



# 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 EXTRAORDINARY GENERAL MEETING

The number of shares to which this proxy form relates

I/We<sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ H shares<sup>(Note 3)</sup>

in Great Wall Motor Company Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or \_\_\_\_\_<sup>(Note 4)</sup>

as my/our proxy to attend and act for me/us at the extraordinary general meeting (the "EGM") of the Company to be held at the Company's Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the People's Republic of China (the "PRC"), on Friday, 25 October 2019 at 2:00 p.m. or at any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Resolutions			
Special Resolutions	For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1. To consider and approve 2019 Restricted Share and Share Option Incentive Scheme (draft) of Great Wall Motor Company Limited and its summary in the circular (the details of which shall be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) no later than 10 October 2019);			
2. To consider and approve Appraisal Measures for Implementation of the 2019 Restricted Share and Share Option Incentive Scheme of Great Wall Motor Company Limited in the circular (the details of which shall be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) no later than 10 October 2019);			
3. To consider and approve the proposal to general meeting to authorize the board of directors or its authorized persons to deal with matters regarding 2019 Restricted Share and the Share Option Incentive Scheme of the Company in the circular (the details of which shall be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) no later than 10 October 2019).			

Date: \_\_\_\_\_ 2019

Signature(s)<sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

- Please insert the number of shares in the Company registered in your name(s) and to which this proxy form 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 capital letters.
- Please insert the number of all the shares in the Company registered in your name(s).
- 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 this proxy form must be signed by the person(s) who signs it.
- Important: If you wish to vote for any resolution, please tick in the box marked "FOR". If you wish to vote against any resolution, please tick in the box marked "AGAINST". If you wish to abstain from voting on any resolution, please tick in the box marked "ABSTAIN". If no such indication is given, the proxy will be entitled to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 abstains from voting in respect to any resolution, the proxy form will be deemed to have been revoked.
- To be valid, this proxy form and, if such proxy form 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, in the case of holders of H shares, 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, not less than 24 hours before the time appointed for the commencement of the EGM.
- In the case of joint shareholders of a share in the Company, any one of such holders may vote at the EGM either in person or by proxy in respect of such share as if he/she 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