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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 APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
PROPOSED APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE  
SUPERVISOR  
AND  
NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 7 of this circular.

The notice of the EGM to be held at 9:30 a.m. on Thursday, 13 March 2025 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 form of proxy for use at the EGM is also published on the HKExnews website of the Hong Kong 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 form of proxy 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 form of proxy shall be returned to the Board 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 form of proxy 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 form of proxy will not preclude the Shareholders from attending and voting in person should you so wish 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 Group”	Beijing Automotive Group Co., Ltd.* (北京汽車集團有限公司), a state-owned enterprise incorporated in the PRC, the sole controlling shareholder of the Company
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Company”	BAIC Motor Corporation Limited* (北京汽車股份有限公司), a company limited by shares duly incorporated and validly existing under the laws of the PRC, whose H Shares are listed on the Stock Exchange
“controlling shareholder”	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 2025 first extraordinary general meeting of the Company to be convened and held 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 on Thursday, 13 March 2025 at 9:30 a.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“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
“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

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## DEFINITIONS

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“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 Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“%”	percentage

\* *For identification purpose 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

To the Shareholders,

### **PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR PROPOSED APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR AND NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING**

#### **I. INTRODUCTION**

The Company intends to hold the EGM at 9:30 a.m. on Thursday, 13 March 2025 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.

The purpose of this circular is to provide you with details of the resolutions to be proposed 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 such resolutions. Such resolutions and details are set out in the letter from the Board.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### II. MATTERS TO BE RESOLVED AT THE EGM

#### ORDINARY RESOLUTIONS

##### 1. Proposed Appointment of Non-executive Director

Reference is made to the announcement of the Company dated 23 February 2025 in relation to, among others, the proposed appointment of a non-executive Director. The Board resolved to propose to appoint Mr. Wang Hao as a non-executive Director for a term commencing from the date of approval by the Shareholders at the EGM until the expiration of the term of the fifth session of the Board.

The biographical details of Mr. Wang Hao required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are as follows:

Mr. Wang Hao, born in December 1982, holds a doctorate in economics. He is currently the secretary of the party committee of the Company.

Mr. Wang Hao, with nearly 15 years of experience in the automotive industry, has served as a member of the party committee and the deputy general manager of BAIC Group Industrial Investment Co., Ltd.\* (北京汽車集團產業投資有限公司), the deputy secretary of the party committee, an executive director and the general manager of BAIC BluePark Information Technology Co., Ltd.\* (北汽藍谷信息技術有限公司), the director of the information strategy and system operation department, the party branch secretary and the director of the information center (as known as BAIC BluePark Information Technology Limited), the director of the operation and management department, and the director of the operation and management department/digital safety and management department of BAIC Group, and the deputy secretary of the party committee and the general manager of BAIC ROCAR Automobile Services & Trade Co., Ltd. (北京北汽騰龍汽車服務貿易股份有限公司).

Save as disclosed above, Mr. Wang Hao confirmed that, (i) he does not hold any other positions in the Company or any of its subsidiaries and also has not served as a director or a supervisor in any other listed companies in the past three years; (ii) he 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 (iii) he does not have any interest in any Shares 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, Mr. Wang Hao 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 proposed appointment of Mr. Wang Hao as a non-executive Director that need to be brought to the attention of the Shareholders.

\* For identification purpose only

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## LETTER FROM THE BOARD

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If the proposed appointment of Mr. Wang Hao as a non-executive Director is approved at the EGM, the Company will enter into a relevant Director's service contract with him as soon as possible. Mr. Wang Hao will not receive any remuneration from the Company for his role as a non-executive Director.

### **2. Proposed Appointment of Non-employee Representative Supervisor**

Reference is made to the announcement of the Company dated 23 February 2025 in relation to, among others, the proposed appointment of a non-employee representative Supervisor. The Board of Supervisors resolved to propose to appoint Mr. Xia Peng as a non-employee representative Supervisor for a term commencing from the date of approval by the Shareholders at the EGM until the expiration of the term of the fifth session of the Board of Supervisors.

The biographical details of Mr. Xia Peng required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are as follows:

Mr. Xia Peng, born in October 1978, holds a master's degree in business administration and is a certified public accountant and currently serves as the deputy director of the finance department of BAIC Group.

Mr. Xia Peng, with nearly 25 years of experience in the automotive industry, has served as the financial supervisor of the group finance department of BAIC Group, the director of the finance and control department of Beijing ROCAR Automotive Trading Co., Ltd.\* (北京鵬龍行汽車貿易有限公司), the director of the finance and accounting department of the finance center of BAIC ROCAR Automobile Services & Trade Co., Ltd., the deputy general manager and the chief financial officer of ROCAR Automobile Technology Development (Tianjin) Co., Ltd.\* (鵬龍汽車科技發展(天津)有限公司), and the deputy director of the finance department of Beijing Hyundai Mobis Parts Co., Ltd.\* (北京現代摩比斯汽車配件有限公司).

Save as disclosed above, Mr. Xia Peng confirmed that, (i) he does not hold any other positions in the Company or any of its subsidiaries and also has not served as a director or a supervisor in any other listed companies in the past three years; (ii) he 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 (iii) he does not have any interest in any Shares 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, Mr. Xia Peng 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 proposed appointment of Mr. Xia Peng as a non-employee representative Supervisor that need to be brought to the attention of the Shareholders.

\* For identification purpose only

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## LETTER FROM THE BOARD

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If the proposed appointment of Mr. Xia Peng as a non-employee representative Supervisor is approved at the EGM, the Company will enter into a relevant Supervisor's service contract with him as soon as possible. Mr. Xia Peng will not receive any remuneration from the Company for his role as a non-employee representative Supervisor.

### III. VOTES BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM must be taken by poll. Therefore, the resolutions 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 Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company after the conclusion of the EGM.

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

### 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 EGM will be held at 9:30 a.m. on Thursday, 13 March 2025 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 form of proxy applicable to the EGM has been published on the HKEXnews website of the Hong Kong 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 form of proxy 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 form of proxy shall be returned to the Board 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 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.



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## LETTER FROM THE BOARD

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### VI. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 10 March 2025 to Thursday, 13 March 2025 (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, 7 March 2025 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, 7 March 2025.

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

25 February 2025

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## NOTICE OF 2025 FIRST 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 2025 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 first extraordinary general meeting (the “**EGM**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Thursday, 13 March 2025 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 25 February 2025:

#### ORDINARY RESOLUTIONS

1. Proposed appointment of a non-executive Director.
2. Proposed appointment of a non-employee representative Supervisor.

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

Beijing, the PRC, 25 February 2025

*Notes:*

- (A) The register of members of the Company will be closed from Monday, 10 March 2025 to Thursday, 13 March 2025 (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, 7 March 2025 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,

\* *For identification purposes only*

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## NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

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Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares no later than 4:30 p.m. on Friday, 7 March 2025 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, 7 March 2025.

- (B) Each Shareholder entitled to attend and vote at the EGM may, by completing the form of proxy 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 form of proxy 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 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 form of proxy 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.*