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If you have sold or transferred all your Shares in BAIC Motor Corporation Limited, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).



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)

**Proposed Appointment of Directors of the Fourth Session of the
Board of Directors
and
Supplemental Notice of the 2021 First Extraordinary General Meeting**

A letter from the Board is set out on pages 2 to 4 of this circular.

The supplemental notice of the EGM to be held as originally scheduled 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 is set out on pages 7 to 8 of this circular. The supplemental form of proxy for use at the EGM is also enclosed. Such supplemental form of proxy is also published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk).

Whether or not you propose to attend the EGM, holders of H Shares of the Company are requested to complete the enclosed supplemental form of proxy in accordance with the instruction printed thereon and return it to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and for holders of Domestic Shares, the supplemental form of proxy shall be returned 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, the PRC as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the supplemental form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

Reminder in relation to pandemic prevention and control: In view of the continuing risks of the COVID-19 outbreak, the Company will closely monitor the epidemic conditions and take appropriate precautionary measures in accordance with the relevant requirements on the epidemic prevention and control in Beijing. The Company particularly reminds its shareholders and participants who intend to attend the EGM to continue to pay attention to the latest development of the epidemic, adopt proper personal prevention measures and comply with the requirements on the epidemic prevention and control (including the relevant requirements on the epidemic prevention and control in Beijing) for their health and safety.

* *For identification purpose only*

March 10, 2021

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
APPENDIX - BIOGRAPHIES OF DIRECTOR CANDIDATES OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS	5
SUPPLEMENTAL NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING	7

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board” or “Board of Directors”	the board of directors of the Company
“Company”	BAIC Motor Corporation Limited (北京汽車股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 1958)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the Company’s share capital with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM”	the first extraordinary general meeting of the Company for the year 2021 to be convened and held
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed and traded on the Hong Kong Stock Exchange
“Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	Domestic Shares and/or H Shares
“%”	percentage

LETTER FROM THE BOARD



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北京汽车股份有限公司
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Directors:

Name	Position	<i>Registered Address:</i>
Mr. Jiang Deyi	<i>Chairman of the Board and non-executive Director</i>	A5-061, Unit 101 5th Floor, Building No. 1 Courtyard No. 99 Shuanghe Street Shunyi District Beijing 101300 the PRC
Mr. Liao Zhenbo	<i>Non-executive Director</i>	<i>Headquarters:</i> No. 99 Shuanghe Street Shunyi District Beijing 101300 the PRC
Mr. Chen Hongliang	<i>Non-executive Director</i>	
Ms. Shang Yuanxian	<i>Non-executive Director</i>	
Mr. Xie Wei	<i>Non-executive Director</i>	
Mr. Qiu Yinfu	<i>Non-executive Director</i>	
Mr. Hubertus Troska	<i>Non-executive Director</i>	
Mr. Harald Emil Wilhelm	<i>Non-executive Director</i>	
Mr. Jin Wei	<i>Non-executive Director</i>	
Mr. Lei Hai	<i>Non-executive Director</i>	
Mr. Ge Songlin	<i>Independent non-executive Director</i>	
Mr. Wong Lung Tak Patrick	<i>Independent non-executive Director</i>	
Mr. Bao Robert Xiaochen	<i>Independent non-executive Director</i>	
Mr. Zhao Fuquan	<i>Independent non-executive Director</i>	
Mr. Liu Kaixiang	<i>Independent non-executive Director</i>	

Principal Place of Business in Hong Kong:
31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

March 10, 2021

To the Shareholders

Dear Sir or Madam,

Proposed Appointment of Directors of the Fourth Session of the Board of Directors

I. INTRODUCTION

Reference is made to the notice of EGM of the Company dated February 5, 2021, which sets out the time and venue of holding the EGM and the resolutions to be proposed at the EGM for Shareholders' approval.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with details of the resolutions to be proposed by the Board of Directors to the Shareholders for them to consider and approve as ordinary resolutions at the EGM and to provide all the information reasonably required to enable you to make an informed decision on whether to vote for or against or abstain from voting at those resolutions. Such resolutions and details are set out in the letter from the Board.

II. PROPOSED APPOINTMENT OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS

Reference is made to the circular of the Company dated February 5, 2021 in relation to, amongst others, the nomination of the Director candidates of the fourth session of the Board of Directors. The Board of Directors hereby further nominates the Director candidates of the fourth session of the Board of Directors as follows:

Mr. Hubertus Troska	Non-executive Director
Mr. Harald Emil Wilhelm	Non-executive Director
Mr. Jin Wei	Non-executive Director
Mr. Sun Li	Non-executive Director

The term of the Directors of the fourth session of the Board of Directors shall be three years with effect from the date of approval at the EGM.

The biographies of the above Director candidates of the fourth session of the Board of Directors and further details related to their appointments are set out in this Appendix.

If the appointment of the above Director candidates is approved at the EGM, the Company will enter into a service contract with each of them as soon as possible after their terms of office come into effect. Upon being appointed, the above Director candidates will not receive any remuneration from the Company for their directorships.

Save as disclosed above, each of the Director candidates confirmed that (1) he/she does not hold any other positions in the Company or any of its subsidiaries and also has not served as a director nor a supervisor in any other listed companies in the past three years; (2) he/she does not have any relationship with any other Directors, supervisors, senior management or substantial or controlling Shareholders of the Company or any of its subsidiaries; and (3) he/she does not have any interest in any Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this circular.

Save as disclosed above, each of the Director candidates confirmed that there is no other information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning the appointment that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

III. POLL PROCEDURE

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the supplemental notice of the EGM shall be voted by poll. Votes may be given either personally or by proxy.

IV. RECOMMENDATION

The Board considers that the above-mentioned resolutions are in the interests of the Company and the Shareholders as a whole, and thereby recommends the Shareholders to vote in favour of the above-mentioned resolutions at the EGM.

V. THE EGM

The supplemental notice of the EGM to be held as originally scheduled 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 is set out on pages 7 to 8 of this circular. The supplemental form of proxy for use at the EGM is also enclosed. Such supplemental form of proxy is also published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk).

For details of other resolutions to be proposed at the EGM and closure of register of members, eligibility for attending the EGM, registration procedures for attending the EGM, appointment of proxy/proxies and other matters, please refer to the notice of EGM of the Company dated February 5, 2021.

Whether or not you propose to attend the EGM, holders of H Shares of the Company are requested to complete the enclosed supplemental form of proxy in accordance with the instruction printed thereon and return it to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and for holders of Domestic Shares, the supplemental form of proxy shall be returned 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, the PRC as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the supplemental form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

By order of the Board
BAIC Motor Corporation Limited
Wang Jianhui

Secretary to the Board of Directors and Company Secretary

BIOGRAPHIES OF DIRECTOR CANDIDATES

Mr. Hubertus Troska, born in March 1960, German, holds an MBA degree. He is currently a non-executive Director of the Company and the vice chairman and director of Beijing Benz Automobile Co., Ltd. He has been a member of the management committee of Daimler AG since December 2012 until now, and has served as the chairman or board member of subsidiaries or joint ventures of Daimler AG in Greater China, responsible for Daimler AG's businesses in Greater China (including Hong Kong, Macao and Taiwan), which cover passenger cars, trucks, new energy vehicles and financial services.

Mr. Hubertus Troska has over 30 years of experience in the automobile industry. He has held a number of international management positions at Daimler AG. Before taking up posts in China, he led the product marketing of Mercedes-Benz Trucks, Mercedes-Benz AMG GmbH and Mercedes-Benz Cars. He also held management positions in Daimler AG's branches in Turkey, the United States and Mexico.

Mr. Harald Emil Wilhelm, born in April 1966, German, holds an MBA degree. He is currently a non-executive Director of the Company. He has been a member of the management committee of Daimler AG since April 2019 until now, and has worked at Daimler AG responsible for the finance and control department and the financial services and mobility department since May 2019. Since April 2020, Mr. Harald Emil Wilhelm has also served as the chief financial officer of Mercedes-Benz AG.

Since working at German Aerospace GmbH, Mr. Harald Emil Wilhelm has so far possessed nearly 30 years of enterprise management experience. Since 2000, he has held various financial management positions at Airbus SE, and has served as the chief financial officer of Airbus SE and Airbus Commercial Aircraft since June 2012. Before joining in Airbus SE, Mr. Harald Emil Wilhelm acted as the vice president, mergers & acquisitions at Daimler-Benz Aerospace AG.

Mr. Jin Wei (金偉), born in September 1972, holds a master's degree in management. He currently serves as a non-executive Director of the Company, and concurrently the general manager of No.1 investment management department at Beijing State-owned Capital Operation and Management Center (北京國有資本經營管理中心).

Mr. Jin Wei has over 20 years of enterprise management experience. Since 1998, he has successively served as a staff member of Beijing Lingjing & Qianmen securities trading branches at China Cinda Trust and Investment Company (中國信達信託投資公司), the industry research director of Beijing Guofu Investment Management Company Limited (北京國富投資管理有限公司), the capital operation director of the investment banking department and the deputy manager of the planning and finance department at Beijing International Power Development and Investment Company (北京國際電力開發投資公司), the deputy manager of the property right management department, the deputy director of the preparatory office at the asset management branch and the deputy general manager of the asset management branch of

Beijing Energy Investment (Group) Company (北京能源投資(集團)有限公司), the deputy general manager of the financing management department, the deputy general manager of the equity management department, and the deputy general manager and the general manager of No.1 investment management department at Beijing State-owned Capital Operation and Management Center.

Mr. Sun Li (孫力), born in August 1965, MBA, a senior economist, a full-time investment director of Beijing Energy Holding Co., Ltd.

Mr. Sun Li has more than 30 years' experience in business management. Since 1988, he successively served as a cadre of Economic Information Department of China Public Relations Association, a cadre of the News Department of the General Office of the Ministry of Water Resources, the senior staff member of the News Department, a principal staff member of the News Department, the deputy director of the News Department of the General Office, a cadre of the Office of Preparation for Water Resources Dispatch Building of the Ministry of Water Resources, the head of general manager office of Beijing International Power Development and Investment Corporation, the head of the office of board of directors, director of human resources department, party branch secretary, and head of the general manager office of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司), the head of the general manager office, head of human resources department of Beijing Energy Holding Co., Ltd. (北京能源集團有限責任公司), and the secretary of party committee and executive director of Beijing Yuanshen Energy Saving Technology Co., Ltd. (北京源深節能技術有限責任公司).

SUPPLEMENTAL NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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Supplemental Notice of the 2021 First Extraordinary General Meeting

Reference is made to the notice of the 2021 first extraordinary general meeting of BAIC Motor Corporation Limited (the “**Company**”) dated February 5, 2021 (the “**Notice**”), which sets out the time and venue of the 2021 first extraordinary general meeting of the Company (the “**2021 First EGM**”) and contains the resolutions to be proposed at the 2021 First EGM for Shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the 2021 First EGM of the Company will be held as originally scheduled 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, and if thought fit, passing the following supplemental resolutions in addition to the resolutions set out in the Notice. Unless the context otherwise requires, capitalised terms used wherein shall have the same meanings as those defined in the circular of the Company dated March 10, 2021.

Ordinary Resolutions

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

1.12 Appointment of Mr. Hubertus Troska as non-executive Director of the Company

1.13 Appointment of Mr. Harald Emil Wilhelm as non-executive Director of the Company

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SUPPLEMENTAL NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

1.14 Appointment of Mr. Jin Wei (金偉) as non-executive Director of the Company

1.15 Appointment of Mr. Sun Li (孫力) as non-executive Director of the Company

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, March 10, 2021

Notes:

- (A) Details of the above resolutions are set out in the circular of the Company dated March 10, 2021 (the “Circular”).
- (B) A supplemental form of proxy in respect of the above resolutions is enclosed with the Circular.
- (C) For details of other resolutions to be proposed at the 2021 First EGM, closure of register of members, eligibility for attending the 2021 First EGM, registration procedures for attending the 2021 First EGM, appointment of proxy/proxies and other matters, please refer to the notice of the 2021 first extraordinary general meeting of the Company dated February 5, 2021.