Great Wall Motor Company Limited

Implementation Rules for the Accumulative Voting Mechanism

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 To further improve the corporate governance structure of Great Wall Motor Company Limited (the "Company"), and ensure all shareholders can adequately exercise their rights, the Implementation Rules for the Accumulative Voting Mechanism of Great Wall Motor Company Limited (these "Rules") are hereby formulated in accordance with relevant laws, regulations and regulatory documents including the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules for Corporate Governance of Listed Companies, and the Guidelines for Articles of Association of Listed Companies, as well as the Articles of Association of Great Wall Motor Company Limited (the "Articles of Association").

Article 2 For the purpose of these Rules, the accumulative voting mechanism means when directors are elected at a general meeting of the Company, each voting share held by the shareholders has the same votes as the total number of directors to be elected at such general meeting, and the total number of votes entitled by a shareholder is equal to the number of shares held by the shareholder multiplied by the total number of directors to be elected. The votes of a shareholder may be cast on one director candidate or more than one director candidates. The directors shall be elected according to the number of votes.

Article 3 These Rules are applicable to the proposal for electing or replacing more than two directors at a general meeting when the shareholding proportion of the controlling shareholder of the Company is more than 30%. If two or more directors are proposed to be elected at the general meeting, the Board of Directors shall state in the notice convening the general meeting that the accumulative voting mechanism will be adopted in the election of directors.

Article 4 The term "directors" as referred to in these Rules shall include both independent non-executive directors (independent directors) and non-independent non-executive directors (other than employee representative director).

Chapter 2 Nomination of Candidates for Directors

Article 5 The Company's Board of Directors, the Audit Committee, or shareholders holding individually or aggregately more than 1% of the total voting shares of the Company is or are entitled to nominate candidates for directors (including independent non-executive directors) to the Board of Directors in accordance with laws, regulations and the Articles of Association.

Article 6 The Nomination Committee under the Board of Directors shall conduct a preliminary review on the qualification and conditions of director candidates before submitting the eligible ones to the Board of Directors for consideration and approval. Upon the approvals of the Board of Directors, the candidates' name list shall be submitted to a general meeting in the form of written proposal.

Article 7 Before the notice of a general meeting is announced, candidates for directors shall make a written commitments specifying his/her consent to be nominated, his/her representation that his/her particulars as disclosed are true, accurate and complete, and the guaranty to faithfully fulfill his/her obligations as a director if so elected.

Article 8 The intention to nominate candidates for directors, the written notice of the nominees' consent to be nominated, as well as relevant written materials of the nominees shall be delivered to the Company not less than 7 days before the notice of a general meeting is announced. Nominators shall provide resumes and basic details of the candidates for directors to shareholders.

Chapter 3 Election of Candidates for Directors

Article 9 When the accumulative voting mechanism is adopted, before the candidates for directors are voted on a general meeting, the chairperson of the upcoming meeting or the person designated by him/her shall notify the shareholders in presence that the accumulative voting mechanism will be adopted to elect directors. The secretary of the Board of Director or the person designated by him/her shall state and explain the accumulative voting mechanism, the way to fill in ballots, and other relevant aspects according to the requirements of the shareholders attending the meeting in person.

Article 10 When the accumulative voting mechanism is adopted to elect non-independent directors and independent directors according to the Articles of Association of the Company, the candidates for non-independent directors and independent directors shall be listed and presented in different proposal groups and submitted to the upcoming general meeting for voting purpose.

Shareholders shall cast their votes for each candidate under every proposal group.

Article 11 With the accumulative voting mechanism adopted for electing directors, when the number of candidates under each proposal group is equal to that of directors to be elected in the category, the single-candidate election shall be adopted; and when the number of candidates under a candidate group nominated by all proposals is larger than the number of directors to be elected in the category, marginal election shall be adopted under the proposal group.

Article 12 Under each proposal group, each share held by a shareholder present at the general meeting entitles him/her to the same number of votes as the number of directors to be elected under the proposal group. In other words, the accumulative votes owned by each shareholder under a proposal group are equal to the voting shares owned by the shareholder multiplied by the number of directors to be elected under the proposal group.

All votes available for shareholders under a proposal group shall be allocated among the candidates under the proposal group. These votes can be casted to a single candidate. Alternatively, they can be casted to different candidates in any combination.

Article 13 The number of votes shareholders cast under a proposal group may not exceed the number of votes they actually own under the proposal group. The number of candidates shareholders vote for under each proposal group may not exceed the number of directors to be elected under the proposal group.

Article 14 After the voting process ends, the votes under each proposal group shall be counted on an accumulative basis.

If the ballots filled in by shareholders or their proxies at the on-site general meeting are incorrectly filled in, invalidated, illegible in handwriting, or unvoted, these votes shall be deemed as abstention.

If the number of votes cast by a shareholder for candidates under a proposal group exceeds the number of votes entitled to the shareholder under the proposal group, the votes casted under the proposal group shall constitute invalid votes. If the votes casted by a shareholder for candidates under a proposal group are less than the number of votes entitled to the shareholder under the proposal group, the casted votes shall be deemed valid but the difference shall be regarded as abstaining from voting.

In the marginal election, if the number of votes cast by shareholders for candidates under a proposal group exceeds the number of votes entitled to shareholders under the proposal group, the votes casted under the proposal group shall constitute invalid votes.

Chapter 4 Election of Directors

Article 15 In the single-candidate election, a candidate shall be elected by winning more than a half of the total voting rights (non-accumulative) held by the ordinary shareholders (including preferred shareholders with restored voting rights (shareholder proxies included)) attending the general meeting.

When the number of actually elected directors under a proposal group is less than the number of those that should be elected, the unelected candidates shall be elected by another general meeting. The total number of voting rights shall be accumulated according to the number of directors of such group at that time.

Article 16 In the marginal election, when the number of candidates who win more than a half of the total voting rights (non-accumulative) held by the ordinary shareholders (including preferred shareholders with restored voting rights (shareholder proxies included)) attending the general meeting is equal to or less than the number of directors that should be elected under the corresponding group, these candidates shall be elected.

If the number of candidates who win more than a half of the total voting rights (non-accumulative) held by the ordinary shareholders (including preferred shareholders with restored voting rights (shareholder proxies included)) attending the general meeting is larger than the number of directors that should be elected under the corresponding category, these candidates shall be ranked and elected by the number of their votes, and the number of finally elected candidates shall be up to the number of directors that should be elected under the corresponding group.

Where two or more candidates receive the same number of votes, these candidates shall be re-elected by convening another general meeting. The total number of voting rights shall be accumulated according to the number of directors of such group at that time.

When the number of actually elected directors under a proposal group is less than the number of those that should be elected, the unelected candidates shall be elected by another general meeting. The total number of voting rights shall be accumulated according to the number of directors of such group at that time.

Article 17 If the number of finally elected directors fails to reach the minimum quorum as prescribed by the Articles of Association of the Company or applicable laws or regulations, another general meeting shall be convened within two months after the current meeting to elect the vacant directors.

Chapter 5 Supplementary Provisions

Article 18 The references “less than” and “more than” herein shall not include the given figure, and “at least” herein shall include the given figure.

Article 19 When the accumulative voting mechanism is used to elect directors, the convener of the general meeting must prepare ballots suitable for implementing the accumulative voting mechanism, and clearly indicate on the ballots the election position as well as the number of persons that should be elected and the number of candidates for the position. There shall be no “Against” and “Abstain” items on the ballot. There shall be enough space on the ballots for shareholders to indicate the number of the Company’s shares they hold, and enough space after each director candidate for shareholders to mark the number of voting rights they use.

Article 20 For any matters not provided herein or in the event of any conflict with relevant laws, regulations, regulatory documents or the Articles of Association of the Company promulgated or amended after these Rules come into effect, the latter shall prevail.

Article 21 The power to interpret and amend these Rules shall rest with the Board of Directors.

Article 22 These Rules shall take effect from the date of consideration and approval by a general meeting. This is also true for any amendment to these Rules.

Great Wall Motor Company Limited
8 August 2025