Great Wall Motor Company Limited

Rules of Procedure for Meetings of the Board of Directors

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

CONTENTS

Chapter 1 General Provisions 1

Chapter 2 Duties, Functions and Responsibilities of the Board 1

Chapter 3 Composition of the Board and its Committees 6

Chapter 4 Secretary to the Board 13

Chapter 5 Rules of the Board Meetings 15

Chapter 6 Proceedings of the Board Meetings 16

Chapter 7 Information Disclosure of the Board Meetings 22

Chapter 8 Documentation of the Board Meetings 22

Chapter 9 Execution and Feedbacks of Board Resolutions 22

Chapter 10 Supplementary Provisions 23

Chapter 1 General Provisions

Article 1 The Rules of Procedure for the Meetings of the Board of Directors (the "Rules") of Great Wall Motor Company Limited (the "Company") are formulated to ensure the standardised operation of the Company, enhance the work efficiency and legal and scientific decision-making standard of the Board and to regulate the composition, duties and responsibilities, authorities and operating procedures of the Board of Directors (the "Board"), and safeguard the interests of the Company and the legitimate interests of the shareholders, pursuant to the provisions of 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 Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (the "SSE Listing Rules"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "HKSE Listing Rules") (these two sets of rules are collectively referred to as the "Listing Rules"), the Articles of Association of Great Wall Motor Company Limited (the "Articles") as well as other laws and regulations, rules and regulatory documents.

Chapter 2 Duties, Functions and Responsibilities of the Board

Article 2 The Board, which is accountable to the general meetings, shall exercise its duties and functions in accordance with the Articles, and, be responsible for holding general meetings, reporting its work to the general meetings and implementing the resolutions of the general meetings.

Article 3 The Board is a standing decision-making body of the Company, which exercises its right to make decisions hereunder in respect of the development strategies, operating plans, financial supervision and personnel management of the Company.

Article 4 The duties and functions of the Board in respect of the Company's development strategies and operation management shall include:

(I) Duties and functions subject to approval of the general meetings

1. formulating proposals for substantial acquisitions, mergers or disposals of assets, proposals for related party transactions which are not exempted from holding general meetings by the stock exchanges on which the shares of the Company are listed, and for transactions which are subject to shareholders' approvals under the listing rules of the stock exchanges on which the shares of the Company are listed;

2. formulating proposals for the increase or reduction of registered capital and issue of bonds of the Company;

3. formulating proposals for the merger, division, dissolution, and conversion of the Company;

4. formulating proposals for the amendments to the Articles.

(II) Duties and functions not subject to approval of the general meetings

1. deciding the Company's operating plans;

2. deciding proposals for the establishment of and adjustments to the Company's internal management bodies and their branches;

3. deciding the establishment and composition of the Board's special committees;

4. formulating the basic management system of the Company;

5. administering the Company's information disclosure;

6. listening to the working report of the Chairman of the Board and checking the relevant work;

7. deciding proposals for investments falling within the scope of authority of the Board.

Article 5 The duties and functions of the Board in respect of the Company's financial supervision include:

(I) Duties and functions subject to approval of the general meetings

1. formulating proposals for profit distribution policies, profit distribution or making up losses;

2. formulating proposals for the engagement, removal or non-reappointment of the accounting firm for the external audit of the Company;

3. other matters required to be considered and approved at the general meetings of the Company according to the listing rules of the stock exchanges of the places where the Company's shares are listed.

(II) Duties and functions not subject to approval of the general meetings

1. deciding the Company's audit work plan;

2. deciding transactions and other matters not subject to approval of the general meetings.

(III) A statement shall be submitted by the Board to the general meeting in respect of any qualified audit report on the financial statements of the Company issued by the auditors.

(IV) Financial reporting and internal control

1. Sufficient explanations and adequate information shall be provided by the Company's management to the Board so as to enable the Board to make an informed decision regarding the financial and other information submitted to them for approval;

2. The Directors should acknowledge in the Corporate Governance Report their responsibility for preparing the accounts, and there should be a statement by the auditors about their reporting responsibilities in the auditors' report on the relevant financial statements. Unless it is inappropriate to assume that the company is a going-concern, the Directors should prepare the accounts on a going-concern basis, with supporting assumptions or qualifications as necessary. When the Directors are aware of material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue

as a going concern, such uncertainties should be clearly and prominently set out and discussed at length in the Corporate Governance Report. The Corporate Governance Report should contain sufficient information so as to enable investors to understand the severity and significance of the matters at hand. To the extent that it is reasonable and appropriate, the Company may refer to the other relevant parts of the annual report. Any such references should be clear and unambiguous and the Corporate Governance Report should not only contain a cross-reference without any discussion of the matter;

3. The Board's responsibility to present a balanced, clear and understandable assessment extends to annual and interim reports, other price-sensitive announcements and other financial information required to be disclosed under Listing Rules, and reports to regulators as well as the information required to be disclosed pursuant to statutory requirements.

Article 6 The duties and functions to be exercised by the Board independently in respect of the Company's financial supervision shall include:

(I) administering the financial information disclosure of the Company;

(II) approving, in accordance with the SSE Listing Rules, the aggregate value of the related party transactions for the same subject matter or with the same connected person for the 12 consecutive months that was less than RMB30 million or 5 percent of the net asset value set out in the latest audited consolidated financial statements of the Company;

(III) approving the tests conducted at the assets ratio, revenue ratio, consideration ratio and equity capital ratio required under the HKSE Listing Rules, while any ratio test is lower than 5 percent of a connected transaction;

(IV) approving projects or transactions of acquisition or disposal of assets (including owner's equity interests in the enterprise, tangible assets or other property rights) at the following stated amounts or proportions and which do not constitute related party (connected) transactions:

1. approving the tests conducted at the asset ratio, revenue ratio, consideration ratio and equity capital ratio required under the HKSE Listing Rules, while any ratio test is lower than 25 percent of a transaction;

2. in respect of any fixed asset investments, including but not limited to, newly constructed fixed assets investment projects and technical renovation investment projects, the total investment amount of each project shall not exceed 50 percent of the Company's net asset value set out in its latest audited consolidated financial statements;

3. in respect of any long-term investments, including external equity investments and external debt obligation investments, the total investment amount of each project shall not exceed 50 percent of the Company's net asset value set out in its latest audited consolidated financial statements;

4. for any transaction involving an acquisition or a disposal of assets, regardless of whether the subject matter of the transaction is relevant or not, if the total assets involved or the transaction amount is more than 30 percent of the Company's latest audited total assets in a cumulative calculation within 12 consecutive months, such transaction shall be submitted to the general meeting for consideration and be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting. In addition, if the purchase or sale of assets by the Company reaches the thresholds that require submission to the general meeting for approval according to the listing rules of the stock exchanges where the Company's shares are listed, such transactions shall also be submitted to the general meetings for consideration.

(V) for the benefits of the Company, the Company may, upon a resolution by the general meeting or by the Board under the Articles or the authorisation of the general meeting, provide financial aids for others to obtain the shares of the Company or the parent company thereof, provided that the total accumulative amount of the financial aids shall not exceed 10% of the total issued share capital. A resolution by the Board shall be adopted by two-thirds of all the Directors.

(VI) approving any external guarantees, the amount of which falls below the threshold required to be considered at the general meetings.

Unless otherwise provided or required, in respect of the foregoing matters, by any laws and regulations, and the securities regulatory authorities and stock exchanges where the Company's shares are listed, the Board must comply with such provisions or requirements.

Article 7 Duties and functions of the Board in respect of supervision and inspection of the development and operation of the Company:

(I) supervising the execution of the Company's development strategy;

(II) reviewing the Company's sustainable development and ESG-related reports;

(III) supervising and inspecting the execution of the annual budgets and final accounts of the Company; inspecting the progress of various plans;

(IV) assessing the operating results of the Company on an annual basis to identify operating problems and propose improvement recommendations accordingly and supervising the execution of the Company's senior management;

(V) assessing the operation improvement plans and implementation thereof and investigating the major issues arising from the Company's operating results;

(VI) identifying difficulties faced by the Company in its development and changing trends of the Company and proposing remedial recommendations thereon;

(VII) deliberating the development opportunities and risks faced by the Company and changes in the objective external factors that have extensive effects on the Company;

(VIII) ensuring the smooth communication of information from the Company and the evaluation of such information to ensure its accuracy, completeness and timeliness.

Article 8 Senior management shall mean the Company's general manager, deputy general manager, chief financial officer, secretary to the Board and other officers specified in the Articles. The duties and functions of the Board in respect of the personnel management of the Directors and senior management shall include:

(I) Duties and functions subject to approval of the general meeting

1. determining the basis of the Directors' remunerations;

2. electing Directors;

3. removing Directors;

4. other matters required to be considered and approved at the general meetings according to the listing rules of the stock exchanges of the places where the Company's shares are listed.

(II) Duties and functions not subject to approval of the general meetings

1. deciding the development strategy and planning of human resources of the Company;

2. determining the major duties, functions and authorities of the general manager, chief financial officer, secretary to the Board and the (joint) company secretary;

3. appointing or dismissing the general manager, chief financial officer, secretary to the Board and the (joint) company secretary of the Company, or appointing or dismissing the deputy general manager or other senior management of the Company pursuant to recommendations of the general manager;

4. fixing the remunerations, allowances, awards and punishments of the senior management other than the Directors of the Company; and fixing share options or similar schemes of the Company in accordance with the long-term incentive schemes passed by the general meetings;

5. listening to the work report of the Company's general manager, and evaluating the work performance of the general manager;

6. approving or appointing shareholders' representatives to the subsidiaries of the Company and nominating candidates as Directors and senior management to such subsidiaries pursuant to the provisions of their articles of association or the relevant agreements;

7. approving retirement fund and pension fund plans and other staff welfare plans.

Article 9 The duties and functions of the supervision and inspection of the Board in respect of the Company's development and operation shall include:

(I) supervising the execution of the annual budgets of the Company, and inspecting the progresses of various plans;

(II) reviewing the Company's sustainable development and ESG-related reports, and monitoring the progress of sustainable development;

(III) assessing regularly the operating results of the Company, proposing improvement plans, and supervising their execution by the Company's senior management;

(IV) deliberating the development opportunities and risks faced by the Company, researching on changes in various objective external factors that have effects on the Company, identifying difficulties faced by the Company in its development, analysis of changing trends of the Company and making proposals to adjust the Company's development strategies;

(V) conducting at least an annual review of the effectiveness of the internal control system of the Company and its subsidiaries and report to shareholders in the Corporate Governance Report that they have completed such inspection. The review should cover all material control aspects, including financial, operational and compliance controls and risk management functions.

Article 10 The Board shall be entitled to exercise its right to make decisions on other significant matters relating to the aspects of strategic development, operation management, financial auditing and personnel management which are not required to be exercised by the general meetings in accordance with the listing rules of the stock exchanges of the places where the Company's shares are listed, the Articles and the Rules.

In delegating some of its duties and functions to the management, the Board shall clearly define the scope, in particular, those which the management should report to the Board, and obtain their prior approval.

The Company shall formally divide the rights pertaining to the Board and those conferred to the management to exercise. The Company shall regularly review the aforesaid division of duties and functions to ensure that the Company's requirements are satisfied.

Chapter 3 Composition of the Board and its Committees

Article 11 The Company shall have a Board. The Board shall consist of eight Directors. The Board shall have one Chairman, one Vice Chairman, one employee representative Director, of which Independent Non-executive Directors (Independent Directors) should represent at least one-third and not less than three, among whom at least one Independent Non-executive Director with appropriate professional qualifications or financial or accounting experience shall be included. The Chairman and the Vice Chairman shall be elected by more than half of all of the members of the Board.

The Board shall be independent from the controlling shareholders.

Each Director shall not accept the appointment unless he/she can be sure to give sufficient time and attention to the affairs of the Company.

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

There is one employee representative Director who shall be democratically elected by the employees of the Company through employee representative meetings, employee conferences or other forms.

There is one Non-executive Director who is not responsible for the day-to-day operations. Such Non-executive Director shall be appointed for a specific term, subject to re-election. All Directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting following their appointments.

There are three Independent Non-executive Directors. The following persons shall not serve as Independent Non-executive Directors:

(I) persons employed by the Company or its subsidiaries and their spouses, parents, children and major social relations;

(II) natural person shareholders who directly or indirectly hold more than 1% of the issued shares of the Company or are among the top ten shareholders of the Company and their spouses, parents or children;

(III) shareholders who directly or indirectly hold more than 5% of the issued shares of the Company or persons who hold positions in the top five shareholders of the Company and their spouses, parents or children;

(IV) persons who hold positions in the subsidiaries of the controlling shareholder and the de facto controller of the Company and their spouses, parents and children;

(V) persons who have significant business dealings with the Company and its controlling shareholders, de facto controllers or their respective subsidiaries, or persons who hold positions in entities with significant business dealings and their controlling shareholders or de facto controllers;

(VI) persons who provide financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, de facto controllers or their respective subsidiaries, including but not limited to all members of the project team, reviewers at all levels, persons who sign on the reports, partners, Directors, senior management and key persons-in-charge of intermediaries that provide services;

(VII) persons who fall within the circumstances set out in items (I) to (VI) in the last 12 months;

(VIII) other persons who are not independent as stipulated by laws, administrative regulations, relevant requirements of the securities regulatory authorities and stock exchanges of the places where the Company's shares are listed and the Articles.

An Independent Non-executive Director shall mean a Director who has no other duties with the Company except for being a director and has no direct or indirect interest relationship with the Company and its substantial shareholders or de facto controllers, or other relationship that may hinder or affect the independent and objective judgment of the director.

Article 12 The Chairman of the Board shall exercise the following powers:

(I) to preside over shareholders' general meetings and to convene and preside over meetings of the Board;

(II) to urge and inspect the implementation of resolutions passed by the Board;

(III) to sign the securities issued by the Company;

(IV) to exercise other powers conferred by the Board.

Article 13 The Vice Chairman shall assist the Chairman in performing his duties. If the Chairman is unable or fails to perform his duties, the Vice Chairman shall perform the duties of the Chairman; if the Vice Chairman is unable or fails to perform his duties, a Director shall be elected jointly by half or more of all Directors to perform such duties.

Article 14 The main duties and functions of the Chairman of the Board are as follows:

(I) The Chairman shall be responsible for ensuring that Directors receive adequate information, which must be accurate, clear, complete and reliable, in a timely manner;

(II) The Chairman shall ensure that the Board works effectively and discharges its responsibilities, and that all key and appropriate issues are discussed by the Board in a timely manner. The Chairman shall be primarily responsible for drawing up and approving the agenda for each Board Meeting taking into account, where appropriate, any matters proposed by the other Directors for inclusion in the agenda, which can be delegated to designated Directors or the company secretary;

(III) The Chairman shall take responsibility for ensuring that good corporate governance practices and procedures are established;

(IV) The Chairman shall encourage all Directors to make a full and active contribution to the Board's affairs and take the lead to ensure that the Board acts in the best interests of the Company. The Chairman shall encourage Directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensure that the Board decisions fairly reflect the Board consensus.

(V) The Chairman shall at least once a year hold meeting(s) with the Independent Non-Executive Directors in the absence of the other Directors;

(VI) The Chairman shall ensure that appropriate steps are taken to provide effective communication with shareholders and views of shareholders are communicated to the Board as a whole;

(VII) The Chairman shall promote a culture of openness and debate by facilitating the effective contributions of the Directors (in particular, the Non-executive Directors) to the Board and ensure constructive relationships are maintained between the Executive Directors and the Non-executive Directors.

Article 15 The duties and functions to be exercised independently by the Chairman of the Board in respect of the Company's financial supervision shall include:

(I) approving projects or transactions of acquisition or disposal of assets (including the owner's equity interests in an enterprise, tangible assets or other property rights) at the following stated amounts or proportions and which do not constitute related party (connected) transactions:

1. in respect of any fixed asset investments, including but not limited to, fixed investment projects on newly-constructed fixed assets and technological improvements renovation, the total investment amount of each project shall not exceed 10 percent of the Company's net asset value set out in its latest audited consolidated financial statements;

2. in respect of any long-term investments, including external equity investments and external debt obligation investments, the total investment amount of each project shall not exceed 10 percent of the Company's net asset value set out in its latest audited consolidated financial statements;

(II) approving any dispositions of fixed assets, where the sum of the estimated sales values of such proposed dispositions, together with the sales values received from other dispositions of fixed assets within four months prior to such proposed disposition, shall not exceed 20 percent of the fixed asset sales values as shown in the latest audited balance sheet considered by the general meeting.

(III) deciding the establishment and adjustment of branch organizations, the total investment amount of each project shall not exceed 10 percent of the Company's net asset value set out in its latest audited consolidated financial statements.

Unless otherwise provided or required, in respect of the foregoing matters, by any laws, regulations, the securities regulatory authorities and stock exchanges of the places where the Company's shares are listed, the Chairman of the Board must comply with such provisions or requirements.

Article 16 The functions of the Non-executive Directors shall include, but are not limited to the following:

(I) participating in Board Meetings of the Company to provide independent opinions on issues of strategy, policy, the Company's performance, accountability, resources, key appointments and standards of conduct;

(II) taking the lead where potential conflicts of interests arise;

(III) serving on the Audit Committee, the Remuneration Committee, the Nomination Committee and other governance committee, if invited;

(IV) scrutinising the Company's performance in achieving defined corporate goals and objectives, and monitoring the reporting of such performance.

Article 17 Save for the duties and functions of Directors conferred by the Company Law, other relevant laws, and administrative regulations and the Articles, the Independent Non-executive Directors shall have the following special duties and functions:

(I) independently engaging an intermediary organisation to audit, consult or verify specific matters of the Company;

(II) proposing to the Board the holding of extraordinary general meetings;

(III) proposing the holding of Board Meetings;

(IV) publicly soliciting voting rights from shareholders according to law;

(V) expressing independent opinions on matters that may be detrimental to the rights and interests of the Company or minority shareholders;

(VI) other duties and functions specified by laws, administrative regulations, the securities regulatory authorities and stock exchanges of the places where the Company's shares are listed and the Articles.

In exercising the duties and functions set out in items (I) to (III) above, the Independent Non-executive Directors shall obtain the consents of more than one-half of all Independent Non-executive Directors. Where an Independent Non-executive Director exercises his/her duties and functions under item (I), the Company shall make timely disclosure. Where the above duties and functions cannot be exercised normally, the Company will disclose the specific circumstances and reasons.

Article 18 The following matters shall be submitted to the Board for consideration with the consent of more than one-half of all the Independent Non-executive Directors of the Company:

(I) related party (connected) transactions to be disclosed;

(II) the plan for the change or waiver of undertakings by the Company and relevant parties;

(III) the decisions made and the measures taken by the board of directors of the acquired listed company in relation to the acquisition;

(IV) other matters stipulated by laws, administrative regulations, relevant requirements of the securities regulatory authorities and stock exchanges of the places where the Company's shares are listed and the Articles.

Article 19 The Strategy and Sustainable Development Committee, the Audit Committee, the Nomination Committee and the Remuneration Committee are established under the Board of the Company. In accordance with its requirements, the Board may set up other special committees and reshuffle existing committees. Special committees shall conduct research on specialised matters, provide advices and recommendations as references for the Board's decision.

The special committees are all composed of the Directors. The Audit Committee shall consist of 4 members, all of whom shall be Non-executive Directors who do not serve as senior management of the Company. The members shall include 3 Independent Non-executive Directors. The Independent Non-executive Directors who are accounting professionals shall serve as conveners.

Independent Non-executive Directors shall attend the meetings of the special committees in person. If any Independent Director is unable to attend a meeting in person for any reason, he/she shall review the meeting materials in advance to form clear opinions and authorise another Independent Non-executive Director in writing to attend the meeting on his/her behalf.

Article 20 The primary duties and functions of the Strategy and Sustainability Committee shall include:

(I) conducting research and making recommendations on the long-term development strategies and major investment decisions of the Company;

(II) conducting research and making recommendations on the financing proposals of major investments subject to approval of the Board;

(III) conducting research and making recommendations on major capital operations and asset operating projects subject to approval of the Board;

(IV) carrying out research, analysis and risk assessment on the Company's sustainable development, environmental, social and governance (ESG) and other related matters, and proposing sustainable development systems, strategies and goals;

(V) organising or coordinating the supervision and inspection on the Company's sustainable development and ESG-related policies, management, performance and target progress, and making corresponding suggestions;

(VI) reviewing the Company's sustainable development and ESG-related reports, and reporting to the Board;

(VII) conducting research and making recommendations on other major matters which affect the development of the Company;

(VIII) examining the implementation of the above matters;

(IX) other matters authorised by the Board.

Article 21 The main responsibilities of the Audit Committee are:

(I) supervising and evaluating the external audit work, and proposing to engage or replace the external auditor;

(II) supervising and evaluating the internal audit work, and being responsible for the coordination between the internal audit and the external audit;

(III) reviewing the Company's financial information and its disclosures;

(IV) supervising and evaluating the internal control of the Company;

(V) being responsible for other matters authorised by laws and regulations, relevant requirements of the securities regulatory authorities and stock exchanges of the places where the Company's shares are listed, the Articles and the Board.

The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audits and internal control. The following matters shall be submitted to the Board for consideration after being approved by a majority of all members of the Audit Committee:

(I) disclosure of financial information in financial and accounting reports and periodic reports, and internal control evaluation reports;

(II) engaging or dismissing the accounting firm undertaking the audit work of the listed company;

(III) remuneration or engagement terms of the accounting firm undertaking the audit work of the listed company;

(IV) appointing or dismissing the chief financial officer of the listed company;

(V) making changes to accounting policies, accounting estimates, or corrections of significant accounting errors for reasons other than changes in accounting standards;

(VI) other matters prescribed by laws, administrative regulations, relevant requirements of the securities regulatory authorities and stock exchanges of the places where the Company's shares are listed and the Articles.

The Audit Committee shall hold at least one meeting every quarter. An extraordinary meeting may be held upon the proposal of two or more members, or when the convener deems it necessary. A meeting of the Audit Committee shall be held with the attendance of more than two-thirds of its members.

Resolutions of the Audit Committee shall be adopted by a majority vote of the members of the Audit Committee.

Voting on resolutions of the Audit Committee shall follow the "one-person, one-vote" principle.

Minutes of a meeting shall be recorded for the resolutions of the Audit Committee in accordance with regulations, and the members of the Audit Committee attending the meeting shall sign the minutes of the meeting. Minutes of the meeting of the Audit Committee shall be kept by the company secretary. Draft and final versions of the minutes of the meeting of the Nomination Committee shall be sent to all members of the Nomination Committee for their comments and records respectively within a reasonable time after the meeting.

The Board shall be responsible for formulating the working procedures of the Audit Committee.

The Audit Committee shall convene meetings at least twice a year with the accounting firm responsible for the audit work of the Company in respect of the financial and accounting reports and periodic reports of the Company.

Article 22 The Nomination Committee shall be responsible for formulating the criteria and procedures for the selection of Directors and senior management, selecting and reviewing the candidates for Directors and senior management and their qualifications, and making recommendations to the Board on the following matters:

(I) nominating or appointing or removing Directors;

(II) hiring or dismissing senior management;

(III) other matters as stipulated by laws, administrative regulations, relevant requirements of the securities regulatory authorities and stock exchanges of the places where the Company's shares are listed and the Articles.

If the Board does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for non-adoption in the Board resolution and disclose such information.

Article 23 The Remuneration Committee is responsible for the formulation of standards for appraising and appraisals on Directors and senior management, and the formulation and review of remuneration policies and plans such as the remuneration determination mechanism, decision-making process, payment and suspension of payment arrangements for Directors and senior management, and making recommendations to the Board on the following matters:

(I) remuneration of Directors and senior management:

1. formulating remuneration plans and proposals based on the main scope of responsibilities, duties and importance of the Directors and senior management with reference to the level of remuneration of the corresponding positions of other comparable enterprises;

2. remuneration plans and proposals, which mainly include, but are not limited to, standards and procedures for performance appraisal and the principal appraisal system as well as the major plan and system of rewards and punishments;

3. conducting due diligence assessment and annual performance appraisal of the Directors (Non-independent Non-executive Directors) and senior management of the Company;

(II) formulation or change of equity incentive plans and employee stock ownership plans, and fulfillment of the condition for granting and exercising the rights and interests of incentive recipients;

(III) Directors and senior management arrange shareholding plans in subsidiaries proposed to be spun off;

(IV) other matters stipulated by laws, administrative regulations, relevant requirements of the securities regulatory authorities and stock exchanges of the places where the Company's shares are listed and the Articles.

If the Board does not adopt or fully adopt the recommendations of the Remuneration Committee, it shall record the opinions of the Remuneration Committee and the specific reasons for non-adoption in the Board resolution and disclose such information.

Article 24 All special committees of the Board shall formulate the relevant rules or their working rules which will come into effect upon approval of the Board.

Article 25 The Directors must comply with the Model Code as set out in Appendix 10 of the HKSE Listing Rules; the Board shall also establish written guidelines relating to dealing of the Company's securities by employees, terms of which shall not be less stringent than those set out in the Model Code.

Chapter 4 Secretary to the Board

Article 26 The Company shall appoint a secretary to the Board. The secretary shall be a senior management of the Company, who shall be primarily responsible for promoting the corporate governance standards and perfecting the information disclosures of the Company.

Article 27 The secretary to the Board of the Company shall be a natural person with the requisite professional knowledge and experience and shall be appointed by the Board. The secretary to the Board shall serve for a term of three years, subject to reappointment.

The secretary to the Board shall comply with the relevant provisions of laws, administrative regulations, departmental rules, listing rules of the stock exchanges of the places where the Company's shares are listed and the Articles. Specific working procedures of the secretary to the Board shall be formulated by the Board separately.

The primary responsibilities of the secretary to the Board include:

(I) assisting the Chairman of the Board in handling the day-to-day affairs of the Board, keeping the Directors informed and updated on and ensuring that they understand the regulations, policies and requirements of the domestic and foreign regulatory authorities concerning operations of the Company, as well as assisting the Directors and the managers in duly compliance with relevant domestic and foreign laws and regulations, the Articles and other relevant provisions in performing their functions and powers;

(II) organising and preparing the meetings of the Board and general meetings, taking proper minutes of the meetings, ensuring the compliance of meeting resolutions with legal procedures, and overseeing the implementation of the Board resolutions;

(III) organising and coordinating disclosure of information, coordinating the relationship with investors, and enhancing transparency of the Company;

(IV) participating in the structuring of financing through capital markets;

(V) liaising with intermediaries, regulatory authorities and media, and maintaining good public relations.

The scope of duties of the secretary to the Board shall include:

(I) organising and arranging for Board Meetings and general meetings; preparing meeting documents, handling relevant meeting affairs; taking minutes of the meetings and ensuring their accuracy; keeping documents and minutes of meetings; taking initiative to monitor the progress of the implementation of relevant resolutions; and reporting any important issues occurring during the implementation to the Board and giving relevant advice to the Board;

(II) ensuring the material matters decided by the Board are carried out strictly in accordance with the procedures stipulated; at request of the Board, participating in the consultation on and analysis of the matters to be decided by the Board and offering relevant opinions and suggestions; and handling the day-to-day affairs of the Board and its committees as entrusted;

(III) acting as the liaison officer of the Company with the securities regulatory authorities, responsible for preparing and making timely submission of the documents required by the regulatory authorities, accepting, organising and finishing any relevant assignment from the regulatory authorities;

(IV) responsible for coordinating and organising the Company's disclosure of information; establishing and improving the information disclosure system, participating in all of the Company's meetings involving the disclosure of information; and keeping informed of the Company's material operational decisions and related information in a timely manner;

(V) responsible for keeping confidential price-sensitive information of the Company and formulating effective confidentiality rules and measures; in the event of the disclosure of any price-sensitive information of the Company for whatever reason, taking necessary remedial measures, making prompt explanation and clarification of such matters and notifying the regulatory authorities in overseas jurisdictions where the Company's shares are listed and the CSRC;

(VI) responsible for coordinating and organising marketing and promotion activities; coordinating reception of visitors, handling investors relations; keeping in touch with investors, intermediaries and news media; coordinating replies to inquiries from the public; ensuring investors obtain information disclosed by the Company in a timely manner; organising and arranging the Company's domestic and overseas marketing and promotion activities; preparing conclusive reports on marketing and important visits; and organising matters about submission of reports to the CSRC;

(VII) responsible for administering and maintaining the register of members, register of Directors, record of the shareholdings of substantial shareholders and Directors, and list of the holders of the outstanding debentures of the Company;

(VIII) assisting Directors and the manager in duly complying with domestic and foreign laws, regulations, the Articles and other relevant provisions in discharging their duties and functions; and upon becoming aware that the Company has or may have passed resolutions in breach of the relevant provisions, being obliged to promptly give a reminder of such circumstances and being entitled to report such facts to the CSRC and other regulatory authorities;

(IX) coordinating the provision of relevant information necessary for the Company's Audit Committee and other review authorities to discharge their duties; and assisting in carrying out due diligence on the fiduciary duties of the chief financial officer, Directors and the manager of the Company;

(X) exercising other duties and functions as conferred by the Board, as well as those required in the overseas jurisdiction where the Company's shares are listed.

Chapter 5 Rules of the Board Meetings

Article 28 Meetings of the Board are divided into regular meetings and special meetings. Meetings of the Board shall be held at least four times each year.

Article 29 Regular Board Meetings shall comprise:

(I) Board Meeting for annual results

The Board Meeting shall be held within 3 months subsequent to the end of the Company's financial year, primarily to review the Company's annual report and deal with any other relevant matters. An annual Board Meeting shall be held to ensure that annual report of the Company is despatched to shareholders within the time frame required by relevant regulations, the listing rules of the stock exchanges of the places where the Company's shares are listed, and the Articles, to ensure that preliminary annual financial results of the Company shall be announced within the time frame required by relevant regulations and the listing rules of the stock exchanges of the places where the Company's shares are listed, and that the annual general meeting shall be held within 6 months subsequent to the end of the Company's financial year.

(II) Board Meeting for half-yearly results

The Board Meeting shall be held within 2 months subsequent to the end of the first six-month period of the Company's financial year, primarily to review the Company's half-yearly report and transact any other relevant matters.

(III) Board Meeting for quarterly results

The Board Meeting shall be held in the first month of the second and fourth quarters of the calendar year respectively, primarily to review the quarterly report of the previous quarter of the Company.

Article 30 A special meeting of the Board may be proposed to be convened by shareholders representing more than 10% of the voting rights, more than one-third of the Directors or the Audit Committee. The Chairman of the Board shall convene the meeting within five days of receiving such proposal and preside over the meeting.

Article 31 Convening and voting of a meeting of the Board shall be conducted either on site or by telephone conference, video conference or other means of electronic communication. A special meeting of the Board may be held and voted by way of circulation of written resolutions, which shall be signed by the attending Directors, so long as the Directors are able to fully express their opinions. The Board Meetings may also be held by means of telephone, provided that the Directors present can clearly hear the conversations of other Directors communicating with each other. Board Meetings held in such manner shall be recorded. Directors present at the Board Meeting who are not able to sign the resolutions of the meeting thereat shall be conducted in the form of verbal voting. The verbal voting of the Directors shall have the same effect as that executed in a written form, but the Directors shall subsequently sign the resolutions.

A regular meeting does not include the practice of obtaining the approval from the Board through the circulation of written resolutions. In respect of Board Meetings other than regular meetings, where a meeting cannot be held in the form of attendance in person or by telephone, or where the nature of the proposed matters does not require discussion, the meeting may be conducted in the form of circulation of written resolutions, that is, to resolve on resolutions by circulating the respective resolutions. Unless otherwise stated on the resolution by the Director, the signature of the Director on the resolution shall be deemed to have voted in favour of the resolution.

Chapter 6 Proceedings of the Board Meetings

Article 32 Proposal of Resolutions

Board resolutions proposed shall be based primarily on the following:

(I) matters proposed by the Directors;

(II) proposals by the special committees of the Board;

(III) matters to be reviewed at the general meeting of such companies required to be held by the controlled subsidiaries and invested companies of the Company.

Article 33 Collection of Resolutions

The secretary to the Board shall collect drafts of the resolutions to be proposed at the Board Meeting, those who propose the relevant resolutions shall submit such drafts together with the relevant explanatory materials fifteen days before the meeting is held.

After collating the relevant information, the secretary to the Board shall set out the time, place and agenda of the Board Meeting for submission to the Chairman of the Board, who shall ensure that all Directors are properly informed of the matters to be discussed at the Board Meeting and adequate, complete and appropriate information are received by the Directors on a timely basis.

Article 34 Holding of the Meeting

The Board Meetings are called by the Chairman by despatching notices of the Board Meetings. If, due to exceptional reasons, the Chairman is not able to call a meeting, the meeting shall be called by other Directors nominated by the chairman. If the Chairman does not call a meeting without cause, or has not nominated any person to do so on his/her behalf, a meeting may be called by a Director collectively elected by more than one-half of the Directors. The convener shall be responsible for despatching a notice of the Board Meeting.

Article 35 Notice of Meeting

(I) A notice of meeting shall be despatched to all Directors and other attendees in advance before a Board Meeting is held. Such notice shall generally set out:

1. the date and place of the meeting;

2. the duration of the meeting;

3. the reasons and topics for discussion;

4. the despatch date of the notice.

(II) Notices of Board Meetings are given in accordance with the following requirements and manner:

1. the notice of Board Meetings shall be given by hand, facsimile, email and post;

2. notices of regular Board Meetings shall be given 14 days in advance of the meeting; notice of special meetings of the Board shall be delivered by the means and at the times as follows:

   The Chairman shall, through the secretary of the Board, send the notice of the meetings specifying the time and venue of the meetings to all Directors at least five days before the meeting. Where a special meeting of the Board needs to be convened in an emergency, the notice of the meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.

All Directors must be notified of all important matters to be decided by the Board within the time frame provided in this Article. Sufficient information shall be provided and the stipulated procedure shall be strictly abided by. The Directors are entitled to demand supplementary documents.

3. notices shall be given in Chinese, with English versions attached if needed.

The Directors may waive the rights to receive notices of Board Meetings. If a Director has attended the meeting, and did not submit a notice that he/she has not received a notice of the Board Meeting on or before the time of attendance, he/she shall be deemed to have been given notice of the Board Meeting.

Article 36 Communication before the Meeting

In respect of regular Board Meetings, and so far as practicable in all other cases, an agenda and accompanying Board papers shall be sent in full to all Directors in a timely manner and at least 3 days before the intended date of a Board or Board committee meeting (or such other period as agreed). During the period from the despatch of a notice of a meeting to the time before the commencement of the meeting, the secretary to the Board shall be responsible for or arranging the communication and liaison with all Directors, especially the Independent Non-executive Directors, in a timely manner to obtain the opinions or advices from the Directors in respect of the relevant resolutions. The opinions or advices collected shall be passed to the proposer in order to better revise his/her resolutions. The secretary to the Board shall also arrange the supplementary information necessary for making decisions on relevant resolutions to Directors in a timely manner, including the background information about the subject matters of the meeting, and other information conducive to the scientific, prompt and prudent decisions of the Directors.

Management shall have the obligation to supply the Board and its committees with adequate information in a timely manner to enable it to make informed decisions. The information supplied must be complete and reliable. To discharge his/her duties properly, a Director may not in all circumstances be able to rely purely on what is volunteered by the management and further enquiries may be required. Where any Director requires additional information, other than those volunteered by the management, he/she shall make further enquiries where necessary. The Board and each Director shall have separate and independent access to the Company's senior management. Under normal circumstances, the secretary to the Board shall act as the communication channel between the management and the Board.

All Directors have the right to inspect documents and related data of the Board. The form and quality of such documents and related data should be sufficient for the Board to make informed decisions on matters presented to the Board for discussion. Questions raised by Directors must be addressed rapidly and comprehensively whenever possible.

The secretary to the Board shall, under appropriate circumstances, arrange for seeking independent professional opinion in respect of the Directors' performance of their obligations to the Company, and such expenses shall be borne by the Company. Such request shall be submitted to the secretary to the Board in writing. The secretary to the Board shall reasonably seek appropriate professionals for the provision of efficient opinions.

Where more than one-fourth of Directors or more than two Independent Non-executive Directors hold the view that the information is not sufficient or the ground is not clear, they may propose jointly to postpone the Board Meeting or the discussion of certain issues in such meetings, and such proposal shall be adopted by the Board. Unless such requests are proposed directly at the Board Meeting, upon receipt of the written request by the relevant Directors jointly for the postponement of the Board Meeting or of the discussion of certain issues in such meetings, the secretary to the Board shall promptly notify the Directors and attendees present in such meetings.

Article 37 Attendance of Meetings

Unless otherwise provided by the laws, regulations and the Articles, the Board Meeting may not convene unless a majority of the Directors (including Directors represented by proxy in accordance with the requirements) are present at the meeting.

Directors shall attend the Board Meeting in person. Where a Director is unable to attend a meeting for any reason, he/she may appoint another Director by a written power of attorney to attend the meeting on his/her behalf while assuming legal liability independently. The power of attorney shall set out the name of the proxy, the matters delegated, the scope of the authorisation and the validity period of such authorisation, and be signed or stamped by the appointer.

A Director appointed as a representative of another Director to attend the meeting shall exercise the rights of a Director within the scope of authority conferred by the appointing director. Where a Director is unable to attend a meeting of the Board, and has not appointed a representative to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.

The appointed representative himself shall be a Director, and the appointed shall be differentiated from the appointing Director when counting the quorum of the Board. The appointed Director needs not to cast all his/her votes for or against the proposal concurrently. Any termination of such appointment shall be notified to the Company.

Any Independent Non-executive Director who fails to attend three consecutive Board Meetings shall be proposed by the Board to the general meeting to be replaced.

The Board Meeting shall be presided over by the Chairman of the Board. Where the Chairman of the Board is unable to preside at such meetings, he/she may designate another Director to preside at the meeting. Where the Chairman fails to preside at the meeting with no specific reason and fails to make such designation, a Director shall be elected by more than one-half of the Directors to act as the Chairman. In a general meeting for the change of session of the existing Board, the Director with most votes in favour (if more than one Director has the largest number of votes, one of them shall be elected) shall preside at the meeting to elect the Chairman of the Board for the coming session.

Article 38 Discussion of Motions

The Chairman of the meeting shall announce the commencement of the meeting at the prescribed time. Upon the due commencement of the meeting, the Directors present shall agree on the agenda. Where more than one-fourth of Directors or two or more external Directors (Non-executive Directors and Independent Non-executive Directors) hold the view that the information of the motions is not sufficient or the ground is not clear, they may propose jointly to postpone the Board Meeting or the discussion of certain issues in such meeting, and such proposal shall be adopted by the Chairman of the meeting.

After agreeing on the agenda by the Directors present, the meeting shall be presided over by the Chairman of the meeting and proceed to deliberate on matters on the agenda, while the proposers or such other persons appointed by the proposers shall first report to the Board on the relevant work or give explanation of such proposals.

During the consideration of the relevant proposals, motions and reports at the Board Meeting, with a view to a thorough understanding of the main points and the process, the persons in charge of the relevant departments may be requested to sit in such meetings to hear or inquire about the relevant details for the purpose of reaching a proper resolution. In the event that any motion being discussed is found with uncertainties or has problems regarding feasibility during the consideration, the Board shall request the relevant department for an explanation, and the proposal shall be returned for re-submission and not be voted upon for the time being.

Article 39 Voting of Motions

All attending Directors shall express their opinions of affirmation, dissention or abstention on the resolutions submitted for consideration by the Board.

Any Director as a proxy shall exercise the rights of the appointer within the scope of the authorisation.

A Director who is absent from a Board Meeting without appointing a proxy shall be deemed to have abstained from voting in such meeting.

Unless otherwise provided by the laws, regulations and the Articles, all resolutions of the Board may be passed by the majority of all Directors.

Resolutions of the Board Meeting may be voted upon by a show of hands or by poll on a one-person-one-vote basis.

A Director shall promptly report in writing to the Board where he or she is connected with the enterprise or an individual involved in the proposal submitted to the meeting of the Board for approval. The interested Director shall not vote for himself or on behalf of any other Director on any resolution proposed at the meetings of the Board. Such meeting of Board may be held with more than one-half of the non-interested Directors present. The resolution of the meeting of the Board shall be passed by more than one-half of the non-connected Directors. If the number of non-connected Directors present at the meetings is less than three, the matter shall be submitted to the general meeting for consideration.

Article 40 Responsibilities of the Directors on the Board Resolutions

Written resolutions of the Board which have not been made in accordance with the legal procedures shall not have legal effect as board resolutions, even though every Director has expressed his/her opinions in a different manner. The Directors shall be liable for the resolutions of the Board Meeting. If a resolution of the Board Meeting violates the laws, administrative regulations or the Articles, and the Company has suffered serious losses as a result thereof, the Directors who voted in favour of such resolutions shall assume direct liability (including liability for damages). However, if it can be proven that a Director who voted against has expressly objected to the resolution when the resolution was voted upon, and that such dissenting vote has been recorded in the minutes of the meeting, such Director shall be free from such liability. Any Director who voted in abstention or did not attend or appoint a proxy to attend such meeting shall not be released from such liability. In addition, any Director who expressed his/her objection in the discussion but did not expressly vote against shall not be released from such liability.

Article 41 Resolution of Meetings

Resolutions shall be made generally in respect of the matters discussed in the Board Meeting. A regular Board Meeting does not include the practice of obtaining board consents through the circulation of written resolutions.

Where any substantial shareholder or Director has a conflict of interests in a matter to be discussed which is deemed to be material by the Board, such matter shall not be handled in the form of circulation of documents or by the Board committees (except any ad hoc committee established in respect of such matter by a resolution passed at a Board Meeting), and a physical Board Meeting in person shall be held to discuss such matter. Independent Non-executive Directors who, together with their associates, have no material interest in such transactions shall attend the relevant Board Meetings.

Opinions given by Independent Non-executive Directors shall be expressly recorded in the board resolutions.

Article 42 Minutes of Meetings

The minutes of the Board Meeting shall serve as formal evidence of the matters discussed in such meetings, and detailed minutes of the matters discussed shall be kept by the Board Meeting. The minutes of the Board Meeting shall contain:

(I) date and place of, and names of the convener of the meeting;

(II) the names of Directors present in person and Directors (or proxy) present under power of attorney at the meeting;

(III) agenda of the meeting;

(IV) main points of the speeches of the Directors, including any doubts or objections expressed (in the event of a meeting in the form of written resolution, the written feedbacks of a Director shall prevail);

(V) voting method and result for each resolution (the numbers of votes for, against and abstained shall all be clearly indicated);

(VI) signatures of the Directors.

The secretary to the Board shall properly organise, record and compile matters discussed in the meeting. The minutes of each Board Meeting shall be provided to all Directors present as soon as possible for their review. After receipt of the minutes of the Board Meeting, the Directors who wish to make amendments and supplements to the records shall report such opinions in written form to the Chairman of the Board within one week. All of the attending Directors, secretary to the Board and the recorder shall sign on the final minutes of the Board Meeting, and the secretary to the Board shall dispatch a complete copy to every Director. The minutes of the Board Meeting shall be maintained as records of the Company for a period of ten years. After the reasonable notice given by any Director at any time, the Board shall provide the relevant minutes of the meeting to such Director for inspection within a reasonable period of time.

Chapter 7 Information Disclosure of the Board Meetings

Article 43 The Board of the Company shall strictly comply with the relevant provisions of information disclosure as set out by the regulatory authorities and the stock exchanges of the places where the Company's shares are listed. Matters or resolutions discussed in the Board Meetings shall be disclosed fully and accurately in a timely manner. Information involving material matters must be reported to the relevant stock exchanges and disclosed in accordance with the relevant listing rules, and filed with the relevant regulatory authorities (if applicable) as soon as possible on the principle of fair information disclosure.

Article 44 Persons who have knowledge of the confidential contents of the Board Meetings shall keep such information in confidence. Any person who violates this provision shall be held responsible.

Chapter 8 Documentation of the Board Meetings

Article 45 Documents and audio and visual information including powers of attorney, minutes and summary of meetings and Board resolutions shall be organised and compiled by the secretary to the Board for filing as records of the Company for a period of ten years.

Chapter 9 Execution and Feedbacks of Board Resolutions

Article 46 The following matters shall, subject to approval by the Board Meeting, be submitted to the general meeting for approval prior to implementation:

(I) formulating proposals for profit distribution or making up losses;

(II) formulating proposals for the increase or reduction of registered capital and the issue of bonds or other securities and listing and repurchase of the Company's shares;

(III) formulating proposals for the merger, division, dissolution, liquidation and conversion of the Company;

(IV) formulating proposals for the amendments to the Articles;

(V) formulating motions to the general meeting for the engagement or removal of the certified public accountants' firm as the external auditor of the Company;

(VI) electing and replacing Directors and deciding on the matters relating to the remunerations of the Directors; and

(VII) considering and approving the report of the Board.

Article 47 Subsequent to any resolution by the Board, matters falling within the terms of reference of the general manager or matters delegated to the general manager by the Board shall be organised and thoroughly implemented by the general manager. The progress of execution shall be regularly reported to the Board in writing.

Article 48 The Chairman of the Board or another Director appointed by him shall have the right to check and supervise the execution of resolutions of the meetings.

Article 49 In each Board Meeting, the general manager shall report in writing to the meeting on the execution of matters resolved to be implemented at the previous Board Meeting.

Article 50 Under the guidance of the Board and the Chairman of the Board, the secretary to the Board shall take the initiative to keep himself informed of the progress of the execution of the Board resolutions, and shall also submit reports and suggestions concerning important matters of implementation to the Board and the Chairman of the Board regularly (monthly) and in a timely manner.

Chapter 10 Supplementary Provisions

Article 51 All references to "more than" or "less than" in the Rules shall be inclusive of the given figure, whereas all references to "exceed" shall be exclusive of the given figure.

Article 52 The formulation of and any amendment to the Rules shall be considered and approved by the Board of the Company and take effect upon passing by the general meeting.

Article 53 Should there be any matter not covered herein or in the event that the Rules are in conflict with the provisions of the laws, administrative regulations, the listing rules of the stock exchanges of the places where the Company's shares are listed, other relevant regulatory documents promulgated from time to time and the Articles, the latter shall prevail.

Article 54 The Rules shall be subject to the interpretation of the Board.

Great Wall Motor Company Limited
8 August 2025