



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: 2333)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING

The number of shares to
which this proxy form
relates^(Note 1)

I/We^(Note 2) _____

of _____

being the registered holder(s) of _____ Domestic Shares/

_____ H Shares^(Note 3) in GREAT WALL MOTOR COMPANY LIMITED

(the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or _____^(Note 4)

as my/our proxy to attend and act for me/us at the extraordinary general meeting (the "AGM") of the Company to be held at Conference Room One, No. 2266 Chao Yang Road South, Baoding, Hebei Province, the People's Republic of China (the "PRC"), at 9:00 a.m. on Thursday, 28 June 2007 or at any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolution as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Special resolution	For ^(Note 5)	Against ^(Note 5)
"THAT the proposed grant to the Board of the special mandate to allot and issue up to 151,072,000 new H Shares or 151,072,000 A Shares of the Company, but not both; and contingent on the Board resolving to issue new H shares or A Shares, do all things as it may be necessary in connection with the issue of such new H shares or A Shares; increase the registered capital of the Company and make such amendments to the articles of association of the Company to reflect the increase in registered capital; and make all necessary filings and registrations be approved."		

Date: _____ 2007 Signature(s)^(Note 6) _____

Notes:

- Please insert the number of shares in the Company registered in your name(s) and to which this proxy relates. If no such number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert full name(s) and address(es) (as shown in the register of members) in block capitals.
- Please insert the number of all the shares in the Company registered in your name(s) and delete if inappropriate.
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name of the proxy desired in the space provided. Each shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the meeting. A proxy may or may not be a shareholder of the Company. Any alteration made to those proxy form must be signed by the person who signs it.
- Important: If you wish to vote for any resolutions, tick in the box marked "FOR". If you wish to vote against any resolution, tick in the box marked "AGAINST". Failure to tick either box will entitle your proxy to cast your vote at his discretion.
- This proxy form must be signed by you and your attorney duly authorised in writing or, in the case of a corporation or institution, either under its common seal or under the hand of any director or attorney duly authorised in writing. In the case of joint holders, this proxy form must be signed by the member whose name stands first in the register of members of the Company.
- If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect to that resolution. In that event, the proxy form will be deemed to have been revoked.
- To be valid, this proxy form and, if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company's H Shares share registrar, Computershare Hong Kong Investor Services Limited, at 46/F., Hopewell Centre, 183 Queen's Road East, Hong Kong, or in the case of holders of Domestic Shares to the office of the secretary of the Board at the registered address of the Company, not less than 24 hours before the time appointed for the commencement of the AGM.
- In the case of joint shareholders of a share of the Company, any one of such holders may vote at the AGM either in person or by proxy in respect of such share as if he was solely entitled thereto. However, if more than one of such joint holders is present at the meeting in person or by proxy, then one of such holders whose name stands first in the register of members of the Company shall alone be entitled to vote.

* For identification purposes only