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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in BAIC Motor Corporation Limited, you should disregard this circular and the proxy form.

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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 PROVISION OF FACILITY GUARANTEE FOR  
WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY  
AND  
NOTICE OF 2024 FOURTH EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 5 of this circular.

The notice of the EGM to be held at 9:30 a.m. on Monday, 30 December 2024 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 EGM-1 to EGM-2 of this circular. The proxy form for use at the EGM is also published on the HKExnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company.

Whether or not you intend to attend the EGM, holders of H Shares of the Company are requested to complete the proxy form in accordance with the instruction stated 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 proxy form shall be returned to the Board of Directors' Office of the Company at Room 3-038, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC. The proxy form shall be returned not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

\* *For identification purpose only*

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“BAIC BVI”	BAIC Finance Investment Co., Ltd., a company incorporated in the BVI and a wholly-owned subsidiary of BAIC HK
“BAIC HK”	BAIC Hong Kong Investment Corp. Limited, a wholly-owned subsidiary of the Company
“BAIC HK Group”	BAIC HK and BAIC BVI
“Board”	the board of directors of the Company
“BVI”	the British Virgin Islands
“Company”	BAIC Motor Corporation Limited* (北京汽車股份有限公司), a company limited by shares duly incorporated under the laws of the PRC, whose H Shares are listed on the Stock Exchange
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) 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 2024 fourth extraordinary general meeting of the Company to be convened and held for, among other things, consideration and (if thought fit) approval of the proposed provision of facility guarantee for the BAIC HK Group
“Facility Guarantee”	the joint and several liability guarantee to be provided by the Company in respect of facilities of the BAIC HK Group for an aggregate amount not exceeding US\$537 million or an equivalent amount in RMB
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, to be subscribed for and traded in Hong Kong dollars and listed and traded on the Stock Exchange

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	Domestic Share(s) and H Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“US\$”	United States Dollars, the lawful currency of the United States of America
“%”	percentage

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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### 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)

*Directors:*

<b>Name</b>	<b>Position</b>
Mr. Chen Wei	<i>Chairman of the Board and Non-executive Director</i>
Mr. Hu Hanjun	<i>Non-executive Director</i>
Mr. Chen Hongliang	<i>Non-executive Director</i>
Mr. Song Wei	<i>Executive Director</i>
Mr. Peng Jin	<i>Non-executive Director</i>
Mr. Ye Qian	<i>Non-executive Director</i>
Mr. Paul Gao	<i>Non-executive Director</i>
Mr. Kevin Walter Binder	<i>Non-executive Director</i>
Mr. Gu Tiemin	<i>Non-executive Director</i>
Mr. Sun Li	<i>Non-executive Director</i>
Ms. Yin Yuanping	<i>Independent non-executive Director</i>
Mr. Xu Xiangyang	<i>Independent non-executive Director</i>
Mr. Tang Jun	<i>Independent non-executive Director</i>
Mr. Edmund Sit	<i>Independent non-executive Director</i>
Mr. Ji Xuehong	<i>Independent non-executive Director</i>

*Registered Address:*

A5-061, Unit 101  
5th Floor, Building  
No. 1 Courtyard  
No. 99 Shuanghe Street  
Shunyi District  
Beijing 101300  
the PRC

*Headquarter:*

No. 99 Shuanghe Street  
Shunyi District  
Beijing 101300  
the PRC

*Principal place of  
business in Hong Kong:*

31/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

6 December 2024

*To the Shareholders,*

### **PROPOSED PROVISION OF FACILITY GUARANTEE FOR WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY AND NOTICE OF 2024 FOURTH EXTRAORDINARY GENERAL MEETING**

#### **I. INTRODUCTION**

The Company intends to hold the EGM at 9:30 a.m. on Monday, 30 December 2024 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. The notice to convene the EGM is set out on pages EGM-1 to EGM-2 of this circular.

\* For identification purposes only

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with details of the resolution to be proposed to consider and approve as an ordinary resolution 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 the resolution. The resolution and details are set out in the letter from the Board.

### **II. PROPOSED PROVISION OF FACILITY GUARANTEE FOR WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY**

BAIC HK is a wholly-owned subsidiary of the Company and is principally engaged in overseas investment and financing.

In order to meet the BAIC HK Group's operational needs and functional performance, the Board resolved to provide a joint and several liability guarantee by the Company in respect of facilities of the BAIC HK Group for an aggregate amount not exceeding US\$537 million or an equivalent amount in RMB (i.e., the Facility Guarantee). The amount is a rolling guarantee amount and may be reused. It is also proposed that the Board be given the authority to authorise the Company's management to decide and handle matters regarding the above-mentioned Facility Guarantee within its limit at the EGM.

The authorisation to the Board shall take effect from the date of the approval at the EGM to the following (whichever is the earliest):

1. the expiry of 24 months from the date of approval for the resolution at the EGM;
2. the date on which the Company's new facility guarantee for the BAIC HK Group is approved by the highest authority of the Company in accordance with the Articles of Association;
3. the date on which the termination of the Company's Facility Guarantee for the BAIC HK Group is approved by the highest authority of the Company in accordance with the Articles of Association.

Given that each of the members of the BAIC HK Group is a wholly-owned subsidiary of the Company, the provision of the Facility Guarantee by the Company as described above does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules, nor a connected transaction of the Company under Chapter 14A of the Listing Rules.

### **III. VOTES BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the general meeting must be taken by poll. Therefore, the resolution set out in the notice of the EGM shall be voted by poll. Votes may be given either in person or by proxy. Results of the poll voting will be published on the HKEXnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company after the conclusion of the EGM.

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## LETTER FROM THE BOARD

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To the best knowledge of the Directors and having made all reasonable enquiries, no Shareholders have material interests in the resolution and are required to abstain from voting on the resolution to be proposed at the EGM.

#### IV. RECOMMENDATION

The Board considers that the provision of the Facility Guarantee by the Company as described above is in the interests of the Company and the Shareholders as a whole, and thereby recommends the Shareholders to vote in favour of the resolution to be proposed at the EGM.

#### V. THE EGM

The EGM will be held at 9:30 a.m. on Monday, 30 December 2024 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. The notice of the EGM together with the proxy form applicable to the EGM has been published on the HKEXnews website of the Stock Exchange and the website of the Company.

Whether you wish to attend the EGM or not, holders of H Shares are requested to complete the proxy form in accordance with the instructions stated thereon and return the same to the Hong Kong H 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 proxy form shall be returned to the Board of Directors' Office at Room 3-038, 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 no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

#### VI. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the Shareholders to attend the EGM, the register of members of the Company will be closed from Monday, 23 December 2024 to Monday, 30 December 2024 (both days inclusive), during which period no transfer of Shares will be effected. To be eligible to attend and vote at the EGM, all transfer documents must be lodged with the 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, 20 December 2024 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 Friday, 20 December 2024.

By Order of the Board  
**BAIC Motor Corporation Limited**  
**Chen Wei**  
*Chairman of the Board*

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## NOTICE OF 2024 FOURTH EXTRAORDINARY GENERAL MEETING

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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 2024 FOURTH EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 fourth extraordinary general meeting (the “EGM”) of BAIC Motor Corporation Limited (the “Company”) will be held at 9:30 a.m. on Monday, 30 December 2024 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 resolution (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 6 December 2024:

#### ORDINARY RESOLUTION

1. Proposed provision of the Facility Guarantee for wholly-owned subsidiaries of the Company.

By Order of the Board  
**BAIC Motor Corporation Limited**  
**Chen Wei**  
*Chairman of the Board*

Beijing, the PRC, 6 December 2024

*Notes:*

- (A) The register of members of the Company will be closed from Monday, 23 December 2024 to Monday, 30 December 2024 (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 Friday, 20 December 2024 are entitled to attend and vote at the EGM following completion of the registration procedures. To be eligible to attend and vote at the EGM, 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

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## NOTICE OF 2024 FOURTH EXTRAORDINARY GENERAL MEETING

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later than 4:30 p.m. on Friday, 20 December 2024 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 Friday, 20 December 2024.

- (B) Each Shareholder entitled to attend and vote at the EGM may, by completing the proxy form of the Company, appoint one or more proxies to attend and vote at the 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.
- (C) A proxy shall be appointed by a Shareholder by a written instrument signed by the appointor or his/her attorney duly authorised 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 authorised attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorisation of such attorney shall be notarised.
- (D) To be valid, the proxy form and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in Note (C) 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 3-038, 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 EGM or any adjournment thereof. Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the meeting if he/she so desires.
- (E) A Shareholder or his/her proxy should produce proof of identity when attending the EGM. Where a Shareholder is a legal person, the legal representative of that Shareholder or the person authorised by its board of directors or other governing body shall produce a copy of the authorisation documents of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.
- (F) The EGM is expected to last for half a day. Shareholders who attend the EGM 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. Song Wei, as executive Director; Mr. Peng Jin, Mr. Ye Qian, Mr. Paul Gao, Mr. Kevin Walter Binder, Mr. Gu Tiemin and Mr. Sun Li, as non-executive Directors; and Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong, as independent non-executive Directors.*