87 For the purposes of these Rules, the terms "above" and "within" shall include the given figure, whilst the terms "over", "below" and "more than" shall not include the given figure.

Article 88 Matters not covered by these Rules shall be subject to the laws, administrative regulations and the listing rules of the place of listing, taking into account the actual circumstances of the Company. If these Rules conflict with new laws, administrative regulations, or the listing rules of the place of listing, such new laws, administrative regulations, or the listing rules of the place of listing shall prevail.

Great Wall Motor Company Limited
8 August 2025