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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 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)

Proposed Amendments to the Articles of Association Proposed Appointment of Supervisor and Notice of 2018 Second Extraordinary General Meeting

A letter from the Board is set out on pages 3 to 12 of this circular.

The notice of the EGM to be held at 9:30 a.m. on Friday, 28 December 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 13 to 14 of this circular. The form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkxnews.hk).

Whether or not you propose to attend the EGM, holders of H Shares of the Company are requested to complete and return the enclosed 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 form of proxy shall be returned to the Board of Directors' Office of the Company at Room 3-069, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

In the event that you intend to attend or appoint a proxy to attend the EGM in person, you are requested to complete and return the enclosed reply slip in accordance with the instruction printed thereon and return it to the Hong Kong H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H Shares), or to the Board of Directors' Office of the Company at Room 3-069, 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, 8 December 2018.

* *For identification purpose only*

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“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
“EGM”	the second extraordinary general meeting of the Company for the year 2018 to be convened and held
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed and traded on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	7 November 2018
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“PRC” or “China”	The People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	Domestic Shares and/or H Shares
“Supervisor(s)”	the supervisor(s) of the Company
“%”	percentage

LETTER FROM THE BOARD



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)

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

Ms. Shang Yuanxian

Non-executive Director

Mr. Yan Xiaolei

Non-executive Director

Mr. Chen Hongliang

Executive Director

Mr. Xie Wei

Non-executive Director

Mr. Qiu Yinfu

Non-executive Director

Mr. Hubertus Troska

Non-executive Director

Mr. Bodo Uebber

Non-executive Director

Ms. Jiao Ruifang

Non-executive Director

Mr. Lei Hai

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

12 November 2018

To the Shareholders

**Proposed Amendments to the Articles of Association
and
Proposed Appointment of Supervisor**

I. INTRODUCTION

The Company intends to hold the EGM at 9:30 a.m. on Friday, 28 December 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. The notice to convene the EGM is set out on pages 13 to 14 of this circular.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the further details regarding proposed amendments to the Articles of Association and proposed appointment of Supervisor to enable you to make an informed decision on voting on the relevant resolutions at the EGM.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 12 November 2018 in relation to proposed amendments to the Articles of Association.

In order to implement specific requirements of the State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality and Beijing Automotive Group Co., Ltd., the controlling Shareholder of the Company, on inclusion of party building work in the Articles of Association, the Board resolved to propose amendments to the Articles of Association on 12 November 2018, according to the actual conditions of the Company.

The proposed amendments to the Articles of Association mainly include the basis of formulation of the Articles of Association, the role of party organizations in the Company and that the Board shall hear opinions of the party committee of the Company in determining significant matters of the Company. Relevant amendments are as follows:

Original Articles	Amended Articles
<p>Article 1 These Articles of Association (“Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Provisions of the State Council on the Offshore Offering of Shares and Listing of Companies Limited By Shares (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter Regarding Opinion on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong, Guidelines on Articles of Association of Listed Companies (as amended in 2014), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant regulations, for the purpose of protecting the legitimate rights and interests of BAIC Motor Corporation Limited (the “Company”), its shareholders and creditors, and regulating the organization and activities of the Company.</p>	<p>Article 1 These Articles of Association (“Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Provisions of the State Council on the Offshore Offering of Shares and Listing of Companies Limited By Shares (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter Regarding Opinion on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong, Guidelines on Articles of Association of Listed Companies (as amended in 2014), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, <u>the Constitution of the Communist Party of China (the “Party Constitution”)</u> and other relevant regulations, for the purpose of protecting the legitimate rights and interests of BAIC Motor Corporation Limited (the “Company”), its shareholders and creditors, and regulating the organization and activities of the Company.</p>

LETTER FROM THE BOARD

Original Articles	Amended Articles
	<p><u>Article 7</u> In accordance with the regulations of the Party Constitution, the Company shall establish organizations of the Communist Party of China (the “Party Organizations”), which play the core role in leadership and politics for providing direction, managing the overall situation and ensuring implementation. The Company shall establish work organs of the party to carry out activities of the party. The work organs shall be equipped by staff working on party-related matters in accordance with relevant regulations and provided with working funds to operate the Party Organizations.</p>
	<p><u>Article 8</u> The Company shall implement democratic management in accordance with the Constitution of the People’s Republic of China and relevant laws, establish a labor union organization and carry out activities thereof in accordance with the law, so as to protect legitimate rights and interests of employees. The Company shall provide the labor union organization with necessary activity conditions.</p>
<p>Article 8 These Articles is binding on the Company and its shareholders, directors, supervisors, president and other senior management, all of whom are entitled to claim rights regarding the affairs of the Company in accordance with these Articles.</p> <p>According to these Articles, a shareholder may take legal action against the Company, other shareholders, the directors, supervisors, president and other senior management of the Company, and the Company may also take legal action against shareholders.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p> <p>Other senior management referred to in the preceding paragraph include vice president, secretary to the board of directors and chief financial officer.</p>	<p><u>Article 10</u> These Articles is binding on the Company and its shareholders, members of the party committee of BAIC Motor Corporation Limited (the “Company Party Committee”) and members of the party discipline inspection committee of BAIC Motor Corporation Limited (the “Company Discipline Inspection Committee”), directors, supervisors, president and other senior management, all of whom are entitled to claim rights regarding the affairs of the Company in accordance with these Articles.</p> <p>According to these Articles, a shareholder may take legal action against the Company, other shareholders, the directors, supervisors, president and other senior management of the Company, and the Company may also take legal action against shareholders.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p> <p>Other senior management referred to in the preceding paragraph include vice president, secretary to the board of directors and chief financial officer.</p>

LETTER FROM THE BOARD

Original Articles	Amended Articles
	<p><u>Article 117 The Company shall establish a Company Party Committee and a Company Discipline Inspection Committee. The offices of chairman and the secretary to the Company Party Committee shall be held by the same person in principle, and there shall be a deputy secretary mainly responsible for party construction work. Members of the Company Party Committee can join the board of directors, the board of supervisors and the management through legal procedures. Eligible members of the board of directors, the board of supervisors and the management can also join the Company Party Committee in accordance with relevant requirements and procedures.</u></p> <p><u>The numbers of secretaries, deputy secretaries and members of the Company Party Committee and the Company Discipline Inspection Committee are set according to approval of the party committee of the higher level, and subject to election. When the party member representative congress is not in session, the party committee of the higher level may, if it considers it necessary, appoint the secretary and the deputy secretary to the Company Party Committee and the secretary to the Company Discipline Inspection Committee.</u></p>
	<p><u>Article 118 The Company Party Committee shall perform the following responsibilities.</u></p> <p><u>(1) It shall supervise the implementation of guiding principles and policies of the party and the state and the decisions and arrangements of the party committee of the higher level in the Company.</u></p> <p><u>(2) It shall carry out work with focus on production and operation of the Company, and support the board of directors, the board of supervisors and managers in exercising their powers in accordance with the law. It shall support the work of the employee representative congress according to law, and hear opinions of employees in making significant decisions. Significant matters involving vital interests of employees shall be considered at the employee representative congress.</u></p>

LETTER FROM THE BOARD

Original Articles	Amended Articles
	<p data-bbox="810 257 1358 704"><u>(3) It shall adhere to the integration of the principle of cadre management by the party with election of managers by the board of directors and exercise of the right to employ personnel by managers in accordance with the law. The Company Party Committee shall recommend the nominated candidates to the board of directors and the general manager, or consider the candidates nominated by the board of directors or the general manager and raise opinions and advice. The Company Party Committee and the board of directors shall assess proposed candidates and raise opinions and advice after collective discussion.</u></p> <p data-bbox="810 732 1358 902"><u>(4) It shall research and discuss the stability of reform and development, significant operation and management matters and significant issues involving vital interests of employees of the Company, and raise opinions and advice.</u></p> <p data-bbox="810 929 1358 1321"><u>(5) It shall assume the entity responsibility for fully strengthening party self-discipline, and direct the ideological and political work, united front work, construction of spirituality, construction of corporate culture, and mass work including work of the labor union and communist youth league in the Company. It shall direct the work of improving the party conduct and upholding integrity, and support the Company Discipline Inspection Committee in effectively performing the supervision responsibility.</u></p>

LETTER FROM THE BOARD

Original Articles	Amended Articles
<p>Article 123 The board of directors shall be accountable to the general meetings, and exercise the following powers:</p> <p>(1) to convene and report its work to the general meetings;</p> <p>(2) to implement resolutions of the general meeting;</p> <p>(3) to decide on the business plans and investment plans of the Company;</p> <p>(4) to formulate the plans for annual financial budgets and final accounts of the Company;</p> <p>(5) to formulate the plans for profit distribution and making up losses of the Company;</p> <p>(6) to formulate proposals for the increase or reduction of registered capital and the issue of shares, debentures or other securities and the listing project of the Company;</p> <p>(7) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;</p> <p>(8) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, bank facilities, entrusted wealth management and connected transactions, except those which shall be approved by the general meeting of the Company as prescribed by laws, regulations, ministerial rules or these Articles;</p> <p>(9) to decide on the establishment of the internal management organization of the Company;</p> <p>(10) to appoint or remove the president and secretary of the board of directors of the Company; to appoint or remove the senior management, such as the vice president and financial officer, of the Company pursuant to the nominations of the president and decide on their remuneration as well as reward and punishment;</p> <p>(11) to formulate the basic management system of the Company;</p> <p>(12) to prepare plans for amending these Articles;</p>	<p>Article 127 The board of directors shall be accountable to the general meetings, and exercise the following powers:</p> <p>(1) to convene and report its work to the general meetings;</p> <p>(2) to implement resolutions of the general meeting;</p> <p>(3) to decide on the business plans and investment plans of the Company;</p> <p>(4) to formulate the plans for annual financial budgets and final accounts of the Company;</p> <p>(5) to formulate the plans for profit distribution and making up losses of the Company;</p> <p>(6) to formulate proposals for the increase or reduction of registered capital and the issue of shares, debentures or other securities and the listing project of the Company;</p> <p>(7) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;</p> <p>(8) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, bank facilities, entrusted wealth management and connected transactions, except those which shall be approved by the general meeting of the Company as prescribed by laws, regulations, ministerial rules or these Articles;</p> <p>(9) to decide on the establishment of the internal management organization of the Company;</p> <p>(10) to appoint or remove the president and secretary of the board of directors of the Company; to appoint or remove the senior management, such as the vice president and financial officer, of the Company pursuant to the nominations of the president and decide on their remuneration as well as reward and punishment;</p> <p>(11) to formulate the basic management system of the Company;</p> <p>(12) to prepare plans for amending these Articles;</p>

LETTER FROM THE BOARD

Original Articles	Amended Articles
<p>(13) to manage information disclosure matters of the Company;</p> <p>(14) to propose to the general meetings as to the appointment or change of the accounting firm for the auditing of annual financial statements of the Company and decide on its auditing fee;</p> <p>(15) to receive the work reports of the president of the Company and to review the work of the president;</p> <p>(16) to decide the establishment of special committees and their compositions;</p> <p>(17) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general meetings and these Articles.</p> <p>Resolutions relating to the above, with the exception of items (6), (7) and (12) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.</p>	<p>(13) to manage information disclosure matters of the Company;</p> <p>(14) to propose to the general meetings as to the appointment or change of the accounting firm for the auditing of annual financial statements of the Company and decide on its auditing fee;</p> <p>(15) to receive the work reports of the president of the Company and to review the work of the president;</p> <p>(16) to decide the establishment of special committees and their compositions;</p> <p>(17) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general meetings and these Articles.</p> <p>Resolutions relating to the above, with the exception of items (6), (7) and (12) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.</p> <p><u>Before making resolutions relating to significant matters of the Company, the board of directors shall hear the opinions of the Company Party Committee in advance.</u></p>

The above amendments to the Articles of Association are subject to approval by the Shareholders at the EGM by way of special resolution as well as the approval by commerce authorities.

III. PROPOSED APPOINTMENT OF MR. MENG MENG AS SHAREHOLDER REPRESENTATIVE SUPERVISOR

Reference is made to the announcement of the Company dated 22 October 2018 in relation to the proposed change of Supervisor.

The Board of Supervisors resolved to propose to appoint Mr. Meng Meng as the shareholder representative Supervisor for a term commencing from the date of approval at the EGM until the expiration of the term of the third session of the Board of Supervisors.

Due to other job assignment, from the effective date of the above appointment of Mr. Meng Meng as the shareholder representative Supervisor, Mr. Jiang Dali will cease to serve as the shareholder representative Supervisor. Mr. Jiang Dali confirmed that he has no disagreement with the Board and the Board of Supervisors in any respect and there are no other matters relating to his resignation that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

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

Biography of Mr. Meng Meng:

Mr. Meng Meng (孟猛先生), aged 45, holds a master's degree in business administration and currently serves as the deputy general manager of Beijing Industrial Developing Investment Management Co., Ltd. (北京工業發展投資管理有限公司). Mr. Meng Meng previously served as the division manager of Zhonghongxin Jianyuan Certified Public Accountants Co., Ltd. (中鴻信建元會計師事務所有限公司) and Zhonghong Assets Appraisal Co., Ltd. (中鴻資產評估有限公司), the deputy director of finance department and legal and internal risk control department of China Network Communications Group Co., Ltd. (中國網絡通信集團有限公司), the director of risk management and legal affairs department of China Network Communications Group Co., Ltd., the director of legal and risk management department and finance department of China United Network Communications Co., Ltd. (中國聯合網絡通信集團有限公司), and the director of financing department and internal audit department of HyalRoute Communication Group Limited (海容通信集團有限公司). He has been serving as the deputy general manager of Beijing Industrial Developing Investment Management Co., Ltd. since January 2018.

Save as disclosed above, Mr. Meng Meng 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the Latest Practicable Date.

Save as disclosed above, Mr. Meng Meng confirmed that, there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning the appointment of Mr. Meng Meng as the shareholder representative Supervisor that need to be brought to the attention of the Shareholders.

If the proposed appointment of Mr. Meng Meng as the shareholder representative Supervisor is approved at the EGM, the Company will enter into relevant Supervisor's service contract with him as soon as possible. Mr. Meng Meng will not receive any remuneration from the Company for his role as the shareholder representative Supervisor.

LETTER FROM THE BOARD

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 notice of the EGM 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 EGM.

VI. THE EGM

The Notice of the EGM to be held at 9:30 a.m. on Friday, 28 December 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 13 to 14 of this circular. The form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the HKEXnews website of the Hong Kong Stock Exchange and the website of the Company.

If you wish to attend the EGM (in person or by proxy), please complete and return the reply slip to the Hong Kong H Share Registrar of the Company, 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 Room 3-069, 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, 8 December 2018. The Company will convene the EGM if Shareholders intending to attend the meeting hold Shares with voting rights exceeding half of the total number of Shares with voting rights in the Company. If not, the Company will convene the meeting by informing the Shareholders once again of the matters to be considered at the meeting as well as the date and place of the meeting in the form of a public announcement or other forms prescribed by the Articles of Association within five days.

Whether or not you propose to attend the EGM, holders of H Shares of the Company are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong H 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 form of proxy shall be returned to the Board of Directors' Office of the Company at Room 3-069, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

LETTER FROM THE BOARD

VII. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the Shareholders to attend the EGM, the register of members of the Company will be closed from Wednesday, 28 November 2018 to Friday, 28 December 2018 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the EGM, all transfer documents must be lodged with the 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, 27 November 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 Tuesday, 27 November 2018.

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

NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING



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 THE 2018 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 second extraordinary general meeting (the “**2018 Second EGM**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held 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 at 9:30 a.m. on Friday, 28 December 2018 for the purpose of considering, and if thought fit, passing the following resolutions (with or without modifications). Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 12 November 2018:

Special Resolution

1. Proposed Amendments to the Articles of Association

Ordinary Resolution

2. Appointment of Mr. Meng Meng as the Shareholder Representative Supervisor of the Company

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

Beijing, the PRC, 12 November 2018

* For identification purpose only

NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

- (A) The register of members of the Company will be closed from Wednesday, 28 November 2018 to Friday, 28 December 2018 (both days inclusive), during which period no transfer of Shares will be registered. 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 on Tuesday, 27 November 2018 are all entitled to attend and vote at the 2018 Second EGM following completion of the registration procedures. To be eligible to attend and vote at the 2018 Second EGM, all the transfer documents of H 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 no later than 4:30 p.m. on Tuesday, 27 November 2018 (for holders of H Shares), or the China Securities Depository and Clearing Corporation Limited at No. 17 Tai Ping Qiao Street, Xicheng District, Beijing, the PRC no later than 4:00 p.m. on Tuesday, 27 November 2018 (for holders of Domestic Shares).
- (B) Shareholders intending to attend the 2018 Second EGM in person should complete and return the reply slip by hand, 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's office at Room 3-069, 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, 8 December 2018.
- (C) Each Shareholder entitled to attend and vote at the 2018 Second EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2018 Second EGM on his 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.
- (D) 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.
- (E) 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's office at Room 3-069, 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 2018 Second EGM 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.
- (F) A Shareholder or his proxy should produce proof of identity when attending the 2018 Second EGM. To attend the meeting, where a Shareholder is a legal person, the legal representative of that Shareholder or the person authorized by the Board or other governing body shall produce a copy of the authorization documents of the Board or other governing body of such Shareholder appointing such person to attend the meeting.
- (G) The 2018 Second EGM is expected to last for half day. Shareholders who attend the 2018 Second EGM shall bear their own travelling and accommodation expenses.