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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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).

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**北京汽车**  
**BAIC MOTOR**

**北京汽车股份有限公司**

**BAIC MOTOR CORPORATION LIMITED\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1958)**

**PROPOSED APPOINTMENT OF DIRECTORS OF THE FIFTH SESSION OF THE  
BOARD OF DIRECTORS  
REMUNERATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS  
PROPOSED APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS  
OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 9 of this circular.

The notice of the EGM to be held at 9:30 a.m. on Friday, 22 March 2024 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 24 to 26 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 Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company.

Whether or not you intend to attend the EGM, holders of H Shares of the Company are requested to complete 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 5-054, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC. The enclosed form of proxy shall be returned not later 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 should you so wish at the EGM or any adjournment thereof if they so wish.

\* For identification purpose only

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**CONTENTS**

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I – BIOGRAPHIES OF DIRECTOR CANDIDATES OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS</b> .....	10
<b>APPENDIX II – BIOGRAPHIES OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR CANDIDATES OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS</b> .....	16
<b>APPENDIX III – SPECIFIC PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION</b> .....	17
<b>NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING</b> .....	24

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## DEFINITIONS

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*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
“BAIC Group”	Beijing Automotive Group Co., Ltd.* (北京汽車集團有限公司)
“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 company limited by shares duly incorporated and validly existing under the laws of the PRC, whose H Shares are listed on the Stock Exchange
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Director Candidate(s)”	the candidate(s) for Director(s) of the fifth session of the Board
“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 2024 first extraordinary general meeting of the Company to be convened and held at 9:30 a.m. on Friday, 22 March 2024 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 or any adjournment thereof (as the case may be), the notice of which is set out on pages 24 to 26 of this circular
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, to be subscribed for and traded in Hong Kong dollars and listed and traded on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Latest Practicable Date”	29 February 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisor Candidate(s)”	the candidate(s) for Supervisor(s) of the fifth session of the Board of Supervisors
“%”	percentage

\* *For identification purpose only*

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LETTER FROM THE BOARD

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**北京汽车**  
BAIC MOTOR

北京汽车股份有限公司

**BAIC MOTOR CORPORATION LIMITED\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1958)**

*Directors:*

**Name**

**Position**

Mr. Chen Wei

*Chairman of the Board and  
Non-executive Director*

Mr. Hu Hanjun

*Non-executive Director*

Mr. Chen Hongliang

*Non-executive Director*

Mr. Song Wei

*Executive Director*

Mr. Ye Qian

*Non-executive Director*

Mr. Hubertus Troska

*Non-executive Director*

Mr. Harald Emil Wilhelm

*Non-executive Director*

Mr. Gu Tiemin

*Non-executive Director*

Mr. Sun Li

*Non-executive Director*

Mr. Ge Songlin

*Independent non-executive Director*

Ms. Yin Yuanping

*Independent non-executive Director*

Mr. Xu Xiangyang

*Independent non-executive Director*

Mr. Tang Jun

*Independent non-executive Director*

Mr. Edmund Sit

*Independent non-executive Director*

*Registered address:*

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

*Headquarter:*

No. 99 Shuanghe Street  
Shunyi District  
Beijing 101300  
the PRC

*Principal place of  
business in Hong Kong:*

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

To the Shareholders,

**PROPOSED APPOINTMENT OF DIRECTORS OF THE FIFTH SESSION OF  
THE BOARD OF DIRECTORS  
REMUNERATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS  
PROPOSED APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS  
OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

The Company intends to hold the EGM at 9:30 a.m. on Friday, 22 March 2024 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. The notice to convene the EGM is set out on pages 24 to 26 of this circular.

\* For identification purpose only

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with details of the resolutions to be proposed 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 such 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 fifth session of the Board of Directors

Reference is made to the announcement of the Company dated 6 March 2024, in respect of, among others, the nomination of Directors of the fifth session of the Board of Directors.

As the term of the fourth session of the Board will expire on 24 March 2024, the Board hereby nominates the 15 Director Candidates as follows:

#### Director Candidates

Mr. Chen Wei (陳巍)	Non-executive Director
Mr. Hu Hanjun (胡漢軍)	Non-executive Director
Mr. Chen Hongliang (陳宏良)	Non-executive Director
Mr. Song Wei (宋瑋)	Executive Director
Mr. Liu Guanqiao (劉觀橋)	Non-executive Director
Mr. Ye Qian (葉芊)	Non-executive Director
Mr. Paul Gao (高旭)	Non-executive Director
Mr. Kevin Walter Binder	Non-executive Director
Mr. Gu Tiemin (顧鐵民)	Non-executive Director
Mr. Sun Li (孫力)	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
Mr. Ji Xuehong (紀雪洪)	Independent non-executive Director

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## LETTER FROM THE BOARD

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The Director Candidates of the fifth session of the Board of Directors will be proposed at the EGM for voting. The term of office of the Directors of the fifth session of the Board shall be three years with effect from the date of approval by the Shareholders at the EGM.

The biographies of the Director Candidates of the fifth session of the Board of Directors and other information related to their appointments are set out in Appendix I to this circular.

The Company will enter into a service contract with each of the above-mentioned Director Candidates as soon as possible after their terms of office come into effect if their appointments are approved at the EGM. Except for the independent non-executive Directors, all Directors will not receive any remuneration from the Company for their directorships.

Save as disclosed in this circular, 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 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 within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the Latest Practicable Date.

In accordance with Rule 3.13 of the Listing Rules, each of Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong has confirmed to the Company that: (1) he/she complies with the independence requirement in relation to each of the factors set out in Rules 3.13 (1) to (8) of the Listing Rules; (2) he/she has no past or present financial and other interests in the business of the Company and its subsidiaries and is not connected with any core connected person of the Company (as defined in the Listing Rules); and (3) there are no other factors that may affect his/her independence as an independent non-executive Director.

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 appointments that need to be brought to the attention of the Shareholders.

In relation to the composition of the fifth session of the Board, the Board, with the assistance and recommendation from the nomination committee of the fourth session of the Board, has comprehensively reviewed and considered from various aspects the structure, size, composition and taken into consideration the Board diversity policy. In addition, the Board has assessed the independence of each of independent non-executive Directors pursuant to Corporate Governance Code as set out in Appendix C1 to the Listing Rules and the Listing Rules and resolved the proposed appointment of Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong as independent non-executive Directors at the EGM. Given that Ms. Yin

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## LETTER FROM THE BOARD

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Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong 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.

Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong 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.

### **2. Remuneration of independent non-executive Directors**

Until otherwise determined by passing an ordinary resolution of the Shareholders, the Board hereby recommends that the remuneration of independent non-executive Directors of the fifth session of the Board be RMB120,000 per year (before tax) per individual, as recommended by the remuneration committee of the Board with reference to their duties and responsibilities and the industry level of remuneration, with effect from the date of approval by the Shareholders at the EGM.

### **3. Proposed appointment of non-employee representative Supervisors of the fifth session of the Board of Supervisors**

Reference is made to the announcement of the Company dated 6 March 2024, in respect of, among others, the nomination of non-employee representative Supervisors of the fifth session of the Board of Supervisors.

As the term of the fourth session of the Board of Supervisors will expire on 24 March 2024, the Board of Supervisors hereby nominates the non-employee representative Supervisor Candidates as follows:

#### **Supervisor Candidates**

Ms. Jiao Feng (焦楓)	Non-employee representative Supervisor
Ms. Zhu Yan (朱雁)	Non-employee representative Supervisor
Mr. Deng Yishuai (鄧懌帥)	Non-employee representative Supervisor

The non-employee representative Supervisor Candidates of the fifth session of the Board of Supervisors will be proposed at the EGM for voting. The term of office of the Supervisors of the fifth session of the Board of Supervisors shall be three years with effect from the date of approval by the Shareholders at the EGM.

The biographies of the non-employee representative Supervisor Candidates of the fifth session of the Board of Supervisors and other information related to their appointments are set out in Appendix II to this circular.



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## LETTER FROM THE BOARD

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If the appointments of the above non-employee representative Supervisor Candidates are approved by the Shareholders 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 in this circular, 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 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 within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the Latest Practicable Date.

Save as disclosed above, 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 appointments that need to be brought to the attention of the Shareholders.

### **Special Resolution**

#### **4. Proposed amendments to the Articles of Association**

Reference is made to the announcement of the Company dated 6 March 2024, 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 proposed to amend the Articles of Association pursuant to the rules about expansion of the paperless listing regime of the Listing Rules, the filing requirements of local regulatory authorities, and in light of the actual situations of the Company, which shall be further proposed and subject to the approval of the Shareholders at the EGM by a special resolution.

The amended Articles of Association will become effective from the date of approval by the Shareholders at the EGM. Prior to that, the existing Articles of Association shall remain effective.

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

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## LETTER FROM THE BOARD

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### III. VOTES BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM must be taken by poll. Therefore, the resolutions set out in the notice of the EGM shall be voted by poll. Votes may be given either in person or by proxy. Results of the poll voting will be posted on the HKEXnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company after the conclusion of the EGM.

To the best knowledge of the Directors and having made all reasonable enquiries, no Shareholders have material interests in the resolutions and are required to abstain from voting on such resolutions to be proposed at the EGM.

### 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 Friday, 22 March 2024 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 24 to 26 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 Stock Exchange and the website of the Company.

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## LETTER FROM THE BOARD

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Whether you wish to attend the EGM or not, holders of H Shares are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same 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 at Room 5-054, 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 no later than 24 hours before the time appointed for holding 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.

### VI. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the list of the Shareholders to attend the EGM, the register of members of the Company will be closed from Tuesday, 19 March 2024 to Friday, 22 March 2024 (both days inclusive), during which period no transfer of Shares 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 Monday, 18 March 2024 or China Securities Depository and Clearing Corporation Limited at 23 Floor, Shenzhen Stock Exchange Square, Futian District, Shenzhen, Guangdong Province, the PRC for holders of Domestic Shares no later than 4:00 p.m. on Monday, 18 March 2024.

By Order of the Board  
**BAIC Motor Corporation Limited**  
**Chen Wei**  
*Chairman of the Board*

7 March 2024

**Mr. Chen Wei**(陳巍), born in June 1969, holds a bachelor's degree in engineering and an EMBA degree and is a senior engineer. He currently serves as the chairman, a non-executive Director and secretary of the party committee of the Company. He is also the deputy general manager of Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司), and concurrently serves as a director of Beijing Benz Automotive Co., Ltd. (北京奔馳汽車有限公司), a director of Beijing Mercedes-Benz Sales Service Co., Ltd. (北京梅賽德斯-奔馳銷售服務有限公司), the chairman of Fujian Benz Automotive Co., Ltd. (福建奔馳汽車有限公司), and an executive director and the general manager of BAIC Group Off-road Vehicle Co., Ltd. (北京汽車集團越野車有限公司).

Mr. Chen Wei, with more than 30 years of experience in the automotive industry. Since 1994, he has worked successively as an assistant engineer and an engineer of the product engineering department, onsite engineer stationed at the U.S. office and the chief of the model development department and the production planning department in Beijing Jeep Motor Co., Ltd. (北京吉普汽車有限公司), the director of the engineering and manufacturing department, the manager of the assembly workshop and the production director in Beijing Benz-Daimler Chrysler Automotive Co., Ltd., the general manager of the business affairs and legal department and the vice president responsible for production and manufacturing in Beijing Benz Automotive Co., Ltd., the vice president of the Company, as well as the party secretary and the senior executive vice president in Beijing Benz Automotive Co., Ltd., and other positions.

**Mr. Hu Hanjun** (胡漢軍), born in October 1971, holds a master's degree in business administration and is a senior economist. He is currently a non-executive Director of the Company and concurrently the deputy general manager and secretary to the board of directors of Beijing Automotive Group Co., Ltd. He is also a director of Beijing Benz Automotive Co., Ltd. and BAIC International (Hong Kong) Limited (北汽國際(香港)有限公司), respectively.

Mr. Hu Hanjun has nearly 30 years of experience in the automobile industry. Since 2009, he has acted successively as an assistant to the general manager and the head of economic operation department of Beijing ROCAR Automobile Services & Trade Co., Ltd. (北京鵬龍汽車服務貿易有限公司), 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), the head of the investment & asset management department, head of the strategic & investment management department, and assistant to the general manager of Beijing Automotive Group Co., Ltd., the director of Bohai Automotive Systems Co., Ltd. (渤海汽車系統股份有限公司) and other positions.

**Mr. Chen Hongliang** (陳宏良), born in January 1965, holds a master's degree in engineering and is a researcher-level senior engineer. He is currently a non-executive Director of the Company and concurrently the assistant to the general manager and the head of the strategy and investment management department of Beijing Automotive Group Co., Ltd.. He is also a director of Beijing Hainachuan Automotive Parts Co., Ltd. (北京海納川汽車部件股份有限公司), a director of BAIC ROCAR Automobile Services & Trade Co., Ltd., and a director of Bohai Automotive Systems Co., Ltd..

Mr. Chen Hongliang has over 30 years of experience in the automobile industry. Since 1988, he has 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, the director of the assembly plant, the secretary of the party committee, the deputy general manager and the deputy secretary of the party committee of NAVECO Ltd., the deputy general manager of the passenger vehicle business department of Beijing Automotive Group Co., Ltd., the deputy head of the operation and production division of the Company, the secretary of the party committee and 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., an executive Director, the president, deputy secretary of the party committee of the Company, and the head of the operation and management department of Beijing Automotive Group Co., Ltd. and other positions.

**Mr. Song Wei (宋璋)**, born in November 1981, holds a master's degree in engineering, and is a senior engineer and an economist. He is currently an executive Director, the president, deputy secretary of the party committee of the Company. He is also a director of Beijing Hyundai Motor Co., Ltd. (北京現代汽車有限公司), an executive director of BAIC Investment Co., Ltd. (北京汽車投資有限公司), a director of BAIC International (Hong Kong) Limited and a director of BAIC Hong Kong Investment Corp. Limited (北汽香港投資有限公司). He is also a member of the 13th Beijing Municipal Committee of the Communist Party of China.

Mr. Song Wei has nearly 20 years of experience in the automotive industry. Since 2007, Mr. Song Wei has served as a supplier quality control engineer and progress supervisor of parts and components projects of Beijing Benz-Daimler Chrysler Automotive Co., Ltd., a supervisor of exterior purchasing, a supervisor of cost control, and a senior manager of projects and cost control of Beijing Benz Automobile Co., Ltd. and a head of the procurement project control department of the Company's procurement center, a deputy general manager of the off-road vehicle branch of Beijing Automotive Group Co., Ltd., a assistant to the general manager of the off-road vehicle division of Beijing Automotive Group Co., Ltd. and a deputy director of the procurement center of the Company, a party member and a deputy general manager of BAIC Group Off-road Vehicle Company Limited (北京汽車集團越野車有限公司), a deputy head of the organizational department of the party committee of, and head of the technical and product management department of Beijing Automotive Group Co., Ltd. and other positions.

**Mr. Liu Guanqiao (劉觀橋)**, born in December 1979, holds a master's degree in business administration. He is currently the head of operation and management department (military products)/digital safety and management department of Beijing Automotive Group Co., Ltd.. He is also a director of BAIC Trucks Co., Ltd (北汽重型汽車有限公司).

Mr. Liu Guanqiao has more than 20 years of experience in the automobile industry. Since 2002, he has served as a sales manager of Southeastern Automobile Co., Ltd. (東南汽車有限公司), Fujian regional manager of Shanghai Volkswagen Automobile Sales Co. Ltd. (上海大眾汽車銷售公司), Guangdong regional manager of the southern business unit, director of Guangdong office,

and head of the management section of the sales division of Beijing Hyundai Motor Co., Ltd., head of the promotional support section of the east business unit of the sales division of Beijing Hyundai Motor Co., Ltd., person in charge of the northern business unit, acting head, and head of the business section of the sales division of Beijing Hyundai Motor Co., Ltd., head of the sales management department, and head of the sales management office of the sales division of Beijing Hyundai Motor Co., Ltd., deputy head of operation and management department (military products department)/digital safety and management department of Beijing Automotive Group Co., Ltd. and other positions.

**Mr. Ye Qian** (葉芊), born in September 1984, holds a master's degree in business administration. He is currently a non-executive Director of the Company and concurrently the person in charge of the equity investment business of Shoucheng Holdings Limited.

Mr. Ye Qian has more than 10 years of investment management experience. Since 2007, he has served as a senior manager of Great Wall Motor Company Limited (長城汽車股份有限公司), a senior manager of the ICC Affairs Office of China Chamber of International Commerce (CCIC), a deputy representative of Hong Kong and Macao Representative Office of China Council of the Promotion of International Trade (中國國際貿易促進協會), a deputy director of the ICC Affairs Office of CCIC (presiding over the work), a deputy director of the PPP Department of Beijing Shougang Fund Co., Ltd. (北京首鋼基金有限公司), the assistant to the general manager of Beijing West Fund Management Co., Ltd., the general manager of Beijing Shouyuan New Energy Investment Management Company Limited (北京首元新能投資管理有限公司), and the deputy general manager of the standing office and the chairman of the board of directors of Beijing West Fund Management Co., Ltd., a director of Shougang Century Holdings Limited (首佳科技製造有限公司) and other positions.

**Mr. Paul Gao** (高旭), born in October 1968, holds a bachelor's degree in accounting and is currently the chief strategy officer of Mercedes-Benz Group AG.

Mr. Paul Gao has more than 30 years of experience in the management consultancy and vehicle industries. Since 1993, he has served as a management consultant and project manager in the San Francisco and Shanghai offices of PricewaterhouseCoopers in the United States, a management consultant, senior project manager, partner, senior partner and head of the automotive industry consulting practice in the Asia-Pacific region of McKinsey & Consulting Company Inc., Shanghai. He also participated in the founding of Guanzhi Automobile Company Limited (觀致汽車有限公司) as its chief financial officer.

**Mr. Kevin Walter Binder**, born in November 1968, holds a bachelor's degree in business administration and economics. He is currently the chief financial officer of Mercedes Benz (China) Investment Co., Ltd. (梅賽德斯－奔馳(中國)投資有限公司).

Mr. Kevin Walter Binder has more than 30 years of experience in the automotive industry. Since 1993, he has held various positions as staff of the human resource department, the group business department and finance department of Mercedes-Benz Group AG (formerly Daimler AG), senior manager of the group business department, revenue and pricing management, plant financial control and product control of Mercedes-Benz Group

AG, chief financial officer of Mercedes-Benz Italy S.p.A. (梅賽德斯－奔馳意大利有限公司), director of passenger vehicle sales control in Europe of Mercedes-Benz Group AG., and chief executive officer in charge of commercial vehicles of Mercedes-Benz Group AG.

**Mr. Gu Tiemin** (顧鐵民), born in May 1968, holds a master's degree in law, and is a senior economist and lawyer. He currently serves as a non-executive Director of the Company. Also, he is currently an expatriate full-time director of Beijing State-owned Capital Operation and Management Co., Ltd. (北京國有資本運營管理有限公司), and serves as a non-executive director of BBMG Corporation (北京金隅集團股份有限公司).

Mr. Gu Tiemin has more than 30 years of experience in government and corporate management. Since 1991, he has served as a section member, chief section member and deputy director of the Supervision and Guidance Division of the Legal Office of Beijing Municipal's Government (北京市政府法制辦), investigator and deputy director of the Legal Affairs Office of the Beijing Municipal Government's Xuanwu District, deputy director and director of the Law Department of the Beijing Foreign Trade and Economic Cooperation Commission, director of the Legal and Fair Trade Department of Beijing Municipal Bureau of Commerce, director of the Department of Circulation Order of Beijing Municipal Business Commission (北京市商務委員會), deputy general manager of Beijing Capital Agricultural Group Co., Ltd. (北京首都農業集團有限公司), deputy director, deputy secretary of the party committee, party secretary and chairman of the board of directors of of the Beijing Technology Exchange and Training Centre (Beijing International Technology Exchange and Cooperation Centre (北京技術交流培訓中心 (北京國際技術合作中心)) and other positions.

**Mr. Sun Li** (孫力), born in August 1965, hold a master's degree in business administration, and is a senior economist. He is currently a non-executive Director of the Company and concurrently a full-time investment director of investment enterprises of Beijing Energy Holding Co., Ltd. (北京能源集團有限責任公司), a director of BEH-PROPERTY Co., Ltd. (京能置業股份有限公司) and a director of Beijing Haohua Energy Resource Co., Ltd. (北京昊華能源股份有限公司).

Mr. Sun Li has more than 30 years' experience in corporate management. Since 1988, he successively served as a cadre of the Economic Information Department of China Public Relations Association, a cadre of the News Department of the General Office of the Ministry of Water Resources, a senior staff member of the News Department, a principal staff member of the News Department, the deputy director of the News Department of the General Office, a cadre of the Office of Preparation for Water Resources Dispatch Building of the Ministry of Water Resources, the head of general manager office of Beijing International Power Development and Investment Corporation, the head of the office of board of directors, manager of human resources department, party branch secretary, and head of the general manager office of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司), the head of the general manager office, head of human resources department of Beijing Energy Holding Co., Ltd. (北京能源集團有限責任公司), and the secretary of party committee and executive director of Beijing Yuanshen Energy Saving Technology Co., Ltd. (北京源深節能技術有限責任公司) and other positions.

**Ms. Yin Yuanping** (尹援平), born in March 1956, holds a bachelor's degree in economics. She is currently an independent non-executive Director of the Company and concurrently the vice president of the China Enterprise Confederation/China Enterprise Directors Association (中國企業聯合會/中國企業家協會).

Ms. Yin Yuanping has more than 30 years of experience in enterprise management. Since 1989, she has served as a deputy president and deputy editor-in-chief, president and editor-in-chief of the enterprise management publishing house of the China Enterprise Confederation/China Enterprise Directors Association, and vice president, executive vice president as well as secretary of the party committee and executive vice president of the China Enterprise Confederation/China Enterprise Directors Association, and president and vice president at the foundation of China Enterprise Management Science Foundation (中國企業管理科學基金會) and other positions.

**Mr. Xu Xiangyang** (徐向陽), born in May 1965, holds a doctoral degree in engineering. He is currently an independent non-executive Director of the Company and concurrently a professor in School of Transportation Science and Engineering (交通科學與工程學院), a director of the academic committee and a doctoral tutor of Beihang University (北京航空航天大學), as well as a fellow of the China Society of Automotive Engineers, the deputy director of Automotive Advanced Powertrain Branch of the China Society of Automotive Engineers, and a standing deputy director of the National Engineering Research Center for Passenger Car Automatic Transmission. He is an independent non-executive director of Cheshi Technology Inc. (車市科技有限公司), an independent director of Zhejiang Zomax Transmission Co., Ltd. (浙江中馬傳動股份有限公司), and an independent director of Wuxi Lintai Cris New Materials Technology Co., Ltd. (無錫林泰克斯新材料科技股份有限公司).

Mr. Xu Xiangyang has over 30 years of experience in the automobile industry. Since 1990, he has acted successively 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 Faculty 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 and other positions.

**Mr. Tang Jun** (唐鈞), born in March 1978, holds a doctoral degree in management. He is currently an independent non-executive Director of the Company and concurrently a deputy director of the Institute of Public Governance and director of the Crisis Management Study Center at Renmin University of China, and a professor and doctoral supervisor at the School of Public Administration. He is also a member of the urban safety expert group of the State Council Security Commission Office, 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), a special researcher of the National Fire and Rescue Administration, an expert consultant of the Ministry of Public Security's www.cpd.com.cn (中國警察網), 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), a director of Chinese Public Administration Society and of the China Institute of Organization Establishment and Management (中國機構編制管理研究會), an editorial board member of the press of the China Institute of Organization Establishment (《中國機構編制》), and a consultant of the press of China Fire (《中國消防》).



Mr. Tang Jun has nearly 20 years of experience in risk management and security management, and has served as a lecturer, associate professor, professor and doctoral supervisor at the School of Public Administration of Renmin University of China since 2005.

**Mr. Edmund Sit** (薛立品), born in November 1963, holds a master's degree in business administration and is 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, and an associate member of Society of Chinese Accountants & Auditors and a member of the Hong Kong Business Accountants Association. He is currently an independent non-executive Director of the Company and concurrently serves as an independent non-executive director, the chairman of the audit committee and the chairman of the remuneration committee in First Tractor Company Limited, the director of Alpcorp Ltd., and the general manager of Genesis Consulting Company (創慧顧問諮詢公司) and Genesis Chinese Medicine Clinic (創慧中醫診所), as well as the chief lecturer of the Association of International Certified Financial Consultants.

Mr. Edmund Sit has more than 30 years of experience in auditing, finance, management accounting, personnel management, financing, company secretary 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.

**Mr. Ji Xuehong** (紀雪洪), born in January 1978, holds a doctor's degree in management. He currently serves as a professor at the School of Economics and Management, director of the Institute of Automobile Enterprise Management and Innovation, director of the MBA Education Center of North China University of Technology (北方工業大學), and concurrently serves as a member of the Automotive Economic Development Research Branch of China Society of Automotive Engineering (中國汽車工程學會), a member of the Electric Vehicle Specialized Committee of Chinese Institute of Electronics (中國電子學會), an industry expert in high-quality development of China Taxicab and Livery Association (中國出租汽車暨汽車租賃協會), a special recruited expert of the Beijing Municipal Industrial Economy Research Center (北京市產業經濟研究中心). In addition, he is an independent non-executive director of Beijing SinoHytec Co., Ltd. (北京億華通科技股份有限公司), a board member of the Urban Transportation Branch of the China Highway & Transportation Society (中國公路學會), a jury of the CAPA Awards (鈴軒獎), a member of the Standing Committee of the CPPCC of Shijingshan District (石景山區政協), the Vice-Chairman of the Work Committee of the China Democratic League of Shijingshan District (民盟石景山區工委).

Mr. Ji Xuehong has nearly 20 years of experience in corporate management and automotive industry development research. Since 2005, he has worked in the post-doctoral work station jointly established by the China Automotive Technology Research Center (中國汽車技術研究中心) and Tianjin University (天津大學), and since 2008, he has served as a lecturer, associate professor and professor at the School of Economics and Management of North China University of Technology.

**Ms. Jiao Feng** (焦楓), born in December 1976, holds a master's degree in public administration and is a senior auditor. She is currently the head of the audit department, an officer of the inspection office of the party committee and the secretary of the disciplinary committee of the headquarter of Beijing Automotive Group Co., Ltd..

Ms. Jiao Feng has over 20 years of experience in financial auditing. Since 1999, she has served as an officer in the industrial and transportation branch, an officer, a deputy head officer, a deputy head of level 2 and a deputy officer, a head officer and a deputy officer of the general department, a head of the general department of the economic and trading branch of the Beijing Municipal Audit Bureau. She has also served as a senior supervisor and an assistant to the director of the audit department of Beijing Automotive Group Co., Ltd., and a deputy secretary of the party committee, a secretary of the disciplinary committee and a chairperson of the labor union of the BAIC Group Industrial Investment Co., Ltd. (北京汽車集團產業投資有限公司), and the deputy head of the organization department of the party committee, a head of the audit department, and the head of the party committee's inspection office of Beijing Automotive Group Co., Ltd. and other positions.

**Ms. Zhu Yan** (朱雁), born in December 1986, holds a master's degree in business administration and is a senior accountant. She is currently the deputy head of the finance department of Beijing Automotive Group Co., Ltd..

Ms. Zhu Yan has more than 10 years of experience in financial auditing and has served as a junior auditor and a senior auditor of Ernst & Young Hua Ming since 2009, and has been a senior commissioner, head of the finance department and senior head of financial analysis of Beijing Automotive Group Co., Ltd..

**Mr. Deng Yishuai** (鄧懌帥), born in August 1982, holds a master's degree in financial management. He is currently the managing director of investment of funds of Beijing Shougang Fund Co., Ltd. (北京首鋼基金有限公司).

Mr. Deng Yishuai has nearly 20 years of experience in financial management. Since 2007, he has served as a staff member of China Life Pension Company Limited and a staff member of Happy Life Insurance Co., Ltd. He has held various positions in the National Council for Social Security Funds (全國社會保障基金理事會), including serving as a cadre, a clerk and a chief clerk of the finance department of the fund finance division, and a chief clerk and a deputy director of the accounting department of the fund finance division, a director of the accounting department of the pension accounting division, a director of the fund allocation department of the pension management division, a director of the equity investment department of the equity assets department (the industrial investment department), and a director of the funds department of the fund finance division.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Article	Amended Article																																																																																												
1.	<p><b>Article 2</b> .....</p> <p>The promoters of the Company are Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司) (formerly known as Beijing Automotive Industry Holding Co., Ltd. (北京汽車工業控股有限責任公司), “BAIC Group”), Beijing Shougang Co., Ltd. (北京首鋼股份有限公司) (“Shougang Limited”), Beijing State-Owned Assets Management Co., Ltd. (北京市國有資產經營有限責任公司) (“BSAM”), Modern Innovation Holding Co., Ltd. (現代創新控股有限公司) (“Modern Innovation”), Beijing State-owned Assets Management and Administration Center (北京國有資本經營管理中心) (“BSAMAC”) and Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) (“Beijing Energy Investment”).</p>	<p><b>Article 2</b> .....</p> <p>The promoters of the Company are Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司) (formerly known as Beijing Automotive Industry Holding Co., Ltd. (北京汽車工業控股有限責任公司), “BAIC Group”), Beijing Shougang Co., Ltd. (北京首鋼股份有限公司) (“Shougang Limited”), Beijing State-Owned Assets Management Co., Ltd. (北京市國有資產經營有限責任公司) (“BSAM”), Modern Innovation Holding Co., Ltd. (現代創新控股有限公司) (“Modern Innovation”), Beijing State-owned Assets Management and Administration Center (北京國有資本經營管理中心) (“BSAMAC”) and Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) (“Beijing Energy Investment”). <b><u>The following table sets out details of the promoters of the Company, including their names, number of shares subscribed upon establishment, shareholding ratio, method and time of contribution:</u></b></p> <table border="1" data-bbox="850 995 1353 1421"> <thead> <tr> <th rowspan="2">Names of shareholders</th> <th colspan="2">Subscription</th> <th colspan="3">First contribution</th> <th colspan="3">Contribution by installments</th> </tr> <tr> <th>Total number of shares subscribed (shares)</th> <th>Shareholding ratio</th> <th>Contribution amount (yuan)</th> <th>Contribution method</th> <th>Contribution time</th> <th>Contribution amount (yuan)</th> <th>Contribution method</th> <th>Contribution time</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司)</td> <td rowspan="3">2,590,000,000</td> <td rowspan="3">51.00%</td> <td rowspan="3">472,450,885</td> <td rowspan="3">Currency</td> <td rowspan="3">2010.9.19</td> <td>1,680,306,788</td> <td>Equity</td> <td>2010.10.20</td> </tr> <tr> <td>238,718,954</td> <td>Contribution in kind (including land-use rights)</td> <td>2011.2.15</td> </tr> <tr> <td>159,325,443</td> <td>Currency</td> <td>2011.3.21</td> </tr> <tr> <td>Beijing Shougang Co., Ltd. (北京首鋼股份有限公司)</td> <td>915,618,061</td> <td>18.31%</td> <td>181,482,882</td> <td>Currency</td> <td>2010.9.19</td> <td>657,688,502</td> <td>Equity</td> <td>2010.10.20</td> </tr> <tr> <td rowspan="2">Beijing State-Owned Assets Management Co., Ltd. (北京國有資產經營有限責任公司)</td> <td rowspan="2">658,823,714</td> <td rowspan="2">13.06%</td> <td rowspan="2">125,584,683</td> <td rowspan="2">Currency</td> <td rowspan="2">2010.9.19</td> <td>76,148,597</td> <td>Currency</td> <td>2011.3.21</td> </tr> <tr> <td>477,447,589</td> <td>Equity</td> <td>2010.10.20</td> </tr> <tr> <td>Modern Innovation Holding Co., Ltd. (現代創新控股有限公司)</td> <td>387,714,184</td> <td>7.75%</td> <td>11,000,000</td> <td>Currency</td> <td>2010.9.19</td> <td>578,621,340</td> <td>Equity</td> <td>2010.10.20</td> </tr> <tr> <td>Beijing State-owned Capital Operation and Management Co., Ltd. (北京國有資本經營管理有限公司)</td> <td>250,000,000</td> <td>5.00%</td> <td>166,666,667</td> <td>Currency</td> <td>2010.9.19</td> <td>83,333,333</td> <td>Currency</td> <td>2011.3.21</td> </tr> <tr> <td rowspan="2">Beijing Energy Investment Holding Co., Ltd. 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No.	Original Article	Amended Article
2.	<p><b>Article 10</b> ..... Other senior management referred to in the preceding paragraph include vice president, secretary to the board of directors and chief financial officer.</p>	<p><b>Article 10</b> ..... Other senior management referred to in the preceding paragraph include vice president, secretary to the board of directors <del>and</del>, chief financial officer <b>and general counsel</b>.</p>
3.	<p><b>Article 13</b> The scope of business of the Company shall be based on the items approved by the company registration authorities and business administration authorities.</p> <p>The scope of business of the Company covers: manufacture of automobiles, components and accessories; sales of automobiles, components and accessories; development of technologies, technical services and consultation; economic information consultation; equipment installation, logistics and transportation of goods; import and export of goods and technologies and import and export business agent.</p> <p>.....</p>	<p><b>Article 13</b> The scope of business of the Company shall be based on the items approved by the company registration authorities and business administration authorities.</p> <p>The scope of business of the Company covers: manufacture of automobiles, components and accessories, <b><u>which is only operated by its branches</u></b>; <del>sales of automobiles, components and accessories;</del> <b><u>sales of self-manufactured products</u></b>; development of technologies, technical services and consultation; economic information consultation; equipment installation, <del>logistics and transportation of goods;</del> import and export of goods and technologies and import and export business agent. <b><u>(The market entity shall select business items and carry out operating activities at its own discretion in accordance with the law; for items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities and to the extent authorized by such approval; it is not allowed to engage in operating activities prohibited or restricted by industrial policies of the state and the municipality).</u></b></p> <p>.....</p>

No.	Original Article	Amended Article																		
4.	<p><b>Article 20</b> …… The shareholding percentage of the investors of the Company is as follows:</p> <table border="1" data-bbox="319 442 826 825"> <thead> <tr> <th data-bbox="327 449 582 506">Name of the Investors</th> <th data-bbox="603 449 710 544">Number of Shares Held (Shares)</th> <th data-bbox="730 449 818 506">Shareholding Percentage</th> </tr> </thead> <tbody> <tr> <td data-bbox="327 587 582 676">Beijing Automotive Group Co., Ltd. ……</td> <td data-bbox="603 587 710 612">3,566,659,704</td> <td data-bbox="730 587 818 612">44.498%</td> </tr> <tr> <td data-bbox="327 697 582 819">Shenzhen Benyuan Jinghong Equity Investment Fund (Limited Partner) ……</td> <td data-bbox="603 697 710 723">192,138,918</td> <td data-bbox="730 697 818 723">2.397%</td> </tr> </tbody> </table>	Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage	Beijing Automotive Group Co., Ltd. ……	3,566,659,704	44.498%	Shenzhen Benyuan Jinghong Equity Investment Fund (Limited Partner) ……	192,138,918	2.397%	<p><b>Article 20</b> …… The shareholding percentage of the investors of the Company is as follows:</p> <table border="1" data-bbox="842 442 1359 825"> <thead> <tr> <th data-bbox="850 449 1106 506">Name of the Investors</th> <th data-bbox="1126 449 1233 544">Number of Shares Held (Shares)</th> <th data-bbox="1254 449 1342 506">Shareholding Percentage</th> </tr> </thead> <tbody> <tr> <td data-bbox="850 587 1106 676">Beijing Automotive Group Co., Ltd. ……</td> <td data-bbox="1126 587 1233 655">3,566,659,704 <u>3,716,659,704</u></td> <td data-bbox="1254 587 1342 655">44.498% <u>46.369%</u></td> </tr> <tr> <td data-bbox="850 697 1106 819">Shenzhen Benyuan Jinghong Equity Investment Fund (Limited Partner) ……</td> <td data-bbox="1126 697 1233 723">192,138,918 <u>42,138,918</u></td> <td data-bbox="1254 697 1342 723">2.397% <u>0.526%</u></td> </tr> </tbody> </table>	Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage	Beijing Automotive Group Co., Ltd. ……	3,566,659,704 <u>3,716,659,704</u>	44.498% <u>46.369%</u>	Shenzhen Benyuan Jinghong Equity Investment Fund (Limited Partner) ……	192,138,918 <u>42,138,918</u>	2.397% <u>0.526%</u>
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5.	<p><b>Article 127</b> The board of directors shall be accountable to the general meetings, and exercise the following powers: …… (10) to appoint or remove the president and secretary of the board of directors of the Company; to appoint or remove the senior management, such as the vice president and financial officer, of the Company pursuant to the nominations of the president and decide on their remuneration as well as reward and punishment; ……</p>	<p><b>Article 127</b> The board of directors shall be accountable to the general meetings, and exercise the following powers: …… (10) to appoint or remove the president and secretary of the board of directors of the Company; to appoint or remove the senior management, such as the vice president <del>and</del>, financial officer <u>and general counsel</u>, of the Company pursuant to the nominations of the president and decide on their remuneration as well as reward and punishment; ……</p>																		

No.	Original Article	Amended Article
6.	<p><b>Article 144</b> Where necessary, the board of directors may establish relevant special committees such as the strategy committee, remuneration committee, audit committee and nomination committee to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors. The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors to determine the composition, duties and procedures of meetings of such special committees.</p>	<p><b>Article 144</b> Where necessary, the board of directors may establish relevant special committees such as the strategy <b>and sustainability</b> committee, remuneration committee, audit committee and nomination committee to provide advice and suggestions for the material decisions of the board of directors and the exercise of duties by the chairman of the board of directors within the scope of authorization of the board of directors. The board of directors shall formulate separate terms of reference for each of the special committees of the board of directors to determine the composition, duties and procedures of meetings of such special committees.</p>
7.	<p><b>Chapter 13</b> President of the Company</p>	<p><b>Chapter 13</b> President <b>and Other Senior Management</b> of the Company</p>
8.	<p><b>Article 152</b> The Company shall have one president, several vice presidents and one chief financial officer, all of whom shall be appointed or dismissed by a majority vote of all directors.</p> <p>The president, vice presidents, secretary to the board of directors and chief financial officer of the Company are senior management. The president and secretary to the board of directors shall be nominated by the chairman of the board of directors while vice presidents and chief financial officer shall be nominated by the president.</p>	<p><b>Article 152</b> The Company shall have one president, several vice presidents <del>and</del> one chief financial officer <b>and one general counsel</b>, all of whom shall be appointed or dismissed by a majority vote of all directors.</p> <p>The president, vice presidents, secretary to the board of directors <del>and</del> chief financial officer <b>and general counsel</b> of the Company are senior management. The president and secretary to the board of directors shall be nominated by the chairman of the board of directors while vice presidents <del>and</del> chief financial officer <b>and general counsel</b> shall be nominated by the president.</p>

No.	Original Article	Amended Article
9.	<p><b>Article 155</b> The president shall be accountable to the board of directors and shall perform the following duties: .....</p> <p>(6) to propose to the board of directors the appointment or dismissal of the vice presidents and chief financial officer of the Company; .....</p> <p>(8) to decide the following matters according to the authorization of the board of directors:</p> <p>i. pledge of assets with the amount of less than 1% of the latest audited net assets of the Company;</p> <p>ii. investments with the amount of less than 1% of the latest audited net assets as part of the annual investment plan of the Company; for investments with the amount of less than 1% of the latest audited net assets but not included in the annual investment plan of the Company, the president shall submit the resolutions for consideration of the strategic committee of the board of directors in accordance with the Articles of Association and the rules of procedures of the strategic committee of the board of directors, and make decision based on the audit opinion of the strategic committee of the board of directors. .....</p>	<p><b>Article 155</b> The president shall be accountable to the board of directors and shall perform the following duties: .....</p> <p>(6) to propose to the board of directors the appointment or dismissal of the vice presidents <del>and</del>, chief financial officer <u>and general counsel</u> of the Company; .....</p> <p>(8) to decide the following matters according to the authorization of the board of directors:</p> <p>i. pledge of assets with the amount of less than 1% of the latest audited net assets of the Company;</p> <p>ii. investments with the amount of less than 1% of the latest audited net assets as part of the annual investment plan of the Company; for investments with the amount of less than 1% of the latest audited net assets but not included in the annual investment plan of the Company, the president shall submit the resolutions for consideration of the strategy <u>and sustainability</u> committee of the board of directors in accordance with the Articles of Association and the rules of procedures of the strategy <u>and sustainability</u> committee of the board of directors, and make decision based on the audit opinion of the strategy <u>and sustainability</u> committee of the board of directors. .....</p>

No.	Original Article	Amended Article
10.	New	<p><u>Article 160</u> The general counsel of the Company shall be a natural person with the requisite expertise and experience and shall be appointed by the board of directors with the following main duties:</p> <p>(1) The general counsel is the leader of the Company’s rule of law work, and is responsible for the Company’s legal affairs, and coordinates the handling of legal affairs in the Company’s decision-making, operation and management;</p> <p>(2) Matters of significance that require legal review and argumentation and to be submitted to the Company’s decision-making meeting for consideration must be submitted to the general counsel in advance for legal review and argumentation. If the general counsel identifies significant risks during the review, the submission of such matters to the decision-making meeting shall be postponed; and</p> <p>(3) The general counsel shall attend party committee meetings and board meetings, participate in meetings of the president’s office, and independently express legal opinions on legal issues involved in the matters under consideration.</p>
11.	<p><b>Article 187</b> A loan guarantee provided by the Company in breach of clause 1 of Article 185 shall be unenforceable against the Company, except in the following circumstances: .....</p>	<p><del>Article 187</del> <b>Article 188</b> A loan guarantee provided by the Company in breach of clause 1 of Article <del>185</del> <b>186</b> shall be unenforceable against the Company, except in the following circumstances: .....</p>
12.	<p><b>Article 190</b> The Company shall enter into a contract in writing with each director, supervisor and senior management of the Company, which shall at least contain the following provisions: .....</p> <p>(3) the arbitration clause provided under Article 232 of these Articles.</p>	<p><del>Article 190</del> <b>Article 191</b> The Company shall enter into a contract in writing with each director, supervisor and senior management of the Company, which shall at least contain the following provisions: .....</p> <p>(3) the arbitration clause provided under <del>Article 232</del> <b>Article 233</b> of these Articles.</p>



No.	Original Article	Amended Article
13.	<p><b>Article 231</b> Unless otherwise specified in these Articles, if a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time. In addition, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas listed foreign shares by way of personal delivery or pre-paid mail so as to give the shareholders sufficient notice and time to exercise their rights or take any action in accordance with the terms of the notice.</p> <p>.....</p>	<p><del>Article 231</del> <b>Article 232</b> Unless otherwise specified in these Articles, if a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time. <del>In addition, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas listed foreign shares by way of personal delivery or pre-paid mail so as to give the shareholders sufficient notice and time to exercise their rights or take any action in accordance with the terms of the notice.</del></p> <p>.....</p>
14.	<p><b>Article 234</b> The reference of “senior management” in these Articles refers to president, vice president, secretary to the board of directors and financial officers of the Company. The references of “president”, “vice president” and “financial officers” in these Articles shall have the same meanings as “manager”, “vice manager” and “financial officers” under the Company Law.</p>	<p><del>Article 234</del> <b>Article 235</b> The reference of “senior management” in these Articles refers to president, vice president, secretary to the board of directors <del>and</del> financial officer <u>and general counsel</u> of the Company. The references of “president”, “vice president” and “financial officers” in these Articles shall have the same meanings as “manager”, “vice manager” and “financial officers” under the Company Law.</p>

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## NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

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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 2024 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 first extraordinary general meeting (the “EGM”) of BAIC Motor Corporation Limited (the “Company”) will be held at 9:30 a.m. on Friday, 22 March 2024 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 7 March 2024:

#### ORDINARY RESOLUTIONS

- 1. Proposed appointment of Directors of the fifth session of the Board of Directors**
  - 1.1. Appointment of Mr. Chen Wei as non-executive Director of the Company
  - 1.2. Appointment of Mr. Hu Hanjun as non-executive Director of the Company
  - 1.3. Appointment of Mr. Chen Hongliang as non-executive Director of the Company
  - 1.4. Appointment of Mr. Song Wei as executive Director of the Company
  - 1.5. Appointment of Mr. Liu Guanqiao as non-executive Director of the Company
  - 1.6. Appointment of Mr. Ye Qian as non-executive Director of the Company
  - 1.7. Appointment of Mr. Paul Gao as non-executive Director of the Company

\* *For identification purpose only*

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## NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

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- 1.8. Appointment of Mr. Kevin Walter Binder as non-executive Director of the Company
- 1.9. Appointment of Mr. Gu Tiemin as non-executive Director of the Company
- 1.10. Appointment of Mr. Sun Li as non-executive Director of the Company
- 1.11. Appointment of Ms. Yin Yuanping as independent non-executive Director of the Company
- 1.12. Appointment of Mr. Xu Xiangyang as independent non-executive Director of the Company
- 1.13. Appointment of Mr. Tang Jun as independent non-executive Director of the Company
- 1.14. Appointment of Mr. Edmund Sit as independent non-executive Director of the Company
- 1.15. Appointment of Mr. Ji Xuehong 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 fifth session of the Board of Supervisors**

- 3.1. Appointment of Ms. Jiao Feng as non-employee representative Supervisor of the Company
- 3.2. Appointment of Ms. Zhu Yan as non-employee representative Supervisor of the Company
- 3.3. Appointment of Mr. Deng Yishuai as non-employee representative Supervisor of the Company

## SPECIAL RESOLUTION

### **4. Proposed amendments to the Articles of Association**

By order of the Board of Directors  
**BAIC Motor Corporation Limited**  
**Chen Wei**  
*Chairman of the Board*

Beijing, the PRC, 7 March 2024

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## NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (A) The register of members of the Company will be closed from Tuesday, 19 March 2024 to Friday, 22 March 2024 (both days inclusive), during which period no transfer of Shares will be effected. Holders of H Shares whose names appear on the register of H Shares as maintained by Computershare Hong Kong Investor Services Limited at the close of business hours on Monday, 18 March 2024 are entitled to attend and vote at the EGM following completion of the registration procedures. To be eligible to attend and vote at the EGM, all the transfer documents of H Shares and Domestic Shares 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 Monday, 18 March 2024 or the China Securities Depository and Clearing Corporation Limited at 23 Floor, Shenzhen Stock Exchange Square, Futian District, Shenzhen, Guangdong Province, the PRC for holders of Domestic Shares no later than 4:00 p.m. on Monday, 18 March 2024.
- (B) Each Shareholder entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 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.
- (C) A proxy shall be appointed by a Shareholder by a written instrument signed by the appointor or his/her attorney duly authorised 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 authorised attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorisation of such attorney shall be notarised.
- (D) To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in Note (C) 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 EGM 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.
- (E) A Shareholder or his/her proxy should produce proof of identity when attending the EGM. Where a Shareholder is a legal person, the legal representative of that Shareholder or the person authorised by its board of directors or other governing body shall produce a copy of the authorisation documents of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.
- (F) The EGM is expected to last for half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.

*As at the date of this notice, the Board comprises Mr. Chen Wei, as Chairman of the Board and non-executive Director; Mr. Hu Hanjun and Mr. Chen Hongliang as non-executive Directors; Mr. Song Wei 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.*