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# 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)**

## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

**NOTICE IS HEREBY GIVEN** that a class meeting of the holders of H shares (the "**H Shareholders' Class Meeting**") of Great Wall Motor Company Limited (the "**Company**") will be held at 3:00 p.m. on Friday, 26 June 2026 (or as soon as the annual general meeting of the Company shall have been concluded or adjourned) or any adjourned date at the Conference Room, Great Wall Motor HAVAL Research and Development Center, No. 2076 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the People's Republic of China (the "**PRC**") for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

## SPECIAL RESOLUTIONS

1. "**THAT** the Board be and is hereby authorised to repurchase A Shares and H Shares of the Company:

   (a) subject to paragraphs (b) and (c) below, the exercise by the Board during the Relevant Period of all the powers of the Company to repurchase H Shares with a nominal value of RMB1 each of the Company in issue and listed on the Hong Kong Stock Exchange and A Shares with a nominal value of RMB1 each of the Company in issue and listed on the Shanghai Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange, the Shanghai Stock Exchange or any other governmental or regulatory body be and is hereby approved;

   (b) the aggregate nominal amount of H Shares and A Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of H Shares in issue as at the date of passing this resolution and passing the relevant resolutions at the annual general meeting of the Company and the A Shareholders' Class Meeting and 10% of the number of A Shares in issue as at the date of passing this resolution and passing the relevant resolutions at the class meetings of shareholders of the Company;

* *For identification purpose only*

(c) the approval in paragraph (a) above shall be conditional upon:

(i) a special resolution on the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) having been passed at the annual general meeting of the Company to be held on Friday, 26 June 2026 (or on such adjourned date as may be applicable) and the A Shareholders' Class Meeting of the Company to be held on Friday, 26 June 2026 (or on such adjourned date as may be applicable);

(ii) the approvals of all relevant competent regulatory authorities (if applicable) having been obtained as required by the laws, regulations and rules of the PRC; and

(iii) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantees in respect of such amount) pursuant to the notification procedure under article 22 of the articles of association of the Company as described above. If the Company determines to repay any amount to any of its creditors in circumstances described under this sub-paragraph (c)(iii), it is expected that the Company will do so out of its internal funds;

(d) subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the above-mentioned conditions, the Board be and is hereby authorised to:

(i) determine the time, duration, price and number of shares of the repurchase;

(ii) notify creditors and issue announcements;

(iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;

(iv) carry out relevant approval and filing procedures as required by regulatory authorities and the stock exchanges where the shares of the Company are listed;

(v) execute, do, sign and take all such documents, acts, things and steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares contemplated under paragraph (a) above in accordance with the applicable laws, regulations and rules;

(vi) carry out cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the articles of association of the Company to reflect the new capital structure of the Company, and carry out statutory registration and filing procedures; and

(vii) execute and handle other documents and matters related to the share repurchase;

(e) for the purpose of this resolution:

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|---|---|
| "**A Shareholders' Class Meeting**" | means the class meeting of A Shareholders; |
| "**Board**" | means the board of directors of the Company; |
| "**H Shares**" | means the overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars; |
| "**H Shareholders' Class Meeting**" | means the class meeting of H Shareholders; |
| "**Hong Kong Stock Exchange**" | means The Stock Exchange of Hong Kong Limited; and |
| "**Relevant Period**" | means the period from the passing of this special resolution until whichever is the earliest of: |

(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;

(ii) the expiration of a period of twelve months following the passing of this resolution at the H Shareholders' Class Meeting and the relevant resolutions at the annual general meeting and the A Shareholders' Class Meeting; or

(iii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of shareholders at a general meeting, or by a special resolution of shareholders at an H Shareholders' Class Meeting or an A Shareholders' Class Meeting."

Specific authorisation for the Board to handle the repurchase of A Shares and H Shares: that a mandate shall be granted to any Director of the Company to act on behalf of the Board, based on the Company's needs and market conditions and subject to approval by relevant regulatory authorities and compliance with laws, administrative regulations and the Articles of Association of Great Wall Motor Company Limited ("**Articles of Association**"), to make timely decision on matters relating to the repurchase of H Shares not exceeding 10% of the number of issued H Shares of the Company as at the date of passing this resolution and A Shares not exceeding 10% of the number of issued A Shares of the Company as at the date of passing this resolution during the period of the relevant mandate (including but not limited to determining the timing, quantity and price of share repurchase, opening overseas securities account and going through the corresponding procedures for changes of foreign exchange registration, informing creditors and making announcement, cancelling the repurchased shares, reducing the registered capital, amending the Articles of Association, and going through procedures for changes of registration and executing and handling other documents and matters related to the share repurchase);

2. to consider and approve the 2026 Restricted Share Incentive Scheme of Great Wall Motor Company Limited (Draft) and its summary in the circular published by the Company on 4 June 2026 (published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));

3. to consider and approve the Appraisal Management Measures for Implementation of the 2026 Restricted Share Incentive Scheme of Great Wall Motor Company Limited in the circular published by the Company on 4 June 2026 (published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));

4. to consider and approve the proposal to the general meeting to grant authority to the Board and such persons as delegated by the Board to handle in full discretion all matters in connection with the 2026 Restricted Share Incentive Scheme of the Company in the circular published by the Company on 4 June 2026 (published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn));

5. to consider and approve the proposal regarding the repurchase and cancellation of some Shares under the 2023 ESOP and the termination of the 2023 ESOP as set out in the circular published by the Company on 4 June 2026 (published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn)).

By Order of the Board
**Wei Jian Jun**
*Chairman*

Baoding, Hebei Province, the People's Republic of China
4 June 2026

*Notes:*

1. Eligibility for attending the H Shareholders' Class Meeting

   Holders of H shares whose names appear on the H shares register maintained by Computershare Hong Kong Investor Services Limited as at 4:30 p.m. on Monday, 22 June 2026 (Hong Kong time) are eligible to attend the H Shareholders' Class Meeting.

   To qualify for attendance and vote at the H Shareholders' Class Meeting to be held on Friday, 26 June 2026, all transfer documents of H shares accompanied by the relevant share certificates must be lodged with the Company's 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, not later than 4:30 p.m. on Monday, 22 June 2026 (Hong Kong time).

2. Proxy

   (1) A member eligible to attend and vote at the H Shareholders' Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his/her behalf. A proxy needs not be a shareholder.

   (2) A proxy shall be appointed by a written instrument signed by the appointor or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the appointor, the power of attorney authorising that attorney to sign or other authorisation document(s) shall be notarially certified.

   (3) To be valid, the power of attorney or other authorisation document(s) which have been notarially certified together with the completed form of proxy must be delivered to the Company's Hong Kong 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 holding of the H Shareholders' Class Meeting.

3. Registration procedures for attending the H Shareholders' Class Meeting

   (1) A shareholder or his/her proxy shall produce proof of identity when attending the H Shareholders' Class Meeting. If a shareholder is a legal person, his/her legal representative or other persons authorised by the board of directors or other governing body of such shareholder may attend the H Shareholders' Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such shareholder appointing such person(s) to attend the meeting.

   (2) Holders of H shares who intend to attend the H Shareholders' Class Meeting (or any adjournment thereof) should complete the reply slips for attending the H Shareholders' Class Meeting (or any adjournment thereof) and return them to the office of the secretary to the Board of the Company not later than Monday, 22 June 2026.

   (3) Shareholders may send the reply slips to the Company in person, by post or by fax.

4. Closure of register of members

   The register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive).

5. Other businesses

   (1) The on-site registration for attending the H Shareholders' Class Meeting will open from 1:00 p.m. to 1:50 p.m. on Friday, 26 June 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, Great Wall Motor HAVAL Research and Development Center, No. 2076 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the PRC.

   (2) The H Shareholders' Class Meeting will last for approximately half a day. Shareholders attending the meeting shall bear their own travelling and accommodation expenses.

(3) The address of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, is at:

Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

(4) The registered address of the Company is at:

Great Wall Motor HAVAL Research and Development Center
No. 2076 Chaoyang Road South, Lianchi District
Baoding, Hebei Province
the PRC
Tel: (86-312) 2197813
Fax: (86-312) 2197812

(5) In this notice, the following expression shall have the following meaning unless the context otherwise requires:

"**RMB**" means Renminbi, the lawful currency of the People's Republic of China

As at the date of this notice, members of the Board comprise:

*Executive Directors: Mr. Wei Jian Jun, Mr. Zhao Guo Qing and Ms. Li Hong Shuan.*

*Employee Director: Ms. Lu Cai Juan.*

*Non-executive Director: Mr. He Ping.*

*Independent Non-executive Directors: Ms. Yue Ying, Mr. Fan Hui and Mr. Tom Siulun Chau.*