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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 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting (“**2017 AGM**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Friday, June 29, 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 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 15, 2018:

Ordinary Resolutions

1. Report of the Board of Directors for 2017
2. Report of the Board of Supervisors for 2017
3. Financial Report for 2017
4. Profits Distribution and Dividends Distribution Plan for 2017
5. Re-appointment of International Auditor and Domestic Auditor for 2018
6. Revised Maximum Daily Balance of and Revised Annual Caps for Interest Income from Deposits Placed by the Group with BAIC Finance under the Financial Services Framework Agreement for 2018 and 2019

* *For identification purpose only*

7. Appointment of Non-executive Directors of the Company:
 - 7.1. Appointment of Mr. Lei Hai as Non-executive Director of the Company
 - 7.2. Appointment of Ms. Shang Yuanxian as Non-executive Director of the Company
 - 7.3. Appointment of Mr. Yan Xiaolei as Non-executive Director of the Company

Special Resolutions

8. General Mandate for the Issuance of Onshore and Offshore Corporate Debt Financing Instruments
9. General Mandate for the Issuance of Shares
10. General Mandate for the Repurchase of Shares
11. Proposed Amendments to the Articles of Association

By Order of the Board
BAIC Motor Corporation Limited
Xu Heyi
Chairman

Beijing, the PRC, May 15, 2018

Notes:

- (A) The register of members of the Company will be closed from Wednesday, May 30, 2018 to Friday, June 29, 2018 (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 29, 2018 are entitled to attend and vote at the 2017 AGM following completion of the registration procedures. To be eligible to attend and vote at the 2017 AGM, all the transfer documents of H Shares and Domestic Shares of the Company 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 29, 2018 or the 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 29, 2018.
- (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 Friday, July 6, 2018 to Wednesday, July 11, 2018 (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 of H Shares and Domestic Shares of the Company 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 Thursday, July 5, 2018, 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 Thursday, July 5, 2018.

- (C) Shareholders intending to attend the 2017 AGM should complete and return the reply slip for attending the 2017 AGM in person, by facsimile or by post 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 3-062, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Renhe Town, Shunyi District, Beijing, the PRC for holders of Domestic Shares on or before Saturday, June 9, 2018.
- (D) Each Shareholder entitled to attend and vote at the 2017 AGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2017 AGM 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.
- (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 at Room 3-062, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Renhe Town, Shunyi District, Beijing, the PRC for holders of Domestic Shares, not less than 24 hours before the time appointed for the 2017 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 2017 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 2017 AGM is expected to last for half a day. Shareholders who attend the 2017 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 and Mr. Zhang Jianyong, as non-executive Directors; Mr. Chen Hongliang, as executive Director; 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.