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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)

**THIRD ANNOUNCEMENT
TO CREDITORS OF THE COMPANY
IN RELATION TO GENERAL MANDATE FOR THE BOARD
TO REPURCHASE A SHARES AND H SHARES
OF THE COMPANY**

This announcement is made pursuant to the disclosure requirements under Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the circular of Great Wall Motor Company Limited (the “**Company**”) dated 21 March 2014 (the “**Circular**”). Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Company convened its AGM, H Shareholders’ Class Meeting and A Shareholders’ Class Meeting on 9 May 2014, pursuant to which a general mandate was granted to the Board. Details of the general mandate are set out below:

- (1) The Board was authorised to exercise during the Relevant Period all the powers of the Company to repurchase A Shares of RMB1 each of the Company in issue and listed on the Shanghai Stock Exchange and H Shares of RMB1 each of the Company in issue and listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange, the Shanghai Stock Exchange or any other governmental or regulatory body; and

(2) the aggregate nominal amount of A Shares authorised to be repurchased during the Relevant Period shall not exceed 10% of the number of A Shares in issue as at the date of the passing of the relevant resolutions at the AGM and the class meetings of shareholders of the Company. Pursuant to the PRC laws and regulations, if the Company wishes to repurchase A Shares, the Company is required to seek further approval from its shareholders in a general meeting for the repurchase of A Shares even where the general mandate set out above is granted, but the Company is not required to seek shareholders' approval at the A Shareholders' Class Meeting or the H Shareholders' Class Meeting. The aggregate nominal amount of H Shares authorised to be repurchased during the Relevant Period shall not exceed 10% of the number of H Shares in issue as at the date of the passing of the relevant resolutions at the AGM and at the class meetings of shareholders of the Company.

“Relevant Period” means the period from the passing of the relevant resolutions until whichever is the earlier of:

- (i) the conclusion of the next AGM following the passing of the relevant resolutions;
- (ii) the expiration of a period of twelve months following the passing of the relevant resolutions at the AGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting; or
- (iii) the date on which the authority conferred by the relevant resolutions is revoked or varied by a special resolution of shareholders at a general meeting, or by a special resolution of shareholders at a H Shareholders' Class Meeting or an A Shareholders' Class Meeting.

Upon execution of the aforesaid repurchase by the Board, the Company will cancel the repurchased A Shares or H Shares, which will lead to a reduction in the registered capital of the Company. Accordingly, the Company publishes this announcement in compliance with the Company Law of the People's Republic of China, the articles of association of the Company and other relevant regulations.

All creditors of the Company may submit a claim for creditor's rights against the Company since the publication of the announcement dated 9 May 2014 to creditors of the Company in relation to general mandate to the Board to repurchase A Shares and H Shares of the Company (the “**First Notice to Creditors Announcement**”). Creditors may require the Company to repay debts or to provide guarantee by producing valid documents of creditor's rights, evidence and identity documents within thirty (30) days after receiving the written notice from the Company, or, in case of a creditor who does not receive such notice, within ninety (90) days from the publication of the First Notice to Creditors Announcement; any creditor's rights which are not claimed within the specified periods according to the above method shall be deemed as a waiver of such claim and such creditor's rights shall be settled by the Company in accordance with the agreed time and method.

Method of claiming creditor's rights:

To claim the aforesaid rights against the Company, creditors should produce originals and photocopies of contract, agreement and other evidence which stand as the proof of the debtor-creditor relationship with the Company for claiming creditor's rights. A creditor who is a legal person shall produce original and photocopy of the duplicate corporate business licence, as well as the original and photocopy of the identity document of its legal representative; in case of claiming

through proxy, original of the power of attorney authorized by its legal representative as well as original and photocopy of the valid identity document of the proxy shall be further produced. A creditor who is a natural person shall produce original and photocopy of his/her valid identity document; in case of claiming through proxy, original of the power of attorney as well as original and photocopy of the valid identity document of the proxy shall be further produced.

1. Creditors claiming by mail should dispatch their documents of creditor's rights to the following address (date of claim will be determined by date of postal chop):

Postal address : No. 2266 Chaoyang Road South, Baoding, Hebei Province, the PRC

For the attention of : Mr. Li Hongqiang, Great Wall Motor Company Limited

Postal Code : 071000

Special reminder : Please mark "Claim for Creditor's Rights" on the cover of the mail

2. Creditors claiming by fax should fax their documents of creditor's rights to the following fax number (date of claim will be determined by date of successfully sending the fax):

Fax number : 86-312-2197812

Special reminder : Please mark "Claim for Creditor's Rights" on the cover of the fax

Contact telephone number : 86-312-2197813

Contact person : Mr. Li Hongqiang

By order of the Board
Great Wall Motor Company Limited
Xu Hui
Company Secretary

Baoding, the PRC, 28 May 2014

As at the date of this announcement, 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: Mr. Wong Chi Hung, Stanley, Mr. Lu Chuang, Mr. Liang Shang Shang and Mr. Ma Li Hui.

* *For identification purpose only*