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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 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (“**2021 AGM**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Tuesday, 28 June 2022 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 amendments). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 27 May 2022:

Ordinary Resolutions

1. Report of the Board of Directors for 2021
2. Report of the Board of Supervisors for 2021
3. Financial Report for 2021
4. Profits Distribution and Dividends Distribution Plan for 2021
5. Re-appointment of International Auditor and Domestic Auditor for 2022
6. Proposed appointment of non-executive Director and executive Director:
 - a. appoint Mr. Chen Wei as non-executive Director of the Company
 - b. appoint Mr. Zhang Guofu as executive Director of the Company

* For identification purpose only

7. To renew the continuing connected transactions with Beijing Automotive Group Co., Ltd.:
 - a. the purchase of products transactions between the Group and Beijing Automotive Group Co., Ltd. and its associates under the Products and Services Purchasing Framework Agreement
 - b. the purchase of services transactions between the Group and Beijing Automotive Group Co., Ltd. and its associates under the Products and Services Purchasing Framework Agreement
 - c. the sale of products transactions between the Group and Beijing Automotive Group Co., Ltd. and its associates under the Provision of Products and Services Framework Agreement
 - d. the deposit transactions between the Group and BAIC Group Finance Co., Ltd. under the Financial Services Framework Agreement

Special Resolutions

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

By Order of the Board
BAIC Motor Corporation Limited
Jiang Deyi
Chairman of the Board

Beijing, the PRC, 27 May 2022

Notes:

- (A) The register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (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 Wednesday, 22 June 2022 are entitled to attend and vote at the 2021 AGM following completion of the registration procedures. To be eligible to attend and vote at the 2021 AGM, all the transfer documents of H shares and domestic shares of the Company must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares no later than 4:30 p.m. on Wednesday, 22 June 2022 or China Securities Depository and Clearing Corporation Limited at 23 Floor, Shenzhen Stock Exchange Square, Futian District, Shenzhen, Guangzhou, the PRC for holders of domestic shares no later than 4:00 p.m. on Wednesday, 22 June 2022.
- (B) In order to ascertain the entitlements of the shareholders to receive the proposed final dividend, the register of members of the Company will be closed from Wednesday, 6 July 2022 to Monday, 11 July 2022 (both days inclusive), during which period no transfer of shares of the Company will be effected. To be eligible to receive the proposed final dividend, all the transfer documents of H shares and domestic shares of the Company must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716,

17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares no later than 4:30 p.m. on Tuesday, 5 July 2022, or China Securities Depository and Clearing Corporation Limited at 23 Floor, Shenzhen Stock Exchange Square, Futian District, Shenzhen, Guangzhou, the PRC for holders of domestic shares no later than 4:00 p.m. on Tuesday, 5 July 2022.

- (C) Each shareholder entitled to attend and vote at the 2021 AGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2021 AGM on its behalf. A proxy need not be a shareholder. With respect to any shareholder who has appointed more than one proxy, the proxies may only vote on a poll.
- (D) A proxy shall be appointed by a shareholder by a written instrument signed by the appointor or his attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of its legal representative or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in Note (D) above must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares or the Board of Directors' Office at Room 5-054, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC for holders of domestic shares not later than 24 hours before the time appointed for holding the 2021 AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he/she so desires.
- (F) A shareholder or his proxy should produce proof of identity when attending the 2021 AGM. Where a shareholder is a legal person, the legal representative of that shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the authorization documents of the board of directors or other governing body of such shareholder appointing such person to attend the meeting.
- (G) The 2021 AGM is expected to last for half a day. Shareholders who attend the 2021 AGM shall bear their own travelling and accommodation expenses.

As at the date of this notice, the Board comprises Mr. Jiang Deyi, as Chairman of the Board and non-executive Director; Mr. Chen Hongliang and Mr. Hu Hanjun, as non-executive Directors; Mr. Huang Wenbing, as executive Director; Mr. Ye Qian, Mr. Hubertus Troska, Mr. Harald Emil Wilhelm, Mr. Gu Tiemin and Mr. Sun Li, as non-executive Directors; and Mr. Ge Songlin, Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun and Mr. Edmund Sit, as independent non-executive Directors.