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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 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 APPOINTMENT OF NON-EXECUTIVE DIRECTORS

A letter from the Board is set out on pages 3 to 8 of this circular.

The notice of the EGM to be held at 9:30 a.m. on Tuesday, October 27, 2020 at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC, together with the form of proxy and the reply slip have been despatched to the Shareholders on Friday, September 11, 2020.

Whether or not you propose to attend the EGM, you are requested to complete the 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 (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, Shunyi District, Beijing, the PRC (for holders of Domestic Shares). The form of proxy shall be returned not less than 24 hours before the time appointed for 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 should you so wish 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 the 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 at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (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, Shunyi District, Beijing, the PRC (for holders of Domestic Shares), on or before Wednesday, October 7, 2020.

Reminder in relation to pandemic prevention and control: In view of the continuing risks of the COVID-19 outbreak, the Company will closely monitor the epidemic conditions and take appropriate precautionary measures in accordance with the relevant requirements on the epidemic prevention and control in Beijing. The Company particularly reminds the Shareholders and participants who intend to attend the EGM to continue to pay attention to the latest development of the epidemic, adopt proper personal prevention measures and comply with the requirements on the epidemic prevention and control (including the relevant requirements on the epidemic prevention and control in Beijing) for their health and safety.

* For identification purpose only

September 18, 2020

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DEFINITIONS

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

“EGM”	the first extraordinary general meeting of the Company for the year 2020 to be convened and held
“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
“Company”	BAIC Motor Corporation Limited (北京汽車股份有限公司), a joint stock limited 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”	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”	September 14, 2020
“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

DEFINITIONS

“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	Domestic Shares and H Shares

LETTER FROM THE BOARD



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北京汽車股份有限公司
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Directors:

Name	Position
Ms. Shang Yuanxian	<i>Non-executive Director</i>
Mr. Chen Hongliang	<i>Executive Director</i>
Mr. Xie Wei	<i>Non-executive Director</i>
Mr. Qiu Yinfu	<i>Non-executive Director</i>
Mr. Hubertus Troska	<i>Non-executive Director</i>
Mr. Harald Emil Wilhelm	<i>Non-executive Director</i>
Mr. Jin Wei	<i>Non-executive Director</i>
Mr. Lei Hai	<i>Non-executive Director</i>
Mr. Ge Songlin	<i>Independent non-executive Director</i>
Mr. Wong Lung Tak Patrick	<i>Independent non-executive Director</i>
Mr. Bao Robert Xiaochen	<i>Independent non-executive Director</i>
Mr. Zhao Fuquan	<i>Independent non-executive Director</i>
Mr. Liu Kaixiang	<i>Independent non-executive Director</i>

Registered Address:

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

Headquarter:

No. 99 Shuanghe Street
Shunyi District
Beijing 101300
the PRC

Principal Place of

Business in Hong Kong:
31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

September 18, 2020

To the Shareholders

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS

I. INTRODUCTION

The Company intends to hold the EGM at 9:30 a.m. on Tuesday, October 27, 2020 at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with details of the resolutions proposed by the Board at the EGM in relation to (i) the proposed appointment of Mr. Jiang Deyi as a non-executive Director and (ii) the proposed appointment of Mr. Liao Zhenbo as a non-executive Director, and provide all the information reasonably required to enable you to make an informed decision on whether to vote for or against or abstain from voting on those resolutions. Such resolutions and details are set out in the letter from the Board.

II. PROPOSED APPOINTMENT OF MR. JIANG DEYI AS THE NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated September 11, 2020 in relation to the resignation of the chairman of the Company and proposed appointment of non-executive Director.

Due to work re-designation, Mr. Xu Heyi has resigned as the chairman, a non-executive Director, the chairman of the strategy committee and the chairman of the nomination committee under the Board of the Company with effect from September 9, 2020. Mr. Xu Heyi 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 and the Board would like to express its sincere appreciation to Mr. Xu Heyi for his excellent contributions made to the standard operation and high quality development of the Company during his tenure of office.

The Board resolved at the meeting held on September 11, 2020 to propose to appoint Mr. Jiang Deyi as a non-executive Director 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.

The biographical details of Mr. Jiang Deyi required to be disclosed pursuant to the Rule 13.51(2) of the Listing Rules are as follows:

Mr. Jiang Deyi (姜德義), born in February 1964, holds a doctoral degree in engineering. He is a senior economist and senior engineer. He currently acts as the secretary to the communist party committee and the chairman of Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司).

From August 1986 to March 2006, Mr. Jiang Deyi served as a cadre of the technical department, plant director assistant, deputy chief engineer, deputy plant director, executive deputy plant director, and plant director of Beijing Liulihe Cement Plant (北京市琉璃河水泥廠), and deputy chief engineer, general manager assistant, head of the cement business department and manager of the cement branch of BBMG Group Company Limited (北京金隅集團有限責任公司); from March 2006 to April 2009, he served as the deputy general manager of BBMG Corporation (北京金隅股份有限公司) and head of the cement business department of BBMG Corporation, the general manager of Hebei Taihang Huaxin Building Materials Co.,

LETTER FROM THE BOARD

Ltd. (河北太行華信建材有限責任公司), and the chairman and general manager of Hebei Taihang Cement Co., Ltd. (河北太行水泥股份有限公司); from April 2009 to June 2015, he served as an executive director and the president of BBMG Corporation, a member of the standing committee of the communist party committee of BBMG Group Company Limited, a member of the standing committee of the communist party committee of each of BBMG Group Company Limited and BBMG Corporation, and an executive director and general manager of BBMG Corporation; from June 2015 to September 2016, he served as the secretary to the communist party committee of each of BBMG Group Company Limited and BBMG Corporation, the chairman of BBMG Group Company Limited, and the chairman, an executive director and general manager of BBMG Corporation. From September 2016 to June 2018, he served as the secretary to the communist party committee of each of BBMG Group Company Limited and BBMG Corporation, the chairman of BBMG Group Company Limited, and the chairman and an executive director of BBMG Corporation. From June 2018 to July 2020, he served as the secretary to the communist party committee and the chairman (served as the chairman until August 2020) of BBMG Corporation (北京金隅集團股份有限公司). Mr. Jiang Deyi has served as the secretary to the communist party committee and the chairman of Beijing Automotive Group Co., Ltd. since July 2020.

Save as disclosed above, Mr. Jiang Deyi 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. Jiang Deyi 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. Jiang Deyi as the non-executive Director that need to be brought to the attention of the Shareholders.

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

III. PROPOSED APPOINTMENT OF MR. LIAO ZHENBO AS THE NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated July 24, 2020 in relation to the proposed change of non-executive Director.

The Board resolved at the meeting held on July 24, 2020 to propose to appoint Mr. Liao Zhenbo as a non-executive Director 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.

LETTER FROM THE BOARD

Mr. Yan Xiaolei has resigned as the non-executive Director, a member of the strategy committee and the audit committee under the Board due to job reassignment with effect from July 24, 2020. Mr. Yan Xiaolei 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 biographical details of Mr. Liao Zhenbo required to be disclosed pursuant to the Rule 13.51(2) of the Listing Rules are as follows:

Mr. Liao Zhenbo (廖振波), born in December 1961, holds a bachelor of engineering and currently serves as the deputy general manager of Beijing Automotive Group Co., Ltd. as well as a member of the strategy committee under the Board of the Company.

Mr. Liao Zhenbo successively served as the assistant engineer, the engineer and the senior engineer of technology foundation department and vehicle test department under technology centre of Dongfeng Motor Corporation (東風汽車集團有限公司), the project manager, the deputy director (section chief) and the senior international business operator of international cooperation section under international cooperation department of Dongfeng Motor Corporation, the director of international cooperation division under strategic planning department of Dongfeng Motor Corporation, the deputy head of the strategic planning department and the director of international cooperation division of Dongfeng Motor Corporation, the head of the strategic planning department of Dongfeng Motor Corporation, the deputy chief engineer and the chief engineer for corporate planning in Dongfeng Motor Corporation, the vice president of Shenzhen Bak Battery Co., Ltd. (深圳市比克電池有限公司) and general manager of prismatic batteries business unit of Shenzhen Bak Power Battery Co., Ltd. (深圳市比克動力電池有限公司), the president of Shenzhen Bak Power Battery Co., Ltd. He serves as the deputy general manager of Beijing Automotive Group Co., Ltd. since September 2019. From July 2020, Mr. Liao Zhenbo has served as a member of the strategy committee under the Board of the Company.

Save as disclosed above, Mr. Liao Zhenbo 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. Liao Zhenbo 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. Liao Zhenbo as the non-executive Director that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

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

IV. POLL PROCEDURE

Pursuant to Rules 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. Results of the poll voting will be posted on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the conclusion of the EGM.

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 above-mentioned resolutions at the EGM.

VI. THE EGM

The notice of the EGM to be held at 9:30 a.m. on Tuesday, October 27, 2020 at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC, together with the form of proxy for use at the EGM and the reply slip have been despatched to the Shareholders on Friday, September 11, 2020 in accordance with the Listing Rules. The notice of the EGM and the form of proxy were also published on the websites of the Hong Kong Stock Exchange and the Company.

If you wish to attend the EGM (in person or by proxy), please complete and return the reply slip to the 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 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, Shunyi District, Beijing, the PRC (for holders of Domestic Shares) on or before Wednesday, October 7, 2020. 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.

LETTER FROM THE BOARD

Whether or not you propose to attend the EGM, you are requested to complete the 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 (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, Shunyi District, Beijing, the PRC (for holders of Domestic Shares). The form of proxy shall be returned not less than 24 hours before the time appointed for 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 should you so wish at the EGM or any adjournment thereof if they so wish.

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 Sunday, September 27, 2020 to Tuesday, October 27, 2020 (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 Friday, September 25, 2020 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, September 25, 2020.

**The Board of Directors of
BAIC Motor Corporation Limited**