



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 THE SOLICITATION OF VOTES BY INDEPENDENT NON-EXECUTIVE DIRECTORS FOR USE AT THE H SHAREHOLDERS' CLASS MEETING

Number of shares to which
this Proxy Form relates (Note 1)

I/We (Note 2)

of

being the registered holder(s) of _____ H shares (Note 3)
in Great Wall Motor Company Limited (the "Company"), hereby confirm as the appointor that I/we have, prior to signing this proxy form for the solicitation of votes by independent non-executive directors (the "Independent Non-executive Director's Proxy Form"), read carefully the full texts of the Announcement on the Public Solicitation of Votes by the Independent Non-executive Directors (the "Announcement") of the Company dated 28 February 2020, Notice of the H Shareholders' Class Meeting (the "H Shareholders' Class Meeting") of the Company (or any adjournment thereof) to be held on Wednesday, 15 April 2020 at the Company's Conference Room, No. 2266 Chaoyang Road South, Baoding, Hebei Province, the People's Republic of China and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of votes. I/we have the right to, at any time prior to on-site registration at the H Shareholders' Class Meeting, revoke my/our appointment of the soliciting party as proxy under the Independent Non-executive Director's Proxy Form or to amend the contents of the Independent Non-executive Director's Proxy Form in accordance with procedures specified in the Announcement.

Unless otherwise stated, capitalized terms used herein shall have the same meanings as that defined in the announcement of the Company dated 30 January 2020 in relation to Proposed Adoption of the Restricted A Share and A Share Option Incentive Scheme.

As the appointor, I/we hereby appoint Mr. Ma Li Hui, an independent non-executive Director, to act as my/our proxy to attend and act for me/us at the H Shareholders' Class Meeting (the "H Shareholders' Class Meeting") 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"), at 3:00 p.m. (or as soon as the EGM of the Company shall have been concluded or adjourned) on Wednesday, 15 April 2020 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 (Note 4)	Against (Note 4)	Abstain (Note 4)
1. To consider and approve 2020 Restricted Share and Share Option Incentive Scheme (draft) of Great Wall Motor Company Limited and its summary in the circular (published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) on 28 February 2020);			
2. To consider and approve Appraisal Measures for Implementation of the 2020 Restricted Share and Share Option Incentive Scheme of Great Wall Motor Company Limited in the circular (published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) on 28 February 2020);			
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 2020 Restricted Share and Share Option Incentive Scheme of the Company in the circular (published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gwm.com.cn) on 28 February 2020).			

Date: _____ 2020

Signature(s) (Note 5): _____

Notes:

- Please insert the number of shares in the Company registered in your name(s) and to which the Independent Non-executive Director's Proxy Form relates. If no such number is inserted, the Independent Non-executive Director's 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) and delete if inappropriate.
- 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.
- The Independent Non-executive Director's 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, the Independent Non-executive Director's 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 Independent Non-executive Director's Proxy Form will be deemed to have been revoked.
- To be valid, the Independent Non-executive Director's 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 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 H Shareholders' Class Meeting.
- In the case of joint shareholders of a share in the Company, any one of such holders may vote at the H Shareholders' Class Meeting 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