
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 or the transferee, or 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)

**REMUNERATION PLAN OF EMPLOYEE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The EGM of the Company is to be held on Friday, 4 September 2026 at 2:00 p.m. at the Conference Room of the Company, No. 2166 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the PRC. Notice of the EGM is set out on pages 5 to 7 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 Monday, 31 August 2026.

* *For identification purpose only*

13 August 2026

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DEFINITIONS

In this circular, the following expressions shall 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 the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively;
“CSRC”	China Securities Regulatory Commission;
“Director(s)”	director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company
“H Share(s)”	the overseas-listed foreign 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);
“Latest Practicable Date”	10 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Shareholder(s)”	holders of the Company’s Shares, including A Share(s) and H Share(s);
“SSE Listing Rules”	Rules Governing the Listing of Stocks on the Shanghai Stock Exchange; and
“subsidiary(ies)”	unless the context requires otherwise, has the meaning ascribed thereto under the Hong Kong Listing Rules.

LETTER FROM THE BOARD



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

Employee Director:

Zhao Gai

Non-executive Director:

He Ping

Independent non-executive Directors:

Fan Hui
Tom Siulun Chau
Tian Ya Juan

***Registered office, head office and
principal place of business:***

No. 2266, 2299 Chaoyang Road South
Lianchi District
Baoding
Hebei Province
the PRC

13 August 2026

To the Shareholders

Dear Sir or Madam,

**REMUNERATION PLAN OF EMPLOYEE DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 26 June 2026, in relation to, among others, the documents concerning the determination of the remuneration plan of Ms. Zhao Gai as the employee director of the ninth session of the Board.

* For identification purpose only

LETTER FROM THE BOARD

This circular is issued in relation to the EGM to be held at 2:00 p.m. on Friday, 4 September 2026 at the Conference Room of the Company, No. 2166 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the PRC.

2. PROPOSED REMUNERATION PLAN OF EMPLOYEE DIRECTOR

The Company convened an employee representatives meeting on 26 June 2026, at which Ms. Zhao Gai was democratically elected as the employee director of the ninth session of the Board. Her term of office shall commence on 26 June 2026 for a term of three years, and shall expire on the date of the expiration of the term of office of the ninth session of the Board.

The Company convened the first meeting of the ninth session of the Board on 26 June 2026, at which the Proposal on Determination of the Remuneration Plan of Ms. Zhao Gai as the Employee Director of the Ninth Session of the Board was considered and approved. Ms. Zhao Gai, as a related director, abstained from voting on this proposal.

Subject to the approval of this resolution at the EGM, Ms. Zhao Gai will not receive any remuneration as an employee director of the Company, and will only receive remuneration for the relevant positions that she holds in the Company. The remuneration will mainly consist of basic salary, performance-based salary, long-term incentives, allowances, benefits (including social insurance and housing provident fund), and other forms of remuneration received from the Company. The specific annual remuneration will be determined by the Remuneration Committee of the Board of the Company based on the Remuneration Management System of Great Wall Motor Company Limited and the annual assessment results, and reported by the Board to the general meeting. The Company will disclose Ms. Zhao Gai's remuneration in the annual report to be published by the Company in due course.

3. EGM

The EGM of the Company is to be held at 2:00 p.m. on Friday, 4 September 2026 at the Conference Room of the Company, No. 2166 Chaoyang Road South, Lianchi District, Baoding, Hebei Province, the PRC. Notice of the EGM is set out on pages 5 to 7 of this circular.

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 best knowledge of the Directors and chief executive of the Company, as at the Latest Practicable Date, Ms. Zhao Gai held 9,500 A Shares and, as a related Shareholder, she will abstain from voting on Resolution No. 1 at the EGM.

Save as disclosed above, to the best knowledge of the Directors, having made all reasonable enquiries, no other Shareholders shall be required to abstain from voting on the above resolution at the EGM.

LETTER FROM THE BOARD

4. BOOK CLOSURE PERIOD

In order to determine the list of Shareholders who will be entitled to attend and vote at the EGM (as the case may be), the H Share register of members of the Company will be closed from Tuesday, 1 September 2026 to Friday, 4 September 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 Monday, 31 August 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 Monday, 31 August 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 proxy form 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.

6. RECOMMENDATION

The Directors believe that the proposed resolution is 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 resolution 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

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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 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 Friday, 4 September 2026 at the Conference Room of the Company, No. 2166 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

To consider and approve the determination of the remuneration plan of Ms. Zhao Gai as the employee director of the ninth session of the Board, the details of which are set out in the circular of the Company dated 13 August 2026 and 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
13 August 2026

* For identification purpose only

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

- (A) The register of members of the Company will be closed from Tuesday, 1 September 2026 to Friday, 4 September 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 Monday, 31 August 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 Monday, 31 August 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 not later than Monday, 31 August 2026. Details of the office of the secretary to the Board are as follows:

No. 2166 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 authorised 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.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

- (G) The on-site registration for attending the EGM will open from 1:00 p.m. to 1:50 p.m. on Friday, 4 September 2026, after which no registration in respect of Shareholders' attendance of the meeting will be accepted. The place of registration is the Conference Room, Great Wall Motor Company Limited, No. 2166 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 A Shareholders, please refer to the notice of the Fourth Extraordinary General Meeting of 2026 of Great Wall Motor Company Limited (長城汽車股份有限公司關於召開2026年第四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 13 August 2026 for matters on attending the meeting.