



北京汽车
BAIC MOTOR

北京汽车股份有限公司

BAIC MOTOR CORPORATION LIMITED*

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

(Stock Code: 1958)

**PROXY FORM FOR THE 2021 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON WEDNESDAY, MARCH 24, 2021**

Number of shares in respect of the form of proxy	
Class of shares in respect of the form of proxy (Domestic shares or H shares)	

I/We^(Note 1) _____
of _____ (address)
being the registered holder(s) of _____ domestic share(s)/H share(s)^(Note 2) of BAIC Motor Corporation Limited
(the "Company"), hereby appoint the Chairman of the Meeting, or^(Note 3) _____ (name)
of _____ (address)
as my/our proxy to attend and vote for me/us and on my/our behalf at the 2021 first extraordinary general meeting (the "Meeting") to 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 or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of the Meeting. In the absence of any indication, the proxy may vote at his/her own discretion. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular of the 2021 first extraordinary general meeting of the Company dated February 5, 2021 (the "2021 First EGM Circular").

ORDINARY RESOLUTIONS ^(Note 4)		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1	Proposed appointment of Directors of the fourth session of the Board of Directors			
1.1	Appointment of Mr. Jiang Deyi as non-executive Director of the Company			
1.2	Appointment of Mr. Liao Zhenbo as non-executive Director of the Company			
1.3	Appointment of Mr. Chen Hongliang as non-executive Director of the Company			
1.4	Appointment of Mr. Hu Hanjun as non-executive Director of the Company			
1.5	Appointment of Mr. Huang Wenbing as executive Director of the Company			
1.6	Appointment of Mr. Ye Qian as non-executive Director of the Company			
1.7	Appointment of Mr. Ge Songlin as independent non-executive Director of the Company			
1.8	Appointment of Ms. Yin Yuanping as independent non-executive Director of the Company			
1.9	Appointment of Mr. Xu Xiangyang as independent non-executive Director of the Company			
1.10	Appointment of Mr. Tangjun as independent non-executive Director of the Company			
1.11	Appointment of Mr. Edmund Sit 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 as non-employee representative supervisor of the Company			
3.2	Appointment of Mr. Zhou Xuehui as non-employee representative supervisor of the Company			
3.3	Appointment of Ms. Qiao Yufei 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 ^(Note 5)		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
6	Proposed amendments to the Articles of Association			

Date: _____

Signature(s) or Company Stamp^(Note 6): _____

* For identification purpose only

Notes:

1. Please insert the full name(s) (in Chinese or English) and registered address as recorded in the register of members of the Company in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name and to which the proxy relates in the space provided (delete where inapplicable). If the number is inserted, this proxy form will be deemed to relate only to the shares specified. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in your name.
3. If any proxy other than the Chairman of the Meeting of the Company is to be appointed, please delete the words "the Chairman of the Meeting, or" and insert the full name(s) and address(s) of the proxy to be appointed in the spaces provided. A shareholder may appoint one or more proxies to attend and vote on his/her stead at the Meeting. A proxy does not need to be a shareholder of the Company. **Any alteration made to this proxy form must be initialed by the person who signs it.**
4. **Important: If you wish to vote for any resolution, please tick [✓] in the appropriate box marked "FOR" or write the relevant number of shares you wish to vote for. If you wish to vote against any resolution, please tick [✓] in the appropriate box marked "AGAINST" or insert the relevant number of shares you wish to vote against for. If you wish to abstain from voting on any resolution, please tick [✓] in the appropriate box marked "ABSTAIN" or insert the relevant number of shares that you wish to abstain.** If no direction is given, your proxy may 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 shares in respect of which you abstain from voting will be counted in the calculation of the required majority in passing a resolution.
5. The full text of the resolutions is set out in the 2021 First EGM Circular which was sent to the Shareholders together with this form of proxy. Any Shareholder who wishes to appoint a proxy shall refer to the 2021 First EGM Circular first.
6. 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.
7. To be valid, in case of holders of H shares of the Company, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned 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; and for the holders of Company's domestic shares, to the Board of Directors' Office of the Company at Room 3-069, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, PRC, no later than 24 hours before the time appointed for the Meeting 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/she so desires. In such event, his/her form of proxy will be deemed to have been revoked.
8. A shareholder or his/her proxy should produce proof of identity when attending the Meeting. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by the Board of Directors or other governing body shall produce a copy of the resolution of the Board of Directors or other governing body of such shareholder appointing such person to attend the Meeting.
9. In the case of joint registered holders of any shares, any one of such joint registered holders may attend and vote at the Meeting, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto; but should more than one of such joint registered holders be present at the Meeting, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this form of proxy has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which includes your and your proxy's name and address.

Your and your proxy's Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy's Personal Data is on a voluntary basis. However, the Company may not be able to process your request unless you provide us with your and your proxy's Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's H Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy's Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

By email to: hkinfo@computershare.com.hk