



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)

**PROXY FORM FOR THE 2018 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MONDAY, 16 APRIL 2018**

| | |
|--|--|
| Number of shares in respect of the form of proxy | |
| Class of shares in respect of the form of proxy (domestic shares or H shares) | |

I/We^(Note 1), _____
of _____ (address),
being the registered holder(s) of _____ domestic share(s)/H share(s)^(Note 2) of BAIC Motor Corporation Limited (the “**Company**”, together with its subsidiaries; the “**Group**”), hereby appoint the Chairman of the Meeting,
or^(Note 3) _____ (name)
of _____ (address)
as my/our proxy to attend and vote on my/our behalf at the 2018 first extraordinary general meeting (the “**Meeting**”) to be held at 9:30 a.m. on Monday, 16 April 2018 at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry Research and Development Base, No.99 Shuanghe Street, Renhe Town, Shunyi District, Beijing, the PRC or at any adjournment thereof as indicated hereunder in respect of the resolution set out in the notice of the Meeting. In the absence of any indication, the proxy may vote at his/her own discretion.

| ORDINARY RESOLUTION ^(Note 5) | | For ^(Note 4) | Against ^(Note 4) | Abstain ^(Note 4) |
|--|--|--------------------------------|------------------------------------|------------------------------------|
| 1 | <p>Connected transaction in relation to disposal of assets to Beijing Benz</p> <p>(a) the terms and conditions of the Asset Transfer Agreement entered into by the Company and Beijing Benz and the connected transaction of the Company contemplated under the Asset Transfer Agreement be and are hereby approved and confirmed; and</p> <p>(b) the Board (or other persons authorized by the Board) be and are hereby authorised to do all such acts and things or to sign or execute such other documents or supplemental agreements or amendments, as so required by the relevant regulatory authority, and to take such steps as it may in its absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Asset Transfer Agreement or any of the transactions contemplated thereunder and all other matters incidental thereto.</p> | | | |

Date: _____

Signature(s)^(Note 6): _____

* For identification purposes only

Notes:

1. Please insert full name(s) (in Chinese or English) and registered address(es) as recorded on the register of members of the Company in **block letters**.
2. Please insert the number of shares registered in your name(s) relating to this form of proxy in the spaces provided herein above (delete as inappropriate). If the number is inserted, this form of proxy will be deemed to relate only to those shares. If the number is not inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting of the Company is preferred, please cross out the words “the Chairman of the Meeting, or” and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder of the Company (the “**Shareholder**”) may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. **Any alteration made to this form of proxy must be initiated by the person who signs it.**
4. **Important: If you wish to vote for any resolution, please tick the appropriate box marked “FOR” or insert the relevant number of shares. If you wish to vote against any resolution, please tick the appropriate box marked “AGAINST” or insert the relevant number of shares. If you wish to abstain from voting on any resolution, please tick the appropriate box marked “ABSTAIN” or insert the relevant number of shares.** If no direction is given, your proxy may vote at his/her own discretion. Your proxy will also be entitled to vote at his/her own discretion on any resolution properly put to the Meeting other than those referred to in the notice of the Meeting. The share abstained will be counted in the calculation of the required majority.
5. A proxy shall be appointed by a Shareholder by a written instrument signed by the appointor or his attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under 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.
6. To be valid, in case of holders of H shares of the Company, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned 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; and for the holders of domestic shares of the Company, to the board of directors’ office of the Company at Room 3-062, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Renhe Town, Shunyi District, Beijing, the PRC, no later than 24 hours before the time appointed for the 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/she so desires. In such event, his/her form of proxy will be deemed to have been revoked.
7. A Shareholder or his/her proxy should produce proof of identity when attending the Meeting. To attend the Meeting, 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 resolution of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.
8. In the case of joint registered holders of any shares, any one of such joint registered holders may attend and vote at the Meeting, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto; but should more than one of such joint registered holders be present at the Meeting, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”), which includes you and your proxy’s name and address.

Your and your proxy’s Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy’s Personal Data is on a voluntary basis. However, the Company may not be able to process your request unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Company’s H Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or at a law enforcement agency’s request, and will be retained for such period as maybe necessary for our verification and record purpose.

By providing your proxy’s Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

By email to: hkinfo@computershare.com.hk