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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: 2333)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of GREAT WALL MOTOR COMPANY LIMITED (the “**Company**”) will be held on Tuesday, 11 December 2012 at 9:00 a.m. at the Company’s Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the People’s Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing the following resolution:

Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 25 October 2012.

SPECIAL RESOLUTION

“To approve and confirm the following proposed amendments to the Articles of Association of the Company (“**Articles of Association**”) and to authorize any one director or the company secretary of the Company to execute all such documents and/or do all such acts as he/she may deem necessary or expedient and in the interest of the Company in order to effect the proposed amendments, comply with the changes in the PRC laws and regulations, and satisfy the requirements (if any) of the relevant PRC authorities, and to deal with other related issues arising from the amendments to the Articles of Association:

1. Clause 3 of Article 2 of the original Articles of Association which reads “The business licence number: 1300001002263”

shall be amended to read as:

“The business licence number of the Company: 130000400000628”

2. Clause 1 of Article 188 of the original Articles of Association which reads “The dividend shall be distributed by the Company once a year, and shall be decided by the ordinary resolution by the shareholders’ general meeting. After the resolution on the profit distribution plan is made, the Board of Directors shall, within two months after the shareholders’ general meeting, complete the distribution of the dividend (or shares).”

shall be amended to read as:

“Dividend of the Company shall be decided by an ordinary resolution at shareholders’ general meeting. After adoption of the resolution on profit distribution, the Board of Directors shall complete the distribution of the dividend (or shares) within two months after the shareholders’ general meeting.”

3. Article 189 of the original Articles of Association which reads “The profit distribution of the Company should put emphasis on the reasonable investment return to the shareholders and profit distribution policies shall be implemented on a continuous and steady basis. The Company may distribute cash interim dividend.

The Company may distribute dividend in the form of:

- (1) cash; or
- (2) shares.”

shall be amended to read as:

“The profit distribution policy of the Company is as follows:

- (1) The Company shall adopt a continuous and steady profit distribution policy with an emphasis on providing reasonable investment return to its investors and maintaining the sustainable development of the Company.
- (2) The Company may distribute dividend in the form of:
 1. cash; or
 2. shares.
- (3) The Company shall distribute its distributable profits on an annual basis and may distribute interim dividend.

- (4) The Company shall give priority to distribute its dividend in cash. Subject to satisfactory operating results with sufficient cash flow for its normal business operation and sustainable development in the absence of major investment plan or substantial capital expenditures, the Company intends to distribute not less than 10% of the net profits attributable to shareholders of the relevant year as cash dividends if it records profits for the annual reporting period and has positive accumulated undistributed profits. Without jeopardizing the reasonable share capital and shareholding structure, the Company may distribute dividends in shares when the valuation of its shares is at a reasonable level with a view to providing investment return to its shareholders and sharing its corporate value. Proposal on share distribution shall be passed by the Board of Directors of the Company before submitting to the shareholders' general meeting for approval.
- (5) The profit distribution policy and the dividend distribution proposal shall be prepared, considered and passed by the Board of Directors before submitting to the shareholders' general meeting for approval. Independent directors shall explicitly give their views on cash dividend distribution proposal of the Company. The Board of Directors and the shareholders' general meeting shall fully take into account the opinions of the independent directors and public investors when considering and approving the profit distribution policy and the dividend distribution proposal.
- (6) If the Company adjusts or changes its profit distribution policy in response to the economic environment or its operations, the adjusted or changed profit distribution policy shall comply with the relevant requirements of the CSRC and stock exchanges. Any proposed adjustments or changes to the profit distribution policy and any proposal that no profit distribution proposal can be formulated in accordance with the cash profit distribution policy shall be considered and passed by the Board of Directors of the Company before submitting to the shareholders' general meeting for approval. Such proposals shall be passed by more than two-thirds of voting rights held by the shareholders present at such shareholders' general meeting. When the above proposals are being considered at the meetings of the Board of Directors, Independent directors shall explicitly give their views on the above proposals.
- (7) If the Board of Directors of the Company does not propose a cash profit distribution, it shall disclose the reasons thereof in its periodical reports which shall contain the independent opinions of the independent directors.
- (8) If the fund of the Company is misappropriated by any shareholder, the Company shall deduct the cash dividend distributable to such shareholder to repay the fund misappropriated.”

4. Others

Other clauses of the Articles of Association remain unchanged. If any number of the chapters and clauses of the Articles of Association is affected due to the addition, deletion or re-arrangement of certain clauses of the Articles of Association, the numbers of the chapters and clauses of the Articles of Association shall be renumbered or descended and the cross references to the numbers of the chapters and clauses of the Articles of Association shall be correspondingly changed.”

By Order of the Board
Wei Jian Jun
Chairman

Baoding, PRC
25 October 2012

Notes:

- (A) The register of members of the Company will be closed from Saturday, 10 November 2012 to Tuesday, 11 December 2012 (both days inclusive), during which period no transfer of shares will be effected. Any members of the Company, whose names appear on the Company’s register of members at the close of business on Friday, 9 November 2012, 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, share transfer documents should be lodged with the Company’s H Share registrar not later than 4:30 p.m. on Friday, 9 November 2012.

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 and A 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 20 days before the date of the EGM, i.e. no later than Wednesday, 21 November 2012.

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

No. 2266 Chaoyang Road South, 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 proxies, whether a shareholder or not, to attend and vote on his 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 attorney duly authorised in writing. If that 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 notorially 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) Each holder of A shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the EGM. Notes (B) to (C) also apply to holders of A shares, except that the proxy form or other documents of authority must be delivered to the office of the secretary to the Board, the address of which is set out in Note (B) above, not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof.
- (G) If a proxy attends the EGM on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his legal representative, which specifies the date of its issuance. If the legal representative of a legal person share shareholder attends the EGM, such legal representative should produce his ID card and valid documents evidencing his capacity as such legal representative. If a legal person share shareholder appoints a representative of the company other than its legal representative to attend the EGM, such representative should produce his ID card and an authorisation instrument affixed with the seal of the legal person share shareholder and duly signed by its legal representative.
- (H) The EGM is expected to last for half a day. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.

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

Executive Directors: Mr. Wei Jian Jun, Mr. Liu Ping Fu, Ms. Wang Feng Ying, Mr. Hu Ke Gang and Ms. Yang Zhi Juan.

Non-executive Directors: Mr. He Ping and Mr. Niu Jun.

Independent Non-executive Directors: Ms. Wei Lin, Mr. He Bao Yin, Mr. Li Ke Qiang and Mr. Wong Chi Hung, Stanley.

* *for identification purpose only*