THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Great Wall Motor Company Limited, you should at once pass this circular and the enclosed proxy form to the purchaser, the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

長城汽車股份有限公司

GREAT WALL MOTOR COMPANY LIMITED*

(a joint stock company incorporated in the People's Republic of China with limited liability)

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

ORDINARY RELATED PARTY TRANSACTIONS WITH SPOTLIGHT AUTOMOTIVE UNDER THE SSE LISTING RULES AND NOTICE OF THE EXTRAORDINARY GENERAL MEETING

The EGM of the Company is to be held on Wednesday, 21 January 2026 at 2:00 p.m. at the Company's Conference Room, No. 2266 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the PRC. Notice of the EGM is set out on pages 13 to 15 of this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon. For H Shareholders, the proxy form should be returned, in person or by post, to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in any event, not less than 24 hours before the designated time for the commencement of the EGM and any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the office of the secretary to the Board of the Company (for H Shareholders) on or before Thursday, 15 January 2026.

* *For identification purpose only*

29 December 2025

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In this circular, the following expressions have the following meanings unless the context requires otherwise:

"A Share(s)"	domestic share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in Renminbi (Stock Code: 601633);
"A Shareholder(s)"	holders of A Share(s);
"Articles of Association"	articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
"Board"	the board of directors of the Company;
"Company" or "Great Wall Motor"	Great Wall Motor Company Limited (長城汽車股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed on Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively;
"connected shareholder(s)"	has the meaning as defined in the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange;
"Director(s)"	director(s) of the Company;
"EGM"	the extraordinary general meeting of the Company to be held at 2:00 p.m. on Wednesday, 21 January 2026 for the purposes of considering and approving, among other things, the ordinary related party transactions with Spotlight Automotive under the SSE Listing Rules as disclosed herein;
"Group"	Great Wall Motor Company Limited and its subsidiaries;
"H Share(s)"	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars (Stock Code: 02333 (HKD counter) and 82333 (RMB counter));

"H Shareholder(s)"	holders of H Share(s);
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Hong Kong dollars" or "HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Latest Practicable Date"	24 December 2025, being the latest practicable date prior to the issuance of this circular for ascertaining certain information contained in this circular;
"PRC"	the People's Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region and Taiwan;
"RMB"	Renminbi, the lawful currency of the PRC;
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
"Share(s)"	A Share(s) and H Share(s);
"Shareholder(s)"	holder(s) of the Company's Shares including A Share(s) and H Share(s);
"Spotlight Automotive"	Spotlight Automotive Ltd. (光束汽車有限公司), which is incorporated under the laws of the PRC on 27 December 2019 and is a sino-foreign joint venture company owned by the Company and BMW Holding B.V.;
"SSE"	the Shanghai Stock Exchange;
"SSE Listing Rules"	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange as amended from time to time; and
"subsidiary(ies)"	unless the context requires otherwise, has the meaning ascribed thereto under the Hong Kong Listing Rules;
"%"	per cent.



長城汽車股份有限公司
GREAT WALL MOTOR COMPANY LIMITED*

(a joint stock company incorporated in the People's Republic of China with limited liability)

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

Executive Directors:
Wei Jian Jun
Zhao Guo Qing
Li Hong Shuan

Non-executive Director:
He Ping

Employee Director:
Lu Cai Juan

Independent non-executive Directors:
Yue Ying
Fan Hui
Tom Siulun Chau

Registered office, head office and principal place of business:
No. 2266, 2299 Chaoyang Road
South, Lianchi District
Baoding
Hebei Province
the PRC

29 December 2025

To the Shareholders

Dear Sir or Madam,

ORDINARY RELATED PARTY TRANSACTIONS WITH SPOTLIGHT AUTOMOTIVE UNDER THE SSE LISTING RULES AND NOTICE OF THE EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the oversea regulatory announcement of the Company dated 29 December 2025 in relation to ordinary related party transactions with Spotlight Automotive under the SSE Listing Rules.

* *For identification purpose only*

This circular is issued in relation to the EGM to be held at 2:00 p.m. on Wednesday, 21 January 2026 at the Company's Conference Room, No. 2266 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the PRC.

2. ORDINARY RELATED PARTY TRANSACTIONS WITH SPOTLIGHT AUTOMOTIVE UNDER THE SSE LISTING RULES

On 29 December 2025, the Company held the third meeting of the special meeting of the independent Directors of 2025 and the forty-fifth meeting of the eighth session of the Board, at which the resolution on ordinary related party transactions with Spotlight Automotive was considered and approved, which mainly clarified the cap for the related party transactions between the Company and Spotlight Automotive by category in 2026.

These transactions were made in accordance with the SSE Listing Rules and do not constitute any transaction under Chapter 14 and Chapter 14A of the Hong Kong Listing Rules.

As a director of Spotlight Automotive, Mr. Zhao Guo Qing (趙國慶) had abstained from voting when the resolution on ordinary related party transactions with Spotlight Automotive was considered by the Board.

For details of ordinary related party transactions with Spotlight Automotive under the SSE Listing Rules, please refer to Appendix I to this circular.

3. THE EXTRAORDINARY GENERAL MEETING

The EGM will be held at 2:00 p.m. on Wednesday, 21 January 2026 at the Company's Conference Room, No. 2266 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the PRC. The notice convening the EGM is set out on pages 13 to 15 of this circular.

4. BOOK CLOSURE PERIOD

In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM, the H Share register of members of the Company will be closed from Friday, 16 January 2026 to Wednesday, 21 January 2026 (both days inclusive), during which no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company at 4:30 p.m. on Thursday, 15 January 2026 shall be entitled to attend and vote at the EGM. In order for the H Shareholders to qualify for attending and voting at the EGM, all completed share transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any case no later than 4:30 p.m. on Thursday, 15 January 2026.

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Hong Kong Listing Rules, all votes of the Shareholders at the EGM must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to vote at the EGM in accordance with the Articles of Association. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

H Shareholders who wish to appoint a proxy/proxies to attend the EGM are requested to complete and sign the proxy form in accordance with the instructions contained therein, and deliver the forms to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time designated for the commencement of the EGM.

Pursuant to the SSE Listing Rules, related Shareholders shall be required to abstain from voting at the EGM in relation to the relevant resolutions to be proposed at the EGM. To the knowledge of the Directors and chief executives of the Company, as at the Latest Practicable Date, Mr. Zhao Guo Qing (a director of Spotlight Automotive) holds 1,275,000 A Shares of the Company, Mr. Liu Bao (a director of Spotlight Automotive) holds 257,050 A Shares of the Company, Mr. Zhao Sheng Guang (a director of Spotlight Automotive) holds 240,000 A Shares of the Company, Mr. Gao Yong (a supervisor of Spotlight Automotive) holds 50,800 A Shares of the Company and Mr. Li Shu Li (the general manager of Spotlight Automotive) holds 4,000 A Shares of the Company, therefore the aforesaid persons, as the related Shareholders, shall abstain from voting on this resolution at EGM.

6. RECOMMENDATION

The Directors believe that the proposed resolutions are either necessary or in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

7. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Wei Jian Jun
Chairman

Baoding, Hebei Province, the People's Republic of China

I. BASIC INFORMATION ON ORDINARY RELATED PARTY TRANSACTIONS

(1) Overview of Ordinary Related Party Transactions

On 12 June 2020, the Company entered into the framework agreement on related party transactions (hereinafter referred to as the "**Framework Agreement**") with Spotlight Automotive, pursuant to which the Group estimated the amount of ordinary related party transactions with Spotlight Automotive, which was considered and approved at the second extraordinary general meeting of 2020 of the Company held on 10 July 2020.

On 23 January 2022, the Company entered into the Amended Agreement I to the Framework Agreement on related party transactions with Spotlight Automotive, which was considered and approved at the first extraordinary general meeting of 2022 of the Company held on 18 March 2022.

On 29 March 2022, the Company entered into the Amended Agreement II to the Framework Agreement on related party transactions with Spotlight Automotive, which was considered and approved at the 2021 annual general meeting of the Company held on 25 April 2022.

On 30 December 2022, the Company entered into the Amended Agreement III to the Framework Agreement on related party transactions with Spotlight Automotive, which was considered and approved at the first extraordinary general meeting of 2023 held on 8 February 2023.

On 29 December 2023, the Company entered into the Amended Agreement IV to the Framework Agreement on related party transactions with Spotlight Automotive (hereinafter referred to as the "**Amended Agreement IV**"), which was considered and approved at the first extraordinary general meeting of 2024 held on 26 January 2024.

On 31 December 2024, the Company entered into the Amended Agreement V to the Framework Agreement on related party transactions with Spotlight Automotive, which was considered and approved at the second extraordinary general meeting of 2025 held on 24 January 2025.

On 29 December 2025, the Company entered into the Amended Agreement VI to the Framework Agreement on related party transactions with Spotlight Automotive (hereinafter referred to as the "**Amended Agreement VI**"), and convened the forty-fifth meeting of the eighth session of the Board, at which the Resolution on Ordinary Related Party Transactions with Spotlight Automotive was considered and approved, and the annual cap for such ordinary related party transactions between the Company and Spotlight Automotive by category for 2026 was established. All eight members of the Board of the Company attended the meeting. When considering the resolution, Mr. Zhao Guo Qing, a related Director, abstained from voting, and all non-related Directors unanimously approved the resolution. The approval procedures of the Board are in compliance with relevant laws and regulations and the Articles of Association of the Company. The ordinary related party transactions are subject to consideration at the general meeting of the Company.

The ordinary related party transactions were approved at the special meeting of the independent Directors before being submitted to the Board for consideration, to which all independent Directors unanimously agreed and expressed independent opinions.

(2) Ordinary Related Party Transactions

According to the production and operation needs of the Company, on 29 December 2023, the Company entered into the Amendment Agreement IV with Spotlight Automotive, pursuant to which the Company estimated the transaction amount of RMB200 million in aggregate in relation to the provision of the factory construction management and production process development services by the Group to Spotlight Automotive from 2020 to 2027.

On 29 December 2025, the Company entered into the Amended Agreement VI with Spotlight Automotive, pursuant to which the Company estimated the caps for the transactions in relation to the provision of consulting services, sales of components, moulds and other products, procurement of vehicles, components, provision of research and development services, procurement of research and development services, provision of IT related services and provision of in-plant and out-plant logistics services by the Group to Spotlight Automotive for 2026.

From 1 January 2025 to 30 November 2025, the transaction amount for the sales of components, moulds and other products between the Group and Spotlight Automotive was RMB1,192.9263 million; the transaction amount for the purchase of vehicles and components was RMB11.9969 million; the transaction amount for the provision of R&D services was RMB79.1193

million; the transaction amount for the provision of consulting services was RMB7.6339 million; the transaction amount for the procurement of R&D services was RMB51.1515 million; the transaction amount for the provision of IT-related services was RMB4.2577 million; the transaction amount for the provision of in-plant and out-plant logistics services was RMB19.0019 million. From 2020 to 30 November 2025, the transaction amount for the provision of factory construction management and production process development services was RMB136.7211 million.

Pursuant to the Amendment Agreement IV and the Amendment Agreement VI, the ordinary related party transactions were as follows:

1. The Group will sell components, moulds and other products to Spotlight Automotive, and the estimated transaction amount of 2026 is RMB2,696.4 million in aggregate;

2. The Group will purchase vehicles, components and other products from Spotlight Automotive, and the estimated transaction amount of 2026 is RMB3,008 million in aggregate;

3. The Group will provide research and development services to Spotlight Automotive, and the estimated transaction amount of 2026 is RMB227.7 million in aggregate;

4. The Group will provide consulting services to Spotlight Automotive, and the cap of transaction amount of 2026 is expected to be as follows:

Currency: RMB Unit: million

Category	**Estimated amount cap of 2026**
Provision of Consulting Service	9.4

Note: The consulting services provided by the Group to Spotlight Automotive include IT-related consulting, HR matters consulting, and other consulting services.

5. The Group will purchase R&D services from Spotlight Automotive, and the estimated transaction amount of 2026 is RMB152 million in aggregate;

6. The Group will provide IT-related services to Spotlight Automotive, and the estimated transaction amount of 2026 is RMB13.4 million in aggregate;

7. The Group will provide in-plant and out-plant logistics services to Spotlight Automotive, and the estimated transaction amount of 2026 is RMB73.2 million in aggregate;

8. The Group will provide factory construction management and production process development services to Spotlight Automotive, and the estimated transaction amount of 2020 to 2027 is RMB200 million in aggregate.

Such related party transactions are subject to the approval at the general meeting of the Company. In order to ensure the normal business operation of the Group, the maximum amount of the ordinary related party transactions between the Group and Spotlight Automotive is limited within the cap approved by the Board before the convening of the general meeting of the Company.

The director of external cooperation of the Company is authorized to sign the Amended Agreement VI and other relevant documents.

II. RELATED PARTY AND RELATED PARTY RELATIONSHIP

1. Related party

Company name:	Spotlight Automotive Ltd.
Date of establishment:	27 December 2019
Legal representative:	Zhao Guo Qing
Company type:	Limited liability company (foreign investment and non-sole investment)
Registered capital:	RMB1,700,000,000
Registered address:	No. 888 Caihong Road, Yangshe Town, Zhangjiagang City, Jiangsu Province

Business scope:	Engaged in the research, development, manufacture and full export sales of ICE (Internal Combustion Engines) vehicles; research, development, manufacture and sale of automotive spare parts and components; research, development, manufacture and sale of new energy vehicles (including battery electric vehicles); export of whole vehicles and their spare parts, components and accessories (except for imports and exports of goods and technologies prohibited by the State or for which administrative approval is required); provision of after-sale services; purchase and sale of automotive accessories; warehousing services; road freight transportation services; provision of relevant training (excluding the training through which the trainees would be able to obtain nationally-recognized vocational certificates), consulting, experiment and technical services. (Projects subject to approval in accordance with the laws shall be operated only after receiving approval from relevant administrative authorities)
Shareholders:	Held as to 50% and 50% by the Company and BMW Holding B.V., respectively
Related party relationship:	Mr. Zhao Guo Qing, an executive Director and the deputy general manager of the Company, serves as a director of Spotlight Automotive. Spotlight Automotive is deemed to be a related party of the Company under item (3) of Article 6.3.3 of the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange

2. Performance capability

The related party transactions between the Group and Spotlight Automotive were for normal production and operation needs. Spotlight Automotive is in good operating and financial condition, and is capable of performing its obligations.

III. MAIN CONTENT AND PRICING POLICIES OF RELATED PARTY TRANSACTIONS

1. Description of the Transactions

The Group has entered into the Amended Agreement VI with Spotlight Automotive in respect of the transactions including the provision of consulting services, sales of components, moulds and other products, the purchase of vehicles, parts, the provision of R&D services, the procurement of R&D services, the provision of IT-related services, the provision of in-plant and out-plant logistics services and other transactional matters.

2. Term and Conditions Precedent of the Amended Agreement VI

(1) The term shall commence from the effective date of the Amended Agreement VI to 31 December 2032.

(2) The Amended Agreement VI is conditional upon the approval (if required) by relevant internal authorities applicable to both parties.

3. Pricing Principles

Under the Amended Agreement VI, the pricing principles regarding the transactions between the Group and Spotlight Automotive shall comply with the relevant laws, regulations and requirements of the SSE Listing Rules. The prices of the transactions agreed herein shall comply with the arm's length principle to ensure fairness and reasonableness and in accordance with the general commercial terms. The transactions contemplated under this agreement will be conducted at any time in compliance with and in accordance with the guidelines, rules and regulations of the SSE Listing Rules and relevant regulatory authorities.

IV. PURPOSE OF THE RELATED PARTY TRANSACTIONS AND IMPACT ON THE COMPANY

The ordinary related party transactions between the Group and Spotlight Automotive were conducted based on normal business operations, which facilitated the reasonable allocation of resources by leveraging the advantages of resources each party possesses, improved production efficiency, and met the demand of the Company's operation and development. The abovementioned related party transactions were conducted on the principles of voluntariness, equality and reciprocity by both parties, and the transaction price was determined with fairness without prejudice to the interests of the Company and Shareholders. The transactions had no adverse impact on the financial position and operating results of the Company.

The above-mentioned ordinary related party transactions will not affect the independence of the Company's principal business. The principal business or source of revenue and profit of the Company are not dependent on such related party transactions.

The transactions between the Group and Spotlight Automotive were conducted on normal commercial terms in the ordinary course of business of the Group, which were in the interests of the Group.

The above-mentioned ordinary related party transactions were made based on the SSE Listing Rules.

The above-mentioned ordinary related party transactions do not constitute any transaction under Chapter 14 and Chapter 14A of the Hong Kong Listing Rules.

長城汽車股份有限公司

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NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Great Wall Motor Company Limited (the "**Company**") will be held at 2:00 p.m. on Wednesday, 21 January 2026 at the Company's Conference Room, No. 2266 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the People's Republic of China (the "**PRC**") to consider, approve and authorise the following:

ORDINARY RESOLUTION

1. To consider and approve the ordinary related party transactions with Spotlight Automotive under the SSE Listing Rules in the circular (published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) on 29 December 2025).

By Order of the Board
Wei Jian Jun
Chairman

Baoding, Hebei Province, the People's Republic of China
29 December 2025

* *For identification purpose only*

Notes:

(A) The register of members of the Company will be closed from Friday, 16 January 2026 to Wednesday, 21 January 2026 (both days inclusive), during which no transfer of shares will be effected. H shareholders of the Company, whose names appear on the Company's register of members at the close of business on Thursday, 15 January 2026, are entitled to attend and vote at the EGM after completing the registration procedures for attending the meeting. In order to be entitled to attend and vote at the EGM, all completed share transfer documents should be lodged with the Company's H share registrar not later than 4:30 p.m. on Thursday, 15 January 2026 (Hong Kong time).

The address of the share registrar for the Company's H shares is as follows:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East, Wanchai
Hong Kong

(B) Holders of H shares, who intend to attend the EGM, must complete the reply slips for attending the EGM and return them to the office of the secretary to the Board of the Company not later than Thursday, 15 January 2026.

Details of the office of the secretary to the Board are as follows:

No. 2266 Chaoyang Road South, Lianchi District
Baoding, Hebei Province
the People's Republic of China
Tel: (86-312) 2197813
Fax: (86-312) 2197812

(C) Each holder of H shares who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxy(ies), whether a shareholder or not, to attend and vote on his/her behalf at the EGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.

(D) The instrument appointing a proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing. If the instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other documents of authorisation, must be notarially certified.

(E) To be valid, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof.

(F) If a proxy attends the EGM on behalf of a shareholder, he/she should produce his/her ID card and the instrument signed by the proxy or his/her legal representative, which specifies the date of its issuance. If the legal representative of a legal person shareholder attends the EGM, such legal representative should produce his/her ID card and valid documents evidencing his/her capacity as such legal representative. If a legal person shareholder appoints a representative of the company other than its legal representative to attend the EGM, such representative should produce his/her ID card and an authorisation instrument affixed with the seal of the legal person shareholder and duly signed by its legal representative.

(G) The on-site registration for attending the EGM will open from 1:00 p.m. to 1:50 p.m. on Wednesday, 21 January 2026, after which no registration in respect of Shareholders' attendance of the meeting will be accepted. The place of registration is at the Conference Room of Great Wall Motor Company Limited, No. 2266 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the PRC.

(H) The EGM is expected to last for half a day. Shareholders attending the EGM shall bear their own transportation and accommodation expenses.

(I) For information on the attendance meeting by A shareholders, please refer to the Notice of the 2026 First Extraordinary General Meeting of Great Wall Motor Company Limited (長城汽車股份有限公司關於召開2026年第一次臨時股東會的通知) published on the website of the Shanghai Stock Exchange (website: www.sse.com.cn) and the official website of the Company (website: www.gwm.com.cn) on 29 December 2025.