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**北京汽车**  
**BAIC MOTOR**

**北京汽车股份有限公司**  
**BAIC MOTOR CORPORATION LIMITED\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1958)**

**NOTICE OF 2017 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2017 First Domestic Shareholders Class Meeting (the “**Domestic Shareholders Class Meeting**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held on Friday, June 23, 2017 right after the 2016 Annual General Meeting at Multi-purpose Hall, 1st Floor, 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:

**Special Resolution**

1. 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 of the Company will be closed from Wednesday, May 24, 2017 to Friday, June 23, 2017 (both days inclusive), during which period no transfer of the Domestic Shares will be effected. Holders of Domestic Shares of the Company whose names appear on the register of members of Domestic Shares of the Company, as maintained by China Securities Depository and Clearing Corporation Limited, at the close of business hours on Tuesday, May 23, 2017 are entitled to attend and vote at the Domestic Shareholders Class Meeting following completion of the registration procedures. To be eligible to attend and vote at the Domestic Shareholders Class Meeting, all the documents on transfers of domestic shares of the Company must be lodged with 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 Tuesday, May 23, 2017.

\* *For identification purpose only*

- (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 transfer documents must be lodged with China Securities Depository and Clearing Corporation Limited at No. 17 Tai Ping Qiao Street, Xicheng District, Beijing, the PRC for holders of Domestic Shares of the Company no later than 4:00 p.m. on Wednesday, June 28, 2017.
- (C) Holders of Domestic Shares intending to attend the Domestic Shareholders Class Meeting shall complete and return the reply slip for attending the Domestic Shareholders Class Meeting to 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 by hand, by fax or by post on or before Saturday, June 3, 2017.
- (D) Each shareholder entitled to attend and vote at the Domestic Shareholders Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Domestic Shareholders Class Meeting 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 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 not less than 24 hours before the time appointed for the Domestic Shareholders Class Meeting 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 Domestic Shareholders Class Meeting. 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 Domestic Shareholders Class Meeting is expected to last for half a day. Shareholders who attend the Domestic Shareholders Class Meeting 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.*