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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 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 annual general meeting (“**2018 AGM**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Tuesday, June 18, 2019 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).

Ordinary Resolutions

1. Report of the Board of Directors for 2018
2. Report of the Board of Supervisors for 2018
3. Financial Report for 2018
4. Profits Distribution and Dividends Distribution Plan for 2018
5. Re-appointment of International Auditor and Domestic Auditor for 2019

* *For identification purpose only*

6. Renewal of Continuing Connected Transactions with Beijing Automotive Group Co., Ltd.:
 - 6.1 Purchase of products transactions between the Group and Beijing Automotive Group Co., Ltd. and its associates under the Products and Services Purchasing Framework Agreement
 - 6.2 Purchase of services transactions between the Group and Beijing Automotive Group Co., Ltd. and its associates under the Products and Services Purchasing Framework Agreement
 - 6.3 Sale of products transactions between the Group and Beijing Automotive Group Co., Ltd. and its associates under the Provision of Products and Services Framework Agreement
 - 6.4 Deposit transactions between the Group and BAIC Group Finance Co., Ltd. under Financial Services Framework Agreement
7. Appointment of Mr. Jin Wei (金偉) as the Non-executive Director of the Company
8. Provision of guarantee for BAIC Automobile SA Proprietary Limited

Special Resolutions

9. General Mandate for the Issuance of Debt Financing Instruments
10. General Mandate for the Issuance of Shares
11. General Mandate for the Repurchase of Shares

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

Beijing, the PRC, April 30, 2019

Notes:

- (A) The register of members of the Company will be closed from Sunday, May 19, 2019 to Tuesday, June 18, 2019 (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 Friday, May 17, 2019 are entitled to attend and vote at the 2018 AGM following completion of the registration procedures. To be eligible to attend and vote at the 2018 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 Friday, May 17, 2019 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 Friday, May 17, 2019.
- (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 Monday, June 24, 2019 to Saturday, June 29, 2019 (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 Friday, June 21, 2019, 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 Friday, June 21, 2019.
- (C) Shareholders intending to attend the 2018 AGM should complete and return the reply slip for attending the 2018 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 3-069, 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 Wednesday, May 29, 2019.
- (D) Each shareholder entitled to attend and vote at the 2018 AGM may, by completing the form of proxy, appoint one or more proxies to attend and vote at the 2018 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 (E) 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 3-069, 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 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 2018 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 2018 AGM is expected to last for half a day. Shareholders who attend the 2018 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; Ms. Shang Yuanxian and Mr. Yan Xiaolei, as non-executive Directors; Mr. Chen Hongliang, as executive Director; Mr. Xie Wei, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Bodo Uebber, Ms. Jiao Ruifang and Mr. Lei Hai, 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.