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**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 2016 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2016 annual general meeting (“**2016 AGM**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Friday, June 23, 2017 at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry R&D Base, No.99 Shuanghe Road, Shunyi District, Beijing, the PRC for the purpose of considering, among others, and if thought fit, passing the following resolutions (with or without modifications). Unless the context otherwise requires, capitalised terms used wherein shall have the same meanings as those defined in the circular of the Company dated May 9, 2017:

**Ordinary Resolutions**

1. Report of the Board of Directors for 2016
2. Report of the Board of Supervisors for 2016
3. Financial Report for 2016
4. Profits Distribution and Dividends Distribution Plan for 2016
5. Re-appointment of International Auditor and Domestic Auditor for 2017
6. Appointment of Executive Director

\* *For identification purpose only*

## Special Resolutions

7. General Mandate for the Issuance of Onshore and Offshore Corporate Debt Financing Instruments
8. General Mandate for the Issuance of Shares
9. General Mandate for the Repurchase of Shares

By order of the Board  
**BAIC Motor Corporation Limited**  
**Xu Heyi**  
*Chairman*

Beijing, the PRC, May 9, 2017

*Notes:*

- (A) The register of members will be closed from Wednesday, May 24, 2017 to Friday, June 23, 2017 (both days inclusive), during which period no transfer of Shares will be effected. Holders of H Shares of the Company whose names appear on the register of H Shares of the Company, as maintained by Computershare Hong Kong Investor Services Limited at the close of business hours on Tuesday, May 23, 2017 are entitled to attend and vote at the 2016 AGM following completion of the registration procedures. To be eligible to attend and vote at the 2016 AGM, all the transfer documents 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 Tuesday, May 23, 2017 or the China Security Depository and Clearing Corporation Limited at No. 17 Tai Ping Qiao Street, Xicheng District, Beijing, the PRC for holders of Domestic Shares no later than 4:00 p.m. on Tuesday, May 23, 2017.
- (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 Thursday, June 29, 2017 to Tuesday, July 4, 2017 (both days inclusive), during which period no transfer of shares of the Company will be effected. To be eligible to receive the proposed final dividend, all the transfer documents 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 Wednesday, June 28, 2017, or China Securities Depository and Clearing Corporation Limited at No. 17 Tai Ping Qiao Street, Xicheng District, Beijing, the PRC for holders of Domestic Shares no later than 4:00 p.m. on Wednesday, June 28, 2017.
- (C) Shareholders intending to attend the 2016 AGM should complete and return the reply slip for attending the 2016 AGM in person, by facsimile or by post to the Company's H Share Registrar in Hong Kong, 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 of the Company at the Investor Relationship Center, 9th Floor, Peng Long Building, No. 10 Hua Wei Li, Chaoyang District, Beijing, the PRC for holders of Domestic Shares on or before Saturday, June 3, 2017.
- (D) Each shareholder entitled to attend and vote at the 2016 AGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2016 AGM on its behalf. A proxy need not be a Shareholder of the Company. With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- (E) 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.

- (F) 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 of the Company at the Investor Relationship Center, 9th Floor, Peng Long Building, No. 10 Hua Wei Li, Chaoyang District, Beijing, the PRC for holders of Domestic Shares, not less than 24 hours before the time appointed for the 2016 AGM 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 so desires.
- (G) A Shareholder or his proxy should produce proof of identity when attending the 2016 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.
- (H) The 2016 AGM is expected to last for half a day. Shareholders who attend the 2016 AGM shall bear their own travelling and accommodation expenses.

*As at the date of this notice, the Board comprises Mr. Xu Heyi, as Chairman of the Board and non-executive Director; Mr. Zhang Xiyong, as non-executive Director; Mr. Li Feng, as executive Director; Mr. Zhang Jianyong, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Bodo Uebber, Mr. Guo Xianpeng, Ms. Wang Jing and Mr. Zhu Baocheng, as non-executive Directors; and Mr. Ge Songlin, Mr. Wong Lung Tak Patrick, Mr. Bao Robert Xiaochen, Mr. Zhao Fuquan and Mr. Liu Kaixiang, as independent non-executive Directors.*