

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.



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 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**2022 AGM**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Monday, 26 June 2023 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 amendments). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 24 May 2023:

Ordinary Resolutions

1. Report of the Board of Directors for 2022
2. Report of the Board of Supervisors for 2022
3. Financial Report for 2022
4. Profits Distribution and Dividends Distribution Plan for 2022
5. Re-appointment of International Auditor and Domestic Auditor for 2023
6. Proposed appointment of non-executive director of the Company
7. Proposed appointment of supervisor of the Company
8. The following transactions:
 - (1) entry of the Trademark Licensing Framework Agreement with BAIC Group;

* For identification purpose only

- (2) revisions to the annual caps for the purchase of products and services transactions contemplated under the Products and Services Purchasing Framework Agreement, for the three years ending 31 December 2025;
- (3) revisions to the annual caps for the sale of products transactions contemplated under the Provision of Products and Services Framework Agreement, for the three years ending 31 December 2025;
- (4) revisions to the annual caps for the maximum daily balance of deposits placed by the Group with BAIC Finance, the interest income from deposits placed by the Group with BAIC Finance and charges for other financial services of the Group with BAIC Finance under the Financial Services Framework Agreement, for the three years ending 31 December 2025

9. Proposed provision of Facility Guarantee to BAIC HK

Special Resolutions

10. Proposed amendments to the Articles of Association
11. General Mandate for the Issuance of Bond Financing Instruments
12. General Mandate for the Issuance of Shares
13. General Mandate for the Repurchase of Shares

By order of the Board
BAIC Motor Corporation Limited
Chen Wei
Chairman of the Board

Beijing, the PRC, 24 May 2023

Notes:

- (A) The register of members of the Company will be closed from Tuesday, 20 June 2023 to Monday, 26 June 2023 (both days inclusive), during which period no transfer of Shares will be effected. Holders of H Shares whose names appear on the register of H Shares as maintained by Computershare Hong Kong Investor Services Limited at the close of business hours on Monday, 19 June 2023 are entitled to attend and vote at the 2022 AGM following completion of the registration procedures. To be eligible to attend and vote at the 2022 AGM, all the transfer documents of H Shares and Domestic Shares 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 Monday, 19 June 2023 or the China Securities Depository and Clearing Corporation Limited at 23 Floor, Shenzhen Stock Exchange Square, Futian District, Shenzhen, Guangdong Province, the PRC for holders of Domestic Shares no later than 4:00 p.m. on Monday, 19 June 2023.

- (B) In order to ascertain the entitlements of the Shareholders to receive the proposed final dividend, the register of members of the Company will be closed from Friday, 30 June 2023 to Wednesday, 5 July 2023 (both days inclusive), during which period no transfer of Shares will be effected. To be eligible to receive the proposed final dividend, all the transfer documents of H Shares and Domestic Shares 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 Thursday, 29 June 2023, or China Securities Depository and Clearing Corporation Limited at 23 Floor, Shenzhen Stock Exchange Square, Futian District, Shenzhen, Guangdong Province, the PRC for holders of Domestic Shares no later than 4:00 p.m. on Thursday, 29 June 2023.
- (C) Each Shareholder entitled to attend and vote at the 2022 AGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2022 AGM 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 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 5-054, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC for holders of Domestic Shares not later than 24 hours before the time appointed for holding the 2022 AGM or any adjournment thereof. Please note that 24 June 2023 and 25 June 2023 are not working days in Hong Kong and Computershare Hong Kong Investor Services Limited's offices will not be open on these days for physical delivery of the proxy form. 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.
- (F) A Shareholder or his/her proxy should produce proof of identity when attending the 2022 AGM. 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 2022 AGM is expected to last for half a day. Shareholders who attend the 2022 AGM shall bear their own travelling and accommodation expenses.

As at the date of this notice, the Board comprises Mr. Chen Wei, as Chairman of the Board and non-executive Director; Mr. Hu Hanjun and Mr. Chen Hongliang, as non-executive Directors; Mr. Huang Wenbing, as executive Director; Mr. Ye Qian, Mr. Hubertus Troska, Mr. Harald Emil Wilhelm, Mr. Gu Tiemin and Mr. Sun Li, as non-executive Directors; and Mr. Ge Songlin, Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun and Mr. Edmund Sit, as independent non-executive Directors.