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If you have sold or transferred all your Shares in BAIC Motor Corporation Limited, you should at once hand this circular and the accompanying supplemental proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).



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)

Proposed Appointment of Non-executive Directors
and
Supplemental Notice of 2017 Annual General Meeting

A supplemental notice of the AGM to be held as originally scheduled 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 is set out on pages 8 to 9 of this circular. The supplemental form of proxy for use at the AGM is also enclosed. Such supplemental form of proxy of the AGM is also published on the HKExnews website of the Hong Kong Stock Exchange (www.hkexnews.hk).

Whether or not you propose to attend the AGM, holders of H Shares of the Company are requested to complete and return the enclosed supplemental form of proxy in accordance with the instruction printed 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 supplemental form of proxy shall be returned 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 as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the supplemental form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

* *For identification purpose only*

June 13, 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company for the year 2017 to be convened and held
“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, and the sole controlling shareholder of the Company
“Board” or “Board of Directors”	the board of directors of the Company
“BSAMAC”	Beijing State-owned Assets Management and Administration Center (北京國有資本經營管理中心), a state-owned enterprise incorporated in the PRC and a Shareholder of the Company (holding 3.42% equity interest in the Company as at the Latest Practicable Date)
“Company”	BAIC Motor Corporation Limited (北京汽車股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 1958)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the Company’s share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“H Share(s)”	overseas listed foreign shares 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 Hong Kong Stock Exchange
“Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	June 8, 2018
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	The People’s Republic of China, for the purpose of this circular only, excluding the Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	Domestic Shares and H Shares
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“%”	percentage

LETTER FROM THE BOARD



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(Stock Code: 1958)

Directors:

Name

Position

Registered Address:

Mr. Xu Heyi

*Chairman of the Board and
non-executive Director*

A5-061, Unit 101
5th Floor, Building No. 1
Courtyard No. 99
Shuanghe Street
Shunyi District
Beijing 101300
the PRC

Mr. Zhang Xiyong

Non-executive Director

Mr. Zhang Jianyong

Non-executive Director

Mr. Chen Hongliang

Executive Director

Mr. Qiu Yinfu

Non-executive Director

Mr. Hubertus Troska

Non-executive Director

Mr. Bodo Uebber

Non-executive Director

Mr. Zhu Baocheng

Non-executive Director

Headquarters:

No. 99 Shuanghe Street
Renhe Town
Shunyi District
Beijing 101300
the PRC

Mr. Ge Songlin

Independent non-executive Director

Mr. Wong Lung Tak Patrick

Independent non-executive Director

Mr. Bao Robert Xiaochen

Independent non-executive Director

Mr. Zhao Fuquan

Independent non-executive Director

Mr. Liu Kaixiang

Independent non-executive Director

*Principal place of
business in Hong Kong:*
31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

June 13, 2018

To the Shareholders

Proposed Appointment of Non-executive Directors

I. INTRODUCTION

Reference is made to the notice of AGM of the Company dated May 15, 2018, which sets out (among others) the time and venue of the AGM and contains the resolutions to be proposed at the AGM for Shareholders' consideration and approval.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information regarding the resolution in relation to nominating Mr. Xie Wei as a non-executive Director and the resolution in relation to nominating Ms. Jiao Ruifang as a non-executive Director submitted by BAIC Group and BSAMAC, respectively, to the Company in compliance with the laws and the Articles of Association, which will be considered and approved at the AGM, and to set out the supplemental notice of AGM.

II. PROPOSED APPOINTMENT OF MR. XIE WEI AS NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated June 12, 2018 in relation to the resignation of non-executive Directors. Mr. Guo Xianpeng has resigned as a non-executive Director and a member of the strategy committee under the Board with effect from June 12, 2018. Mr. Guo Xianpeng has confirmed that he had no disagreement with the Board in any respect and there were no other matters relating to his resignation that would need to be brought to the attention of the Shareholders.

The Company recently received “The Resolution in Relation to Nominating the Director” submitted by BAIC Group to nominate Mr. Xie Wei as a candidate of non-executive Director for a term commencing from the date of approval at the AGM until the expiration of the term of the third session of the Board.

The biographical details of Mr. Xie Wei which are discloseable pursuant to Rule 13.51(2) of the Listing Rules are as follows:

Biography of Mr. Xie Wei:

Mr. Xie Wei (謝偉), aged 48, holds a doctoral degree in management and currently serves as the secretary to the party committee and the president of Beijing Automotive Research Center Co., Ltd. (北京汽車研究總院有限公司).

Mr. Xie Wei successively served as the senior manager of production planning section and the acting general manager of logistics department of Beijing Benz Automotive Co., Ltd. (北京奔馳汽車有限公司), the head of human resources department of Beijing Automotive Research Center Co., Ltd., the head of human resources department, a member of the party committee and the head of management office of Beijing Hyundai Motor Co., Ltd. (北京現代汽車有限公司), and a member of the party committee and vice-president of the Company.

Save as disclosed above, Mr. Xie Wei has confirmed that, (1) he does not hold any other positions in the Company or any of its subsidiaries and also has not served as a director nor a supervisor in any other listed companies in the past three years; (2) 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 (3) he does not have any interest in any shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Xie Wei has 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 appointment of Mr. Xie Wei as a non-executive Director that need to be brought to the attention of the Shareholders.

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

III. PROPOSED APPOINTMENT OF MS. JIAO RUIFANG AS NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated June 12, 2018 in relation to the resignation of non-executive Directors. Ms. Wang Jing has resigned as a non-executive Director and a member of the remuneration committee under the Board with effect from June 12, 2018. Ms. Wang Jing has confirmed that she had no disagreement with the Board in any respect and there were no other matters relating to her resignation that would need to be brought to the attention of the Shareholders.

The Company has recently received "The Resolution in Relation to Nominating the Director" submitted by BSAMAC to nominate Ms. Jiao Ruifang as a candidate of non-executive Director for a term commencing from the date of approval at the AGM until the expiration of the term of the third session of the Board.

The biographical details of Ms. Jiao Ruifang which are discloseable pursuant to Rule 13.51(2) of the Listing Rules are as follows:

Biography of Ms. Jiao Ruifang:

Ms. Jiao Ruifang (焦瑞芳), aged 40, holds a master's degree in business administration and currently serves as the deputy general manager of the first division of investment management of BSAMAC.

Ms. Jiao Ruifang successively served as the head of strategic investments of Beijing Jingcheng Machinery Electric Company Limited (北京京城機電控股有限責任公司), the director of secretariat office of the board of directors and the secretary to the board of directors of Beiren Printing Machinery Holdings Limited (北人印刷機械股份有限公司), the secretary to the board of directors of Beijing Jingcheng Machinery Electric Company Limited, the deputy general manager of Beijing Tianhai Industry Co., Ltd. (北京天海工業有限公司), the deputy general manager of the first division of investment management and the deputy general manager of the equity management division of BSAMAC.

LETTER FROM THE BOARD

Save as disclosed above, Ms. Jiao Ruifang has confirmed that, (1) she does not hold any other positions in the Company or any of its subsidiaries and also has not served as a director nor a supervisor in any other listed companies in the past three years; (2) she 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 (3) she does not have any interest in any shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Ms. Jiao Ruifang has 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 appointment of Ms. Jiao Ruifang as a non-executive Director that need to be brought to the attention of the Shareholders.

If the proposed appointment of Ms. Jiao Ruifang as a non-executive Director is approved at the AGM, the Company will enter into relevant Director's service contract with her as soon as possible. Ms. Jiao Ruifang will not receive any remuneration from the Company for her role as a non-executive Director.

IV. POLL PROCEDURE

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the supplemental notice of the AGM shall be voted by poll. Votes may be given either personally or by proxy.

V. 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 resolutions at the AGM.

VI. THE AGM

A supplemental notice of the AGM to be held as originally scheduled 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 is set out on pages 8 to 9 of this circular. The supplemental form of proxy for use at the AGM is also enclosed. Such supplemental form of proxy is also published on the HKExnews website of the Hong Kong Stock Exchange and the website of the Company.

Please refer to the notice of AGM of the Company dated May 15, 2018 for details about other resolutions to be submitted for consideration and approval at the AGM and closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxies and other matters.

LETTER FROM THE BOARD

Whether or not you propose to attend the AGM, holders of H Shares of the Company are requested to complete and return the enclosed supplemental form of proxy in accordance with the instruction printed 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 supplemental form of proxy shall be returned 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 as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the supplemental form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

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

SUPPLEMENTAL NOTICE OF 2017 AGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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SUPPLEMENTAL NOTICE OF 2017 ANNUAL GENERAL MEETING

Reference is made to the notice of 2017 annual general meeting of BAIC Motor Corporation Limited (the “**Company**”) dated May 15, 2018 (the “**Notice**”), which sets out the time and venue of the 2017 annual general meeting of the Company (the “**AGM**”) and contains the resolutions to be proposed at the AGM for Shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held as originally scheduled 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, and if thought fit, passing the following supplemental resolutions in addition to the resolutions set out in the Notice. Unless the context otherwise requires, capitalised terms used wherein shall have the same meanings as those defined in the circular of the Company dated June 13, 2018:

Ordinary Resolutions

12. Appointment of Mr. Xie Wei as Non-executive Director of the Company
13. Appointment of Ms. Jiao Ruifang as Non-executive Director of the Company

* *For identification purpose only*

SUPPLEMENTAL NOTICE OF 2017 AGM

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

Beijing, the PRC, June 13, 2018

Notes:

- (A) Details of the above resolutions are set out in the circular of the Company dated June 13, 2018 (the “Circular”).
- (B) A supplemental proxy form in respect of the above resolutions numbered 12 and 13 is enclosed with the Circular.
- (C) For details of other resolutions to be proposed at the AGM, closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, notice of attendance, appointment of proxy/proxies and other matters, please refer to the notice of AGM of the Company dated May 15, 2018.