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北京汽车
BAIC MOTOR

北京汽車股份有限公司

BAIC MOTOR CORPORATION LIMITED*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1958)

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 first extraordinary general meeting (the “**2021 First EGM**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Wednesday, March 24, 2021 at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC for the purpose of considering, among others, and if thought fit, passing the following resolutions (with or without modifications). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated February 5, 2021:

Ordinary Resolutions

1. Proposed appointment of Directors of the fourth session of the Board of Directors

- 1.1. Appointment of Mr. Jiang Deyi (姜德義) as non-executive Director of the Company
- 1.2. Appointment of Mr. Liao Zhenbo (廖振波) as non-executive Director of the Company
- 1.3. Appointment of Mr. Chen Hongliang (陳宏良) as non-executive Director of the Company
- 1.4. Appointment of Mr. Hu Hanjun (胡漢軍) as non-executive Director of the Company
- 1.5. Appointment of Mr. Huang Wenbing (黃文炳) as executive Director of the Company
- 1.6. Appointment of Mr. Ye Qian (葉芊) as non-executive Director of the Company
- 1.7. Appointment of Mr. Ge Songlin (葛松林) as independent non-executive Director of the Company

* *For identification purpose only*

- 1.8. Appointment of Ms. Yin Yuanping (尹援平) as independent non-executive Director of the Company
 - 1.9. Appointment of Mr. Xu Xiangyang (徐向陽) as independent non-executive Director of the Company
 - 1.10. Appointment of Mr. Tangjun (唐鈞) as independent non-executive Director of the Company
 - 1.11. Appointment of Mr. Edmund Sit (薛立品) as independent non-executive Director of the Company
- 2. Remuneration of independent non-executive Directors**
 - 3. Proposed appointment of non-employee representative Supervisors of the fourth session of the Board of Supervisors**
 - 3.1. Appointment of Mr. Sun Zhihua (孫智華) as non-employee representative supervisor of the Company
 - 3.2. Appointment of Mr. Zhou Xuehui (周雪輝) as non-employee representative supervisor of the Company
 - 3.3. Appointment of Ms. Qiao Yufei (喬雨菲) as non-employee representative supervisor of the Company
 - 4. Proposed amendments to the Rules of Procedures for the Shareholders' General Meetings**
 - 5. Proposed provision of Facility Guarantee to BAIC HK**

Special Resolution

- 6. Proposed amendments to the Articles of Association**

By order of the Board of Directors
BAIC Motor Corporation Limited
Wang Jianhui

Secretary to the Board of Directors and Company Secretary

Beijing, the PRC, February 5, 2021

Notes:

- (A) The register of members of the Company will be closed from Monday, February 22, 2021 to Wednesday, March 24, 2021 (both days inclusive), during which period no transfer of shares will be effected. Holders of H shares of the Company whose names appear on the register of H shares of the Company as maintained by Computershare Hong Kong Investor Services Limited at the close of business hours on Friday, February 19, 2021 are entitled to attend and vote at the 2021 First EGM following completion of the registration procedures. To be eligible to attend and vote at the 2021 First EGM, all the transfer documents of H shares and domestic shares of the Company must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares no later than 4:30 p.m. on Friday, February 19, 2021 or the China Securities Depository and Clearing Corporation Limited at No. 17 Tai Ping Qiao Street, Xicheng District, Beijing, the PRC for holders of domestic shares no later than 4:00 p.m. on Friday, February 19, 2021.
- (B) Shareholders intending to attend the 2021 First EGM should complete and return the reply slip for attending the 2021 First EGM in person, by facsimile or by post 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 for holders of H shares or the Board of Directors' Office at Room 3-069, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC for holders of domestic shares on or before Thursday, March 4, 2021.
- (C) Each shareholder entitled to attend and vote at the 2021 First EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2021 First EGM on its behalf. A proxy need not be a shareholder. With respect to any shareholder who has appointed more than one proxy, the proxies may only vote on a poll.
- (D) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his/her attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of its legal representative or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in Note (D) above 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 for holders of H shares or the Board of Directors' Office at Room 3-069, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC for holders of domestic shares, not less than 24 hours before the time appointed for the 2021 First EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so desires.
- (F) A shareholder or his/her proxy should produce proof of identity when attending the 2021 First EGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the authorization documents of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (G) The 2021 First EGM is expected to last for half a day. Shareholders who attend the 2021 First EGM shall bear their own travelling and accommodation expenses.

As at the date of this notice, the Board comprises Mr. Jiang Deyi, as Chairman of the Board and non-executive Director; Mr. Liao Zhenbo, Mr. Chen Hongliang, Ms. Shang Yuanxian, Mr. Xie Wei, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Harald Emil Wilhelm, Mr. Jin Wei and Mr. Lei Hai, as non-executive Directors; and Mr. Ge Songlin, Mr. Wong Lung Tak Patrick, Mr. Bao Robert Xiaochen, Mr. Zhao Fuquan and Mr. Liu Kaixiang, as independent non-executive Directors.