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If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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 Directors of the Fourth Session of the
Board of Directors
Remuneration of Independent Non-executive Directors
Proposed Appointment of Non-employee Representative Supervisors
of the Fourth Session of the Board of Supervisors
Proposed Amendments to the Articles of Association
Proposed Amendments to the Rules of Procedures for the
Shareholders' General Meetings
Proposed Provision of Facility Guarantee to BAIC HK
and
Notice of the 2021 First Extraordinary General Meeting**

A letter from the Board is set out on pages 3 to 10 of this circular.

The notice of the EGM to be held at 9:30 a.m. on Wednesday, March 24, 2021 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 is set out on pages 34 to 36 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.hkexnews.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, 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 the EGM in person or by proxy, 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 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 Thursday, March 4, 2021.

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 its 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

February 5, 2021

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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
“Rules of Procedures for the Shareholders’ General Meetings”	the rules of procedures for the shareholders’ general meetings 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)
“BAIC HK”	BAIC Hong Kong Investment Corp. Limited, a wholly-owned subsidiary of the Company
“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 first extraordinary general meeting of the Company for the year 2021 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 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

“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
“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. Jiang Deyi

*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. Liao Zhenbo

Non-executive Director

Mr. Chen Hongliang

Non-executive Director

Ms. Shang Yuanxian

Non-executive Director

Mr. Xie Wei

Non-executive Director

Mr. Qiu Yinfu

Non-executive Director

Mr. Hubertus Troska

Non-executive Director

Headquarters:

Mr. Harald Emil Wilhelm

Non-executive Director

No. 99 Shuanghe Street
Shunyi District
Beijing 101300
the PRC

Mr. Jin Wei

Non-executive Director

Mr. Lei Hai

Non-executive Director

Mr. Ge Songlin

Independent non-executive Director

Mr. Wong Lung Tak Patrick

Independent non-executive Director

Mr. Bao Robert Xiaochen

Independent non-executive Director

*Principal Place of
Business in Hong Kong:*

Mr. Zhao Fuquan

Independent non-executive Director

Mr. Liu Kaixiang

Independent non-executive Director

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

February 5, 2021

To the Shareholders

**Proposed Appointment of Directors of the Fourth Session of the
Board of Directors**

Remuneration of Independent Non-executive Directors

**Proposed Appointment of Non-employee Representative Supervisors
of the Fourth Session of the Board of Supervisors**

Proposed Amendments to the Articles of Association

**Proposed Amendments to the Rules of Procedures for the
Shareholders' General Meetings**

Proposed Provision of Facility Guarantee to BAIC HK

* *For identification purpose only*

LETTER FROM THE BOARD

I. INTRODUCTION

The Company intends to hold the EGM at 9:30 a.m. on Wednesday, March 24, 2021 at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry Research and Development Base, No.99 Shuanghe Road, Shunyi District, Beijing, the PRC. The notice to convene the EGM is set out on pages 34 to 36 of this circular.

The purpose of this circular is to provide you with details of the resolutions to be proposed by the Board of Directors to the Shareholders for them to consider and approve as ordinary resolutions or special resolution, as the case may be, at the EGM and to 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 at those resolutions. Such resolutions and details are set out in the letter from the Board.

II. MATTERS TO BE RESOLVED AT THE EGM

Ordinary Resolutions

1. Proposed appointment of Directors of the fourth session of the Board of Directors

As the term of the third session of the Board of Directors has expired, the Board of Directors hereby nominates some of the candidates among the 15 Directors of the fourth session of the Board of Directors as follows:

Director Candidates

Mr. Jiang Deyi (姜德義)	Non-executive Director
Mr. Liao Zhenbo (廖振波)	Non-executive Director
Mr. Chen Hongliang (陳宏良)	Non-executive Director
Mr. Hu Hanjun (胡漢軍)	Non-executive Director
Mr. Huang Wenbing (黃文炳)	Executive Director
Mr. Ye Qian (葉芊)	Non-executive Director
Mr. Ge Songlin (葛松林)	Independent non-executive Director
Ms. Yin Yuanping (尹援平)	Independent non-executive Director
Mr. Xu Xiangyang (徐向陽)	Independent non-executive Director
Mr. Tang Jun (唐鈞)	Independent non-executive Director
Mr. Edmund Sit (薛立品)	Independent non-executive Director

The above list of the Director candidates may not include all Director candidates of the fourth session of the Board of Directors. If new Director candidates are nominated subsequently, the Company will make further supplementary circular as appropriate.

The above list of the Director candidates of the fourth session of the Board of Directors will be proposed at the EGM for voting. The term of the Directors of the fourth session of the Board of Directors shall be three years with effect from the date of approval at the EGM.

LETTER FROM THE BOARD

The biographies of the above Director candidates of the fourth session of the Board of Directors and further details related to their appointments are set out in Appendix I to this circular.

If the appointment of the above Director candidates is approved at the EGM, the Company will enter into a service contract with each of them as soon as possible after their terms of office come into effect. Except for the independent non-executive Directors, all Directors will not receive any remuneration from the Company for their directorships.

Save as disclosed above, each of the Director candidates confirmed that (1) he/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) he/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) he/she 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 date of this circular.

Save as disclosed above, each of the Director candidates 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 that need to be brought to the attention of the Shareholders.

In relation to the composition of the fourth session of the Board, the Board, with the assistance and recommendation from the nomination committee of the third session of the Board, has comprehensively reviewed and considered from various aspects the structure, size, composition and taken into consideration the Board diversify policy. In addition, the Board has assessed the independence of each of independent non-executive Directors pursuant to Corporate Governance Code and the Listing Rules and resolved the proposed appointment of Mr. Ge Songlin, Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun and Mr. Edmund Sit as independent non-executive Directors at the EGM. Given that Mr. Ge Songlin, Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun and Mr. Edmund Sit do not hold any directorship in more than seven or more listed companies, the Board believes that they can commit sufficient time to fulfill their director's duties.

Mr. Ge Songlin, Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun and Mr. Edmund Sit have extensive experience in their respective fields, and obtain different skills, knowledge and experience. The Board believes that they have the necessary characters, integrity and experience, and that they will continue to contribute to the diversity of the Board and effectively perform their duties as independent non-executive Directors.

LETTER FROM THE BOARD

2. Remuneration of independent non-executive Directors

Until otherwise determined by an ordinary resolution of Shareholders, the Board of Directors hereby recommends that the remuneration of independent non-executive Directors of the fourth session of the Board of Directors of the Company be RMB120,000 per year (before tax) per individual, with effect from the date of approval at the EGM.

3. Proposed appointment of non-employee representative Supervisors of the fourth session of the Board of Supervisors

As the term of the third session of the Board of Supervisors has expired, the Board of Supervisors hereby nominates the non-employee representative Supervisor candidates of the fourth session of the Board of Supervisors as follows:

Supervisor Candidates

Mr. Sun Zhihua (孫智華)	Non-employee representative Supervisor
Mr. Zhou Xuehui (周雪輝)	Non-employee representative Supervisor
Ms. Qiao Yufei (喬雨菲)	Non-employee representative Supervisor

The above list of the non-employee representative Supervisor candidates of the fourth session of the Board of Supervisors will be proposed at the EGM for voting. The term of the Supervisors of the fourth session of the Board of Supervisors shall be three years with effect from the date of approval at the EGM.

The biographies of the above non-employee representative Supervisor candidates of the fourth session of the Board of Supervisors and further details related to their appointments are set out in Appendix II to this circular.

If the appointment of the above non-employee representative Supervisor candidates is approved at the EGM, the Company will enter into a service contract with each of them as soon as possible after their terms of office come into effect. Non-employee representative Supervisors will not receive any remuneration from the Company for serving as non-employee representative Supervisors.

Save as disclosed above, each of the non-employee representative Supervisor candidates confirmed that (1) he/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) he/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) he/she 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 date of this circular.

LETTER FROM THE BOARD

Save as disclosed above, each of the non-employee representative Supervisor candidates 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 that need to be brought to the attention of the Shareholders.

4. Proposed amendments to the Rules of Procedures for the Shareholders' General Meetings

Reference is made to the announcement of the Company dated February 4, 2021, in respect of the proposed amendments to the Rules of Procedures for the Shareholders' General Meetings.

For the purpose of perfecting the operating mechanism of the shareholders' general meetings, the Board, in light of regulatory requirements and the Company's actual circumstances, proposes to make amendments to the Rules of Procedures for the Shareholders' General Meetings on February 4, 2021 and it is proposed that the amendments to the Rules of Procedures for the Shareholders' General Meetings be approved at the EGM by an ordinary resolution. Such amendments shall take effect from the date of approval at the EGM.

The details of specific proposed amendments are set out in Appendix III to this circular.

5. Proposed provision of Facility Guarantee to BAIC HK

BAIC HK is a functional wholly-owned subsidiary of non-production and operation, principally engaging in overseas investment and financing.

In order to meet the BAIC HK's need of operation and functional display, the Board resolved the provision of a joint and several liability guarantee by the Company in respect of the full amount of the facility of BAIC HK equivalent to not exceeding RMB2.405 billion ("**Facility Guarantee**"). The amount is a rolling guarantee amount and may be reused. It is also proposed at the EGM that the Board of Directors is authorised and approved to authorise the Company's management to decide and handle matters regarding the Facility Guarantee within the limit of the Facility Guarantee.

LETTER FROM THE BOARD

The authorisation shall take effect from the date of the approval at the EGM to the following (whichever is the earliest):

1. The expiry of 18 months from the date of approval for the resolution at the EGM;
2. The date of authorisation for the Company's new Facility Guarantee for BAIC HK subject to the approval from the ultimate decision-making institutions as stipulated by the Articles of Association;
3. The date of termination of the Company's Facility Guarantee for BAIC HK under the resolution subject to the approval from the ultimate decision-making institutions as stipulated by the Articles of Association;

Transactions thereunder the Facility Guarantee do not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules, nor a connected transaction of the Company under Chapter 14A of the Listing Rules.

Special Resolution

6. Proposed amendments to the Articles of Association

Reference is made to the announcement of the Company dated February 4, 2021, in respect of the proposed amendments to the Articles of Association.

In order to better satisfy the requirements of corporate governance and compliance operation, the Board proposes to amend the Articles of Association and it is proposed that the amendments to the Articles of Association be approved at the EGM by a special resolution in accordance with the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) and other regulatory regulations and in light of the information of the Company's investors and adjustments on the structure of the Board of Supervisors as well as other actual situations. Such amendments shall take effect from the date of approval at the EGM.

The details of specific proposed amendments are set out in Appendix IV to this circular.

III. 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.

LETTER FROM THE BOARD

IV. 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.

V. THE EGM

The notice of the EGM to be held at 9:30 a.m. on Wednesday, March 24, 2021 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 is set out on pages 34 to 36 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, Shunyi District, Beijing, the PRC (for holders of Domestic Shares) on or before Thursday, March 4, 2021. 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, 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

VI. 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 Monday, February 22, 2021 to Wednesday, March 24, 2021 (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, February 19, 2021 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, February 19, 2021.

By order of the Board

BAIC Motor Corporation Limited

Wang Jianhui

Secretary to the Board of Directors and Company Secretary

BIOGRAPHIES OF DIRECTOR CANDIDATES

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 chairman and a non-executive Director of the Company, 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) and a member of 13th Beijing Municipal Committee of the Chinese People's Political Consultative Conference in the meantime.

Mr. Jiang Deyi has more than 30 years of experience in corporate management. Since 1986, he served as a technical cadre, 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 a deputy chief engineer, an assistant to the general manager, the head of the cement business department, the manager of the cement branch and a member of the standing committee of the party committee of BBMG Group Company Limited (北京金隅集團有限責任公司), the deputy general manager, the head of the cement business department, the manager of the cement branch, an executive director and president of BBMG Corporation (北京金隅股份有限公司), the general manager of Hebei Taihang Huaxin Building Materials Co., 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). He served as a member of the standing committee of the party committee, the secretary to the party committee and the chairman of BBMG Group Company Limited (BBMG Corporation) and the secretary to the party committee and the chairman of BBMG Corporation, as well as the chairman of BAIC BluePark New Energy Technology Co., Ltd. and other positions.

Mr. Liao Zhenbo (廖振波), born in December 1961, holds a bachelor of engineering and currently serves as the a non-executive Director of the Company and deputy general manager of Beijing Automotive Group Co., Ltd. in the meantime.

Mr. Liao Zhenbo has more than 30 years of experience in the automobile industry. Since 1983, he 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, the director of international cooperation division under strategic planning department, and the deputy head of the strategic planning department, the head of the strategic planning department as well as the deputy chief engineer and the chief engineer for corporate planning in Dongfeng Motor Corporation. Besides, he served as 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 and the president of Shenzhen Bak Power Battery Co., Ltd. (深圳市比克動力電池有限公司).

Mr. Chen Hongliang (陳宏良), born in January 1965, holds a master's degree in engineering and is a researcher-level senior engineer. At present, he works as a non-executive Director of the Company and an assistant to the general manager, the head of the operation and management department in Beijing Automotive Group Co., Ltd. in the meantime. He also serves as the chairman of the board of directors of Beijing Hyundai Motor Company Limited and of Fujian Benz Automotive Co., Ltd., a director of Mercedes-Benz Leasing Company, the chairman of the board of directors of BAIC Hong Kong Investment Corp. Limited, an executive director of BAIC Investment Co., Ltd., a director of China Association of Automobile Manufacturers (中國汽車工業協會), a standing director of Beijing Association of Automobile Manufacturers (北京汽車行業協會), and a standing director of Beijing Automobile Economic Research Association (北京汽車經濟研究會).

Mr. Chen Hongliang has more than 30 years of experience in the automobile industry. Since 1988, he acted as the deputy workshop director, the workshop director and the deputy factory director of Nanjing Automobile Factory (南京汽車製造廠), the deputy director of the vehicle body plant, the deputy director of the general manager office, the head of the procurement department (deputy director-level), the head and the secretary of the party committee of the assembly plant, the deputy general manager and the deputy secretary of the party committee of NAVECO Ltd., the deputy general manager (director-level) of the Passenger Vehicle Business Department of Beijing Automotive Group Co., Ltd., the secretary of the party committee and the general manager of Zhuzhou Branch of the Company, a member of the party committee and the vice president of the Company, the secretary of the party committee and the senior executive vice president of Beijing Benz Automotive Co., Ltd., and an executive director, the president and the deputy secretary of the party committee of the Company, etc.

Mr. Hu Hanjun (胡漢軍), born in October 1971, holds a master's degree in business administration and is a senior economist. At present, he serves as the secretary to the Board and the head of department of investment and asset management of Beijing Automotive Group Co., Ltd. In the meantime, he serves as the director of BAIC Automotive Asset Operation Management Co., Ltd., Beijing General Aviation Co. Ltd., BAIC ROCAR Automobile Services & Trade Co., Ltd., BAIC International HK Co., Ltd. (北京汽車國際香港有限公司) and of Bohai Automotive Systems Co., Ltd.

Mr. Hu Hanjun has nearly 30 years of experience in the automobile industry. Since 2009, Mr. Hu Hanjun acted successively as an assistant to the general manager and the head of finance operation department of Beijing ROCAR Automobile Services & Trade Co., Ltd. (北京鵬龍汽車服務貿易有限公司), a member of the party committee and the deputy general manager of BAIC ROCAR Automobile Services & Trade Co., Ltd. (北京北汽鵬龍汽車服務貿易股份有限公司), a member of the joint party committee of BAIC Rocar Services & Trade (北汽鵬龍服務貿易), the deputy general manager of BAIC ROCAR Automobile Services & Trade Co., Ltd., the head of asset management department and of investment and asset management department of Beijing Automotive Group Co., Ltd.

Mr. Huang Wenbing (黃文炳), born in March 1973, holds a bachelor's degree and is a senior engineer. At present, he serves as the secretary of the party committee and the president of the Company, the director of Beijing Benz Automotive Co., Ltd. and Beijing Mercedes-Benz Sales Service Co., Ltd. and an executive director of BAIC Motor Powertrain Co., Ltd. (北京汽車動力總成有限公司), BAIC Guangzhou Automotive Co., Ltd. (北汽(廣州)汽車有限公司), Beijing Beinei Engine Parts and Components Co., Ltd. and BAIC Powertrain System (Zhuzhou) Co., Ltd. (北汽動力系統(株洲)有限公司), as well as the chairman of China Automobile Development United (Beijing) Technology Investment Co., Ltd.

Mr. Huang Wenbing has more than 20 years of experience in the automobile industry. Since 1995, he served as the technician of quality management department in Yuejin Motor Group (躍進汽車集團公司), the quality supervisor of the assembly plant of Nanjing FIAT, the head of the quality management department in Wu Xi Branch of Yuejin Motor Group and in Changsha Zotye Auto Industrial Company Limited (長沙眾泰汽車工業有限公司), person-in-charge of the quality management department, the head of quality control department and deputy general manager of Zhuzhou Branch of the Company, the deputy head of quality center of the Company, the general manager of Zhuzhou Branch of the Company, as well as the vice president, the director of the production and technology center and the director of the operation center of the Company.

Mr. Ye Qian (葉芊), born in September 1984, holds a master's degree in business administration. At present, he is the executive member of the investment and acquisition business group (投資併購事業群執行委員) of Beijing Shougang Fund Co., Ltd. (北京首鋼基金有限公司), an executive director of Shougang Concord Century Holdings Limited, and the general manager of Beijing Shouyuan Xinneng Investment Management Co., Ltd., as well as the director of Beijing West Fund Management Co., Ltd.

Mr. Ye Qian has more than 10 years of experience in the investment management. Since 2007, Mr. Ye Qian served successively as a senior manager of Great Wall Motor Company Limited* (長城汽車股份有限公司) and of the office of China Chamber of International Commerce, a deputy representative of Representative Office in Hong Kong & Macao of CCPIT, a deputy director (presiding) of office of China Chamber of International Commerce, a deputy head of PPP department of Beijing Shougang Fund Co., Ltd., an assistant to the general manager of Beijing West Fund Management Co., Ltd. as well as a non-executive director of Shougang Concord Century Holdings Limited.

Mr. Ge Songlin (葛松林), born in September 1955, holds a doctoral degree in engineering in Italy and a senior engineer at a professor level. At present, he serves as an independent non-executive Director of the Company, the specialized deputy secretary general of Society of Automotive Engineering of China, the secretary general of the working committee of Science and Technology Award of China Automobile Industry (中國汽車工業科技獎勵工作委員會) and

an editor-in-chief of the academic journal Automotive Engineering, a distinguished professor at Hefei University of Technology, Jiangsu University and Changsha University of Science and Technology and a member of the academic committee of the key lab of Shanghai Jiaotong University.

Mr. Ge Songlin has nearly 40 years of experience in the automobile industry. He served as an assistant lecturer, lecturer, associate professor and professor in Hefei University of Technology since 1982. In 1992, he went to University of Florence in Italy for a doctoral degree study and later in 1997 he served as a senior engineer in the automobile industry department of the Ministry of Machine-Building Industry and the deputy secretary general of Society of Automotive Engineering of China after returning China.

Ms. Yin Yuanping (尹援平), born in March 1956, holds a bachelor's degree in economics. At present, she is the vice council president (駐會副會長) of China Enterprise Confederation/China Enterprise Directors Association (中國企業聯合會/中國企業家協會, the "CEC") as well as the president of China Enterprise Management Science Foundation (中國企業管理科學基金會).

Ms. Yin Yuanping has more than 30 years of experience in corporate management. Since 1989, Ms. Yin Yuanping acted as the vice president and vice general editor, the president and general editor of CEC Enterprise Management Publishing House (中國企聯企業管理出版社), the vice president, the vice chairman, the standing vice chairman and the secretary to the party committee as well as the standing vice president of CEC.

Mr. Xu Xiangyang (徐向陽), born in May 1965, a doctor in electronic engineering, is a professor in School of Transportation Science and Engineering (交通科學與工程學院), a director of academic committee (學術委員會) and a doctoral tutor of Beihang University (北京航空航天大學) at present, as well as a standing director and a fellow of Society of Automotive Engineers China (中國汽車工程學會), a standing deputy director of the National Automatic Transmission Engineering Technology Research Center for Passenger Vehicles (國家乘用車自動變速器工程技術研究中心) and an independent non-executive director of Cheshi Holdings Limited.

Mr. Xu Xiangyang has more than 30 years of experience in the automobile industry. Since 1990, Mr. Xu Xiangyang acted as an assistant lecturer, lecturer, associate professor and professor in School of Automotive Engineering (汽車工程學院) of Harbin Institute of Technology (哈爾濱工業大學), a visiting scholar in Daimler AG, a professor and deputy director in House of Automotive Engineering (汽車工程系) as well as a professor and vice president in School of Transportation Science and Engineering of Beihang University.

Mr. Tang Jun (唐鈞), born in March 1978, is a doctor in management. At present, he is a director of the Crisis Management Research Center and a professor and a doctoral tutor in School of Public Administration and Policy of Renmin University of China. In the meantime, he serves as the deputy director of the Urban Safety Research Center of People's Public Security University of China, a special researcher of the Fire and Rescue Department Ministry

of the Emergency Management (應急管理部消防救援局), an expert consultant of www.cpd.com.cn (中國警察網), a member of the National Risk Management and Standardized Technique Committee (全國風險管理標準化技術委員會), the deputy chairman of the City Management Volunteers Association of Beijing (北京市城市管理志願者協會), the deputy director of the School Security Professional Committee of China Society of Emergency Management (中國應急管理學會校園安全專業委員會), the deputy secretary general of the Research Society for China Public Sector Reform Management (中國機構編制管理研究會), a director of the Public Management Research Center of Chinese Public Administration Society and of the Research Society for China Public Sector Reform Management, an editorial board member of the press of the Reform and Management of China Public Sector (《中國機構改革與管理》), a consultant of the press of China Fire (《中國消防》) and an independent non-executive director of BBMG Corporation*. Mr. Tang Jun has nearly 20 years of experience in risk management and safety management. Since 2005, he served as a lecturer and an associate professor in School of Public Administration Policy as well as a deputy director of the Crisis Management Research Center of Renmin University of China, etc.

Mr. Edmund Sit (薛立品), born in November 1963, holds a master's degree in business administration, a fellow of the Association of Chartered Certified Accountants in the United Kingdom, a fellow of the Hong Kong Institute of Certified Public Accountants, a member of Association of International Certified Financial Consultants, an associate member of Society of Chinese Accountants & Auditors and a member of the Hong Kong Business Accountants Association. Mr. Edmund Sit is currently an independent non-executive director, the chairman of the audit committee and the chairman of the remuneration committee in First Tractor Company Limited, as well as the director of Alpcorp Ltd. and Alpcorp Trading Services Ltd.

Mr. Edmund Sit has more than 30 years of experience in auditing, finance, managing accountant, personnel management, financing, the secretary of companies and listing, etc. He worked for KPMG, Ernst & Young, System Pro Uarco Business Forms Ltd, Logo S.A., Xiang Lu Industries Ltd, Chubb Hong Kong Ltd, Johnson Controls Hong Kong Ltd, C & C Joint Printing Co., (HK) Ltd, Sino Fame International Group (譽中國際集團) and Wanyu Group (萬裕集團). He also worked for the following listed companies as senior management: Tianneng Power International Limited, Beijing Media Corporation Limited, SMI Holdings Group Limited, Wong's International Holdings Limited and Beijing Gas Blue Sky Holdings Limited.

BIOGRAPHIES OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR
CANDIDATES

Mr. Sun Zhihua (孫智華), born in July 1981, holds a master's degree in management, and is a senior auditor and an accountant. At present, he is the head of the audit department of Beijing Automotive Group Co., Ltd.

Mr. Sun Zhihua has more than 10 years of experience in auditing and finance. Since July 2005, Mr. Sun Zhihua served as an accountant of the financial department of China International Exhibition Centre, a senior manager of the audit department of Beijing Automotive Group Co., Ltd., a deputy manager and a manager of the audit department of BAIC Group Finance Co., Ltd., as well as a deputy head of the audit department (presiding) of Beijing Automotive Group Co., Ltd.

Mr. Zhou Xuehui (周雪輝先生), born in December 1966, a senior accountant, holds a undergraduate degree. He is currently the deputy head of the financial department of Beijing Automotive Group Co., Ltd.

Mr. Zhou Xuehui has more than 30 years of experience in financial management. Since 1988, Mr. Zhou Xuehui served as the person-in-charge of accounting, league branch secretary, the manager of the financial department, the manager of finance and logistic department (財儲運部), a manager and assistant to the general manager of the planning and finance department in Beijing Automotive Industry Imp. & Exp. Co., Ltd., a deputy general manager and general manager of Beijing Yanshenglong Automobile Trade Co., Ltd (北京燕盛隆汽車貿易有限公司), the head of the financial department for capital management in Beijing Automotive Industry Holding Co., Ltd. (the predecessor of Beijing Automotive Group Co., Ltd.), the deputy secretary of the Party branch and the head of the labor union of BAIC Group Finance Co., Ltd., the deputy secretary of the party committee, the deputy general manager, a secretary of the discipline inspection commission and the chairman of the labor union of BAIC Group Finance Co., Ltd., the vice president of the Party School, a member of the university council of Beijing Automotive Group Co., Ltd., the deputy general manager of Beijing Automotive Education Investment Co. Ltd. (北京汽車教育投資有限公司).

Ms. Qiao Yufei (喬雨菲), born in January 1988, holds a master's degree in finance, chartered financial analyst (CFA). At present, she is the principal of post-investment management and service department of Beijing Shougang Fund Co., Ltd..

Ms. Qiao Yufei has nearly 10 years of experience in the investment and post-investment management. She served successively as a senior manager and the vice president of investment banking department and the vice president of equity investment department of CITIC Securities Company Limited since 2012.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE
SHAREHOLDERS' GENERAL MEETINGS OF BAIC MOTOR CORPORATION
LIMITED

Articles	Original	Revised
Article 3	<p>.....</p> <p>(12) to consider and approve the guarantees as provided in the Articles of Associations;</p> <p>.....</p>	<p>.....</p> <p>(12) to consider and approve the guarantees <u>required to be considered at general meetings under the</u> Articles of Associations;</p> <p>.....</p>
Article 7	<p>The Company shall convene an extraordinary general meeting within two months of the date of the occurrence of any one of the followings:</p>	<p>The Company <u>Board</u> shall convene an extraordinary general meeting within two months of the date of the occurrence of any one of the followings:</p>
Article 10	<p>.....</p> <p>(2) If no notice of convening a general meeting was issued within 30 days after the board of directors receiving the abovementioned written request(s), the shareholders individually or jointly holding more than 10% (including 10%) of the shares of the Company with voting rights at such meeting to be convened have the right to request the board of supervisors to convene an extraordinary general meeting or class meeting and shall make the request by way of a written request to the board of supervisors.</p> <p>.....</p>	<p>.....</p> <p>(2) If no notice of convening a general meeting was issued within 30 days after the board of directors receiving the abovementioned written request(s), <u>the shareholders making the request(s) individually or jointly holding more than 10% (including 10%) of the shares of the Company with voting rights at such meeting to be convened</u> have the right to request the board of supervisors to convene an extraordinary general meeting or class meeting and shall make the request by way of a written request to the board of supervisors.</p> <p>.....</p> <p><u>All reasonable expenses incurred for such meeting convened by the shareholders or the board of supervisors as a result of the failure of the Board to convene a meeting as required by the above request(s) shall be borne by the Company and be set off against sums owed by the Company to the defaulting directors.</u></p>

Articles	Original	Revised
Article 12	<p>With regard to the general meeting convened by the board of supervisors or shareholders on its/their own, the board of directors and its secretary shall offer cooperation. The board of directors shall provide a register of shareholders. The register of shareholders obtained by the convener shall not be used for other purposes except for the general meeting. For the general meeting convened by the board of supervisors or shareholders on its/their own, the expenses incurred by the meeting shall be borne by the Company.</p>	<p>With regard to the general meeting convened by the board of supervisors or shareholders on its/their own, the board of directors and its secretary shall offer cooperation. The board of directors shall provide a register of shareholders. The register of shareholders obtained by the convener shall not be used for other purposes except for the general meeting. For the general meeting convened by the board of supervisors or shareholders on its/their own, the expenses incurred by the meeting shall be borne by the Company.</p>
Article 18	<p>When the Company convenes a general meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall, 20 days prior to the meeting, deliver a written reply to the Company confirming attendance at the meeting.</p> <p>Regarding the calculation of the notice period, the date of the meeting shall not be included.</p>	<p>When the Company convenes a an <u>annual</u> general meeting, it shall issue a written notice 45 prior to <u>at least 20 clear business days prior to</u> the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. <u>When the Company convenes an extraordinary general meeting, notice of the meeting shall be given at least 10 clear business days or 15 days (whichever is longer) before the date of the meeting.</u> Shareholders who intend to attend the general meeting shall, within 20 days prior to the meeting, deliver a written reply to the Company confirming attendance at the meeting.</p> <p>Regarding the calculation of the notice period, <u>the date of the notice and</u> the date of the meeting shall not be included.</p> <p><u>The aforementioned business day shall mean the date on which the Hong Kong Stock Exchange opens for securities trading.</u></p> <p><u>For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</u></p>

Articles	Original	Revised
Article 19	<p>Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the compliance with the laws, regulations, the listing rules of the place where the Company is listed and the Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.</p>	<p>Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the compliance with the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.</p>
Article 21	<p>The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.</p>	<p><u>When the Company gives the notice of the general meeting in the manner as required by the stock exchanges or regulatory authorities at the location where the Company's shares are listed,</u> theThe accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.</p>

Articles	Original	Revised
Article 22	<p>The Company shall calculate the number of shares with voting rights represented by the shareholders planning to attend the general meeting in accordance with the written replies received 20 days before the meeting is convened. In the event that the number of shares with voting rights represented by the shareholders planning to attend reaches more than half of the total number of shares with voting rights, the Company may convene the general meeting. If this requirement is not met, the Company shall again inform the shareholders of the matters to be deliberated and the date and venue within 5 days in the form of an announcement before the general meeting may be convened. After making such announcement, the general meeting may be convened.</p>	<p>The Company shall calculate the number of shares with voting rights represented by the shareholders planning to attend the general meeting in accordance with the written replies received 20 days before the meeting is convened. In the event that the number of shares with voting rights represented by the shareholders planning to attend reaches more than half of the total number of shares with voting rights, the Company may convene the general meeting. If this requirement is not met, the Company shall again inform the shareholders of the matters to be deliberated and the date and venue within 5 days in the form of an announcement before the general meeting may be convened. After making such announcement, the general meeting may be convened.</p> <p>An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>
Article 34	<p>.....</p> <p>The chairman of the board of supervisors shall preside over the general meetings convened by the board of supervisors at its sole discretion. In the event that the chairman of the board of supervisors is unable to or fails to fulfill the required obligations, the meeting shall be presided over by a supervisor elected by way of show of hands by more than half of the supervisors.</p> <p>.....</p>	<p>.....</p> <p>The chairman of the board of supervisors shall preside over the general meetings convened by the board of supervisors at its sole discretion. In the event that the chairman of the board of supervisors is unable to or fails to fulfill the required obligations, <u>the meeting may be presided over by a supervisor designated by the chairman of the board of supervisors on his/her behalf.</u></p> <p>the meeting shall be presided over by a supervisor elected by way of show of hands by more than half of the supervisors.</p> <p>.....</p>

Articles	Original	Revised
	<p>In the event that the chairman of the meeting violates the rules of procedures that results in the general meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to chair the general meeting and the meeting shall continue.</p>	<p>In the event that the chairman of the meeting violates the rules of procedures that results in the general meeting being unable to continue, upon approval by the shareholders representing more than half of the voting rights present at the meeting, a person may be elected to chair the general meeting and the meeting shall continue. <u>If, for any reason, the shareholders fail to elect one to be the chairman of the meeting, the attending shareholder (or his/her proxy) who holds the most voting shares shall be the chairman of the meeting.</u></p>
Article 39	<p>..... The board of directors and shareholders fulfilling certain conditions may solicit the voting rights.</p>	<p>..... The board of directors and shareholders fulfilling certain conditions may solicit the voting rights.</p>
Article 44	<p>All proposals shall be voted one by one at a general meeting. Except for special reasons such as force majeure that result in suspending a general meeting or failing to make any resolution, no proposals may be shelved or may not be voted at a general meeting.</p>	<p>All proposals shall be voted one by one at a general meeting. <u>In the event that there are different proposals on the same matter, they shall be voted in chronological order of proposing such proposals.</u> Except for special reasons such as force majeure that result in suspending a general meeting or failing to make any resolution, no proposals may be shelved or may not be voted at a general meeting.</p>
Article 47	<p>..... When voting takes place on a proposal at a general meeting, auditors, H share register or qualified external auditors shall be responsible for vote counting and scrutinizing. The chairman of the meeting shall determine whether resolution has been passed, and the decision is final and shall be announced in the meeting and recorded in the meeting minutes.</p>	<p>..... When voting takes place on a proposal at a general meeting, auditors, H share register or qualified external auditors shall be responsible for vote counting and scrutinizing. The chairman of the meeting shall determine whether resolution has been passed, <u>and announce the voting results forthwith,</u> and the decision is final and shall be announced in the meeting and recorded in the meeting minutes.</p>

Articles	Original	Revised
Article 50	Ordinary resolutions put forward in the general meeting shall be adopted by more than half of shareholders with voting rights attending the meeting. Special resolutions put forward in the general meeting shall be adopted by more than two-thirds of the shareholders with voting rights attending the meeting.	Ordinary resolutions put forward in the general meeting shall be adopted by more than half of shareholders <u>(including their proxies)</u> with voting rights attending the meeting. Special resolutions put forward in the general meeting shall be adopted by more than two-thirds of the shareholders <u>(including their proxies)</u> with voting rights attending the meeting.
Article 66	When a class meeting is convened by the Company, written notices of a class meeting convened by the Company shall be dispatched forty-five days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty days prior to the date of the meeting.	<p>Written notices of a class meeting convened by the Company shall be dispatched forty-five days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty days prior to the date of the meeting.—When a class meeting is convened by the Company, a notice shall <u>be dispatched in accordance with the notice period in relation to the convening of a general meeting under these Articles</u> to inform all shareholders of such class whose names appear on the register of shareholders the matters to be considered during the meeting and the date and venue of the meeting.</p> <p><u>Regarding the calculation of the aforesaid notice period, the date of such notice and the date of the meeting shall not be included.</u></p>

Articles	Original	Revised
	<p>If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches more than one-half of the total number of shares of a class carrying voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.</p>	<p>If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches more than one-half of the total number of shares of a class carrying voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.</p>
Article 68	<p>..... (3) where shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange, subject to the approval of the securities authority of the State Council.</p>	<p>..... (3) where <u>the whole or part of</u> shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange; <u>or the whole or part of domestic shares held by holders of the domestic shares are converted into foreign shares, which are listed and traded on overseas stock exchanges,</u> subject to the approval of the securities authority of the State Council.</p>
Article 75	<p>The Rules shall, after approval by ordinary resolution at the general meeting, replace the original rules of procedures for the shareholders' general meetings from the date when the Articles of Association takes effect upon the listing of the H Shares of the Company. Any amendments shall be presented by the board of directors to the general meeting for approval by ordinary resolution.</p>	<p>The Rules shall, after approval by ordinary resolution at the general meeting, replace the original rules of procedures for the shareholders' general meetings from the date when the Articles of Association takes effect upon the listing of the H Shares of the Company. Any amendments to the Rules shall be presented by the board of directors to the general meeting for approval by ordinary resolution.</p>

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BAIC
MOTOR CORPORATION LIMITED

Article	Original	Revised												
Article 18	<p>.....</p> <p>Upon approval of the securities regulatory authorities of the State Council, holders of domestic shares of the Company may transfer their shares to overseas investors for listing and dealing on overseas stock exchanges. The listing and dealing of transferred shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of such overseas stock exchanges. The listing and dealing of the transferred shares on overseas stock exchanges is not subject to approval of class shareholders' meetings.</p>	<p>.....</p> <p>Upon approval of the securities regulatory authorities of the State Council, holders of domestic shares of the Company may transfer <u>whole or part of</u> their shares to overseas investors for listing and dealing on overseas <u>stock exchanges. The whole or part of the domestic shares can be converted into foreign shares, and the foreign shares converted can be listed and traded on overseas stock exchanges.</u> The listing and dealing of transferred <u>or converted</u> shares on overseas stock exchanges shall comply with the regulatory procedures, regulations and requirements of such overseas stock exchanges. The listing and dealing of the transferred shares on overseas stock exchanges, <u>or the listing and dealing of foreign shares converted from domestic shares on overseas stock exchanges</u> is not subject to approval of <u>general meetings or</u> class shareholders' meetings. <u>The overseas listed foreign shares converted from domestic shares shall be of the same class with the existing overseas listed foreign shares.</u></p>												
Article 20	<p>.....</p> <p>Upon completion of the placing of H shares of the Company, the total share capital of the Company has been changed from 7,595,338,182 shares to 8,015,338,182 shares. The shareholding percentage of the investors of the Company was changed as follows:</p> <table border="1" data-bbox="371 1506 855 1808"> <thead> <tr> <th data-bbox="371 1506 528 1576">Name of the Investors</th> <th data-bbox="528 1506 700 1613">Number of Shares Held (Shares)</th> <th data-bbox="700 1506 855 1576">Shareholding Percentage</th> </tr> </thead> <tbody> <tr> <td data-bbox="371 1661 528 1808">..... Beijing Shougang Company Limited</td> <td data-bbox="528 1768 700 1808">1,028,748,707</td> <td data-bbox="700 1768 855 1808">12.835%</td> </tr> </tbody> </table> <p>.....</p>	Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage Beijing Shougang Company Limited	1,028,748,707	12.835%	<p>.....</p> <p>Upon completion of the placing of H shares of the Company, the total share capital of the Company has been changed from 7,595,338,182 shares to 8,015,338,182 shares. The shareholding percentage of the investors of the Company is changed as follows:</p> <table border="1" data-bbox="871 1506 1356 1910"> <thead> <tr> <th data-bbox="871 1506 1027 1576">Name of the Investors</th> <th data-bbox="1027 1506 1200 1613">Number of Shares Held (Shares)</th> <th data-bbox="1200 1506 1356 1576">Shareholding Percentage</th> </tr> </thead> <tbody> <tr> <td data-bbox="871 1661 1027 1910">..... Beijing Shougang Company Limited Shougang Group Co., Ltd.</td> <td data-bbox="1027 1868 1200 1910">1,028,748,707</td> <td data-bbox="1200 1868 1356 1910">12.835%</td> </tr> </tbody> </table> <p>.....</p>	Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage Beijing Shougang Company Limited Shougang Group Co., Ltd.	1,028,748,707	12.835%
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..... Beijing Shougang Company Limited Shougang Group Co., Ltd.	1,028,748,707	12.835%												

Article	Original	Revised
Article 31	<p>The Company may, subject to the procedures set out in these Articles and approval of the relevant competent authority of the PRC, repurchase its issued shares under the following circumstances in accordance with legal procedures:</p> <p>(1) cancelling the shares for the purposes of reducing registered capital of the Company;</p> <p>(2) merging with any other companies holding the shares in the Company;</p> <p>(3) giving the shares to employees of the Company as a reward;</p> <p>(4) being requested to repurchase the shares of the Company held by the shareholders who object to the resolutions adopted at general meeting concerning merger or division of the Company; and</p> <p>(5) other circumstances permitted by the laws and regulations.</p> <p>Save as aforementioned, the Company shall not trade in its shares.</p>	<p>The Company may, subject to the procedures set out in these Articles and approval of the relevant competent authority of the PRC, repurchase its issued shares under the following circumstances in accordance with legal procedures:</p> <p>(1) cancelling the shares for the purposes of reducing registered capital of the Company;</p> <p>(2) merging with any other companies holding the shares in the Company;</p> <p><u>(3) using shares for employee share ownership schemes or share incentive;</u></p> <p>(4) being requested to repurchase the shares of the Company held by the shareholders who object to the resolutions adopted at general meeting concerning merger or division of the Company;</p> <p><u>(5) utilising shares for converting the convertible corporate bonds in issue from listed companies;</u></p> <p><u>(6) when it is necessary for a listed company to maintain its value and shareholders' interests; and</u></p> <p>(7) (5) other circumstances permitted by the laws and regulations.</p> <p><u>Where the Company purchases its own shares under the circumstances specified in clauses (1) and (2) of the preceding paragraph, a resolution shall be adopted at a general meeting in this regard. Where the Company purchases its own shares under the circumstances specified in clauses (3), (5) and (6) of the preceding paragraph, a resolution shall be adopted at a meeting of the Board attended by more than two-thirds of the directors in this regard in accordance with the provisions of the Articles of Association or the authorization of the general meeting.</u></p> <p>Save as aforementioned, the Company shall not trade in its shares.</p>

Article	Original	Revised
Article 34	<p>Upon repurchase of shares in accordance with clauses (1), (2) and (4) of Article 31 of these Articles, such portion of shares shall be cancelled within the prescribed period according to the laws and regulations, and the Company shall file an application for the registration of a change of its registered capital with the competent company registration authority and make relevant announcement. Shares repurchased pursuant to clause (3) of Article 31 shall not exceed the maximum ratio prescribed by laws and regulations. The fund to be used for repurchases shall be drawn out from profit after tax of the Company and transferred to employees within the prescribed period according to laws and regulations.</p> <p>Where the Company cancels any shares resulting from the repurchase, the Company shall file an application for the registration of a change of its registered capital with the competent company registration authority. The aggregate par value of the shares being cancelled shall be deducted from the Company's registered capital.</p>	<p>Upon repurchase of shares in accordance with clause (1) of Article 31, <u>the repurchased shares shall be cancelled within ten days from the date of repurchase;</u> upon repurchase of shares <u>in accordance with</u> clauses (2) and (4) of Article 31, <u>the repurchased shares shall be transferred or cancelled within six months; if it is under the circumstances described in clauses (3), (5) and (6) of Article 31, the total number of shares of the Company held by the Company shall not exceed 10% of the total number of issued shares of the Company and such shares shall be transferred or cancelled within three years.</u> Such portion of shares shall be cancelled or transferred within the prescribed period according to the laws and regulations, and the Company shall file an application for the registration of a change of its registered capital with the competent company registration authority and make relevant announcement. Shares repurchased pursuant to clause (3) of Article 31 shall not exceed the maximum ratio prescribed by laws and regulations. The fund to be used for repurchases shall be drawn out from profit after tax of the Company and transferred to employees within the prescribed period according to laws and regulations.</p> <p><u>The acquisition of shares of the Company shall satisfy the information disclosure obligation in accordance with relevant requirements. The shares of the Company acquired under the circumstances provided by clauses (3), (5) and (6) of Article 31 under these Articles shall be traded in an open and centralized manner.</u></p> <p>Where the Company cancels any shares resulting from the repurchase, the Company shall file an application for the registration of a change of its registered capital with the competent company registration authority. The aggregate par value of the shares being cancelled shall be deducted from the Company's registered capital.</p>

Article	Original	Revised
Article 47	Transfers may not be entered in the register of shareholders within thirty days prior to the date of a general meeting or within five days prior to the record date set by the Company for the purpose of distribution of dividends.	Transfers may not be entered in the register of shareholders within thirty days prior to the date of a general meeting or within five days prior to the record date set by the Company for the purpose of distribution of dividends. <u>If the applicable regulations of relevant stock exchanges or regulatory authorities at the location where the Company's shares are listed provide otherwise, such regulations shall prevail.</u>
Article 69	<p>When the Company convenes a general meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall, 20 days prior to the meeting, deliver a written reply to the Company confirming attendance at the meeting.</p> <p>Regarding the calculation of the notice period, the date of the meeting shall not be included.</p> <p>For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>	<p>When the Company convenes an <u>annual</u> general meeting, it shall issue a written notice 45 days <u>prior to at least 20 clear business days</u> prior to the meeting informing all the registered shareholders of the matters to be considered at the meeting as well as the date and place of the meeting. <u>When the Company convenes an extraordinary general meeting, notice of the meeting shall be given at least 10 clear business days or 15 days (whichever is longer) before the date of the meeting.</u></p> <p>Shareholders who intend to attend the general meeting shall, within 20 days prior to the meeting, deliver a written reply to the Company confirming attendance at the meeting.</p> <p>Regarding the calculation of the aforesaid notice period, <u>the date of such notice and</u> the date of the meeting shall not be included.</p> <p>For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>

Article	Original	Revised
Article 71	<p>The Company shall calculate the number of shares with voting rights represented by the shareholders planning to attend the general meeting in accordance with the written replies received 20 days before the meeting is convened. In the event that the number of shares with voting rights represented by the shareholders planning to attend reaches more than half of the total number of shares with voting rights, the Company may convene the general meeting. If this requirement is not met, the Company shall again inform the shareholders of the matters to be deliberated and the date and venue within 5 days in the form of an announcement before the general meeting may be convened. After making such announcement, the general meeting may be convened.</p> <p>An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>	<p>The Company shall calculate the number of shares with voting rights represented by the shareholders planning to attend the general meeting in accordance with the written replies received 20 days before the meeting is convened. In the event that the number of shares with voting rights represented by the shareholders planning to attend reaches more than half of the total number of shares with voting rights, the Company may convene the general meeting. If this requirement is not met, the Company shall again inform the shareholders of the matters to be deliberated and the date and venue within 5 days in the form of an announcement before the general meeting may be convened. After making such announcement, the general meeting may be convened.</p> <p>An extraordinary general meeting shall not decide on any matter not stated in the notice of the meeting.</p>
Article 74	<p>Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant general meeting.</p>	<p>Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice.</p> <p>The aforesaid public notice shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council within the period between 45 days and 50 days before the date of the meeting. After the publication of such notice, the holders of domestic shares of the Company shall be deemed to have received the notice of the relevant general meeting.</p>

Article	Original	Revised
	For holders of H shares, subject to the compliance with the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.	For holders of H shares, subject to the compliance with the laws, regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.
Article 75	The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.	<u>When the Company gives the notice of the shareholders' general meetings in the manner as required by the relevant stock exchanges or regulatory authorities at the location where the Company's shares are listed, the</u> The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the meeting or any resolution adopted at that meeting.
Article 76	<p>All shareholders whose names appear on the register of members as at the record date or their proxy shall be entitled to attend the general meetings and exercise their voting rights in accordance with relevant laws, regulations and these Articles.</p> <p>Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. According to the appointment of the shareholder, a proxy so appointed shall:</p> <p>(1) have the same right as the shareholder to speak at the meeting;</p> <p>(2) have right to individually or jointly in demanding a poll; and</p>	<p>All shareholders whose names appear on the register of members as at the record date or their proxy shall be entitled to attend the general meetings and exercise their voting rights in accordance with relevant laws, regulations and these Articles.</p> <p>Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his/her proxy to attend and vote on his/her behalf. According to the appointment of the shareholder, a proxy so appointed shall:</p> <p>(1) have the same right as the shareholder to speak at the meeting;</p> <p>(2) have right to individually or jointly in demanding a poll; and</p>

Article	Original	Revised
	<p>(3) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p> <p>If the shareholder is an authorized clearing house or its agent as defined in the Securities and Futures (Clearing Houses) Ordinance of Hong Kong (Chapter 420 of the Laws of Hong Kong), such shareholder is entitled to appoint one or more persons as his proxy at any general meeting or any class meeting. If more than one person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Company.</p>	<p>(3) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p> <p>If the shareholder is an authorized clearing house or its agent as defined in the Securities and Futures (Clearing Houses) Ordinance of Hong Kong (Chapter 420 of the Laws of Hong Kong) <u>the Part 1 of Schedule 1 to the Securities and Futures Ordinance</u>, such shareholder is entitled to appoint one or more persons as his proxy at any general meeting or any class meeting. If more than one person is appointed as proxy, the proxy forms shall state clearly the number of shares and the class of shares represented by each of the proxies. The proxy appointed may represent the authorized clearing house or its agent to exercise its rights as if such person is an individual shareholder of the Company.</p>
Article 78	<p>The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting 24 hours prior to the meeting at which the proxy is authorised to vote or 24 hours prior to the specified time for the voting. Where the instrument is signed by another person authorised by the appointor, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>.....</p>	<p>The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting 24 hours prior to the meeting at which the proxy is authorised to vote or 24 hours prior to the specified time for the voting. <u>If the applicable regulations of relevant stock exchanges or regulatory authorities at the location where the Company's shares are listed provide otherwise, such regulations shall prevail.</u> Where the instrument is signed by another person authorised by the appointor, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>.....</p>

Article	Original	Revised
Article 98	<p>The approach and procedures for nomination of candidates for directors and supervisors are as follows:</p> <p>(1) Shareholder(s) individually or jointly holding more than 3% of the total issued and outstanding voting shares of the Company may propose in writing to the general meeting for the nomination of candidates for non-employee representative directors and supervisors. However, the number of candidates proposed shall comply with these Articles, and shall not be more than the number to be elected. The aforesaid proposal of the shareholders should be served to the Company at least 14 business days before the date of the general meeting.</p> <p>(2) The list of candidates for directors and supervisors shall be proposed by the board of directors and the board of supervisors for the consideration of the board of directors and board of supervisors respectively, and the number of candidates to be proposed shall be within the number stipulated in these Articles. The list of candidates for directors and supervisors shall be submitted to the general meeting by way of a written proposal after being considered and adopted by the board of directors and board of supervisors.</p> <p>(3) The written notices for the intention to nominate a candidate for director or supervisor and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than 14 business days prior to the date of the general meeting. The board of directors or board of supervisors shall provide shareholders with the biographical details and basic information of the candidates for directors and supervisors.</p>	<p>The approach and procedures for nomination of candidates for directors and supervisors are as follows:</p> <p>(1) Shareholder(s) individually or jointly holding more than 3% of the total issued and outstanding voting shares of the Company may propose in writing to the general meeting for the nomination of candidates for non-employee representative directors and supervisors. However, the number of candidates proposed shall comply with these Articles, and shall not be more than the number to be elected. The aforesaid proposal of the shareholders should be served to the Company at least 14<u>10</u> business days before the date of the general meeting.</p> <p>(2) The list of candidates for directors and supervisors shall be proposed by the board of directors and the board of supervisors for the consideration of the board of directors and board of supervisors respectively, and the number of candidates to be proposed shall be within the number stipulated in these Articles. The list of candidates for directors and supervisors shall be submitted to the general meeting by way of a written proposal after being considered and adopted by the board of directors and board of supervisors.</p> <p>(3) The written notices for the intention to nominate a candidate for director or supervisor and the acceptance of nomination by such candidate and the written information of the nominated candidate shall be given to the Company no less than <u>10</u> 14 business days prior to the date of the general meeting. The board of directors or board of supervisors shall provide shareholders with the biographical details and basic information of the candidates for directors and supervisors.</p>

Article	Original	Revised
	<p>(4) The Company shall allow a notice period of no less than 7 days commencing from the day following the date of the notice of general meeting for the submission of the aforesaid notices and documents.</p> <p>(5) Voting for the election of each candidate for a director and supervisor shall be carried out separately in the general meeting.</p> <p>(6) Where there is a need to fill the casual vacancy of director or supervisor, the board of directors or board of supervisors shall submit a proposal to the general meeting for the election or change of a director or supervisor.</p>	<p>(4) The Company shall allow a notice period of no less than 7 days commencing from the day following the date of the notice of general meeting for the submission of the aforesaid notices and documents.</p> <p>(5) Voting for the election of each candidate for a director and supervisor shall be carried out separately in the general meeting.</p> <p>(6) Where there is a need to fill the casual vacancy of director or supervisor, the board of directors or board of supervisors shall submit a proposal to the general meeting for the election or change of a director or supervisor.</p>
Article 114	<p>When a class meeting is convened by the Company, written notices of a class meeting convened by the Company shall be dispatched forty-five days prior to the date of the class meeting to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting.</p> <p>Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty days prior to the date of the meeting. If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches more than one-half of the total number of shares of a class carrying voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.</p>	<p>When a class meeting is convened by the Company, written notices of a class meeting convened by the company shall be dispatched forty-five days prior to the date of the class meeting <u>in accordance with the notice period in relation to the convening of a general meeting under these Articles</u> to all shareholders of such class whose names appear on the register of shareholders, specifying the matters to be considered and the date and venue of the meeting. Shareholders who intend to attend the meeting shall serve on the Company written replies of their intention to attend twenty days prior to the date of the meeting.</p> <p><u>Regarding the calculation of the aforesaid notice period, the date of such notice and the date of the meeting shall not be included.</u></p> <p>If the number of shares carrying voting rights at such meeting held by shareholders who intend to attend such meeting reaches more than one-half of the total number of shares of a class carrying voting rights at such meeting, the Company may convene such class meeting; if not, the Company shall further notify the shareholders by way of announcement within five days thereof specifying the matters to be considered and the date and venue of the meeting. After such announcement is given, the Company may then convene the class meeting.</p>

Article	Original	Revised
Article 116	<p>.....</p> <p>(3) where shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange, subject to the approval of the securities authority of the State Council.</p>	<p>.....</p> <p>(3) where <u>the whole or part of</u> shares of the Company registered on our domestic share register may be transferred to overseas investors, and such transferred Shares may be listed or traded on an overseas stock exchange; <u>or the whole or the part of domestic shares held by holders of the domestic shares are converted into foreign shares, which are listed and traded on overseas stock exchanges</u>, subject to the approval of the securities authority of the State Council.</p>
Article 121	<p>A written notice of the intention to nominate a candidate of director and the acceptance of nomination shall be given to the Company no earlier than the date after the dispatch of the notice of the general meeting and no later than 14 business days prior to the date of such meeting.</p>	<p>A written notice of the intention to nominate a candidate of director and the acceptance of nomination shall be given to the Company no earlier than the date after the dispatch of the notice of the general meeting and no later than 14 business days prior to the date of such meeting.</p> <p><u>The approach and procedures for nomination of directors shall be implemented in accordance with the relevant requirements under Article 98 of these Articles.</u></p>
Article 161	<p>The board of supervisors shall comprise nine supervisors, including six non-employee representative supervisors and three employee representative supervisors. Two out of six non-employee representative supervisors are independent supervisors.</p>	<p>The board of supervisors shall comprise nine <u>five</u> supervisors, including six <u>three</u> non-employee representative supervisors and three <u>two</u> employee representative supervisors. Two out of six non-employee representative supervisors are independent supervisors.</p>
Article 233	<p>(4) For the purpose of Articles 98 and 121 and other provisions in these Articles, a Business Day refers to a business day in both Hong Kong and China. A business day in Hong Kong refers to any day on which the Hong Kong Stock Exchange is open for the dealing in securities. A business day in China refers to any day on which banks in China are open for business to public and which is not a Saturday, Sunday or any other statutory public holiday set by the PRC government.</p> <p>.....</p>	<p>(4) For the purpose of Articles 98 and 121 and other provisions in these Articles, a Business Day refers to a business day in both Hong Kong and China. A business day in Hong Kong refers to any day on which the Hong Kong Stock Exchange is open for the dealing in securities. A business day in China refers to any day on which banks in China are open for business to public and which is not a Saturday, Sunday or any other statutory public holiday set by the PRC government.</p> <p>.....</p>



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 THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 first extraordinary general meeting (the “**2021 First EGM**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Wednesday, March 24, 2021 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 the purpose of considering, among others, and if thought fit, passing the following resolutions (with or without modifications). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated February 5, 2021:

Ordinary Resolutions

1. Proposed appointment of Directors of the fourth session of the Board of Directors

- 1.1. Appointment of Mr. Jiang Deyi (姜德義) as non-executive Director of the Company
- 1.2. Appointment of Mr. Liao Zhenbo (廖振波) as non-executive Director of the Company
- 1.3. Appointment of Mr. Chen Hongliang (陳宏良) as non-executive Director of the Company
- 1.4. Appointment of Mr. Hu Hanjun (胡漢軍) as non-executive Director of the Company
- 1.5. Appointment of Mr. Huang Wenbing (黃文炳) as executive Director of the Company
- 1.6. Appointment of Mr. Ye Qian (葉芊) as non-executive Director of the Company
- 1.7. Appointment of Mr. Ge Songlin (葛松林) as independent non-executive Director of the Company

* *For identification purpose only*

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

- 1.8. Appointment of Ms. Yin Yuanping (尹援平) as independent non-executive Director of the Company
 - 1.9. Appointment of Mr. Xu Xiangyang (徐向陽) as independent non-executive Director of the Company
 - 1.10. Appointment of Mr. Tangjun (唐鈞) as independent non-executive Director of the Company
 - 1.11. Appointment of Mr. Edmund Sit (薛立品) as independent non-executive Director of the Company
- 2. Remuneration of independent non-executive Directors**
 - 3. Proposed appointment of non-employee representative Supervisors of the fourth session of the Board of Supervisors**
 - 3.1. Appointment of Mr. Sun Zhihua (孫智華) as non-employee representative supervisor of the Company
 - 3.2. Appointment of Mr. Zhou Xuehui (周雪輝) as non-employee representative supervisor of the Company
 - 3.3. Appointment of Ms. Qiao Yufei (喬雨菲) as non-employee representative supervisor of the Company
 - 4. Proposed amendments to the Rules of Procedures for the Shareholders' General Meetings**
 - 5. Proposed provision of Facility Guarantee to BAIC HK**

Special Resolution

- 6. Proposed amendments to the Articles of Association**

By order of the Board of Directors
BAIC Motor Corporation Limited
Wang Jianhui

Secretary to the Board of Directors and Company Secretary

Beijing, the PRC, February 5, 2021

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

- (A) The register of members of the Company will be closed from Monday, February 22, 2021 to Wednesday, March 24, 2021 (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, February 19, 2021 are entitled to attend and vote at the 2021 First EGM following completion of the registration procedures. To be eligible to attend and vote at the 2021 First EGM, 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, February 19, 2021 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, February 19, 2021.
- (B) Shareholders intending to attend the 2021 First EGM should complete and return the reply slip for attending the 2021 First EGM 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, Shunyi District, Beijing, the PRC for holders of domestic shares on or before Thursday, March 4, 2021.
- (C) Each shareholder entitled to attend and vote at the 2021 First EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2021 First EGM 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.
- (D) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his/her 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 of Directors' Office 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, not less than 24 hours before the time appointed for the 2021 First 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/her proxy should produce proof of identity when attending the 2021 First EGM. 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.
- (G) The 2021 First EGM is expected to last for half a day. Shareholders who attend the 2021 First EGM shall bear their own travelling and accommodation expenses.