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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 disregard this circular and the proxy form.

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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)**

**REPORT OF THE BOARD OF DIRECTORS FOR 2024  
REPORT OF THE BOARD OF SUPERVISORS FOR 2024  
PROFITS DISTRIBUTION AND DIVIDENDS DISTRIBUTION PLAN FOR 2024  
CHANGE OF INTERNATIONAL AUDITOR AND DOMESTIC AUDITOR FOR 2025  
GENERAL MANDATE FOR THE ISSUANCE OF  
BOND FINANCING INSTRUMENTS  
GENERAL MANDATE FOR THE ISSUANCE OF SHARES  
GENERAL MANDATE FOR THE REPURCHASE OF SHARES  
NOTICE OF 2024 ANNUAL GENERAL MEETING  
NOTICE OF 2025 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING  
AND  
NOTICE OF 2025 FIRST H SHAREHOLDERS CLASS MEETING**

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A letter from the Board is set out on pages 4 to 14 of this circular.

The notices of the AGM and the Shareholders Class Meetings to be held at 9:30 a.m. on Tuesday, 24 June 2025 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 are set out on pages 18 to 23 of this circular. The proxy forms for use at the AGM and the Shareholders Class Meetings are also published on the HKExnews website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company.

Whether or not you intend to attend the AGM and/or the Shareholders Class Meetings, holders of H Shares are requested to complete the proxy forms in accordance with the instruction stated thereon and return them 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 proxy forms shall be returned to the Board of Directors' Office of the Company at Room 3-038, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC. The proxy forms shall be returned not later than 24 hours before the time appointed for holding the AGM, the Shareholders Class Meetings or any adjournment thereof. Completion and return of the proxy forms will not preclude the Shareholders from attending and voting in person should you so wish at the AGM, the Shareholders Class Meetings or any adjournment thereof if they so wish.

\* For identification purposes only

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## CONTENTS

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|   | <i>Page</i> |
|---|-------------|
| <b>DEFINITIONS</b> .....  | 1           |
| <b>LETTER FROM THE BOARD</b> .....                                  | 4           |
| <b>APPENDIX I – EXPLANATORY STATEMENT</b> .....                     | 15          |
| <b>NOTICE OF 2024 ANNUAL GENERAL MEETING</b> .....                  | 18          |
| <b>NOTICE OF 2025 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING</b> ... | 20          |
| <b>NOTICE OF 2025 FIRST H SHAREHOLDERS CLASS MEETING</b> .....      | 22          |

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## DEFINITIONS

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

|                                 |  |
|---------------------------------|--|
| “AGM”                           | the annual general meeting of the Company for the year 2024 to be convened and held  |
| “Articles of Association”       | the articles of association of the Company, as amended from time to time   |
| “associate(s)”                  | has the meaning ascribed to it under the Listing Rules   |
| “Board” or “Board of Directors” | the board of Directors of the Company  |
| “Board of Supervisors”          | the board of Supervisors of the Company  |
| “Bond Financing Instruments”    | one or several types of bond financing instruments either in one tranche or multiple tranches, including but not limited to enterprise bonds, corporate bonds, ultra short-term commercial paper, short-term commercial paper, medium-term notes, bond financing instruments through private placement, and other RMB or foreign-currency, onshore or offshore bond financing instruments permitted by the regulatory authorities for issuance |
| “China” or “PRC”                | the People’s Republic of China   |
| “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 Hong Kong Stock Exchange (stock code: 1958)   |
| “Company Law”                   | Company Law of the People’s Republic of China (中華人民共和國公司法)   |
| “controlling shareholder”       | has the meaning ascribed to it under the Listing Rules   |
| “Director(s)”                   | the director(s) of the Company   |
| “Domestic Share(s)”             | ordinary share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi   |

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## DEFINITIONS

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| “Domestic Shareholders Class Meeting”          | the first domestic shareholders class meeting to be convened and held by the Company in 2025   |
| “General Mandate for the Issuance of Shares”   | the general mandate granted to the Board to, independently or simultaneously, allot, issue and deal with the new Shares that shall not exceed 20% of Domestic Shares and/or H Shares in issue (excluding any treasury shares) respectively as at the date of the passing of relevant resolution, and make corresponding amendments to the Articles of Association as it thinks fit for allotment, issuance of and dealing with such Shares |
| “General Mandate for the Repurchase of Shares” | the general mandate granted to the Board to, independently or simultaneously, repurchase Shares that shall not exceed 10% of Domestic Shares and/or H Shares in issue (excluding any treasury shares) respectively as at the date of the passing of relevant resolution, and make corresponding amendments to the Articles of Association as it thinks fit for repurchasing and dealing with such Shares                                   |
| “Group”  | the Company and its subsidiaries   |
| “Hong Kong”                                    | the Hong Kong Special Administrative Region of the PRC   |
| “Hong Kong Stock Exchange”                     | The Stock Exchange of Hong Kong Limited  |
| “H Share(s)”                                   | overseas listed foreign share(s) 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   |
| “H Shareholders Class Meeting”                 | the first H shareholders class meeting to be convened and held by the Company in 2025  |
| “Latest Practicable Date”                      | 16 May 2025, being the latest practicable date prior to the finalisation 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, as amended from time to time   |
| “PBOC”   | The People’s Bank of China, the central bank of the PRC  |

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## DEFINITIONS

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|-------------------------------|--|
| “RMB” or “Renminbi”           | Renminbi, the lawful currency of the PRC   |
| “Shareholder(s)”              | the shareholder(s) of the Company  |
| “Shareholders Class Meetings” | the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting         |
| “Share(s)”                    | Domestic Share(s) and/or H Share(s)  |
| “subsidiary(ies)”             | has the meaning ascribed to it under the Listing Rules                               |
| “Supervisor(s)”               | the supervisor(s) of the Company   |
| “Takeover Code”               | The Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time |
| “treasury shares”             | has the meaning ascribed to it under the Listing Rules                               |
| “%”                           | percentage   |

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### 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)

*Directors:*

| <b>Name</b>             | <b>Position</b>                                     |
|-------------------------|---|
| Mr. Wang Hao            | <i>Chairman of the Board and Executive Director</i> |
| Mr. Hu Hanjun           | <i>Non-executive Director</i>                       |
| Mr. Chen Hongliang      | <i>Non-executive Director</i>                       |
| Mr. Song Wei            | <i>Executive Director</i>                           |
| Mr. Peng Jin            | <i>Non-executive Director</i>                       |
| Mr. Ye Qian             | <i>Non-executive Director</i>                       |
| Mr. Paul Gao            | <i>Non-executive Director</i>                       |
| Mr. Kevin Walter Binder | <i>Non-executive Director</i>                       |
| Mr. Gu Tiemin           | <i>Non-executive Director</i>                       |
| Mr. Sun Li              | <i>Non-executive Director</i>                       |
| Ms. Yin Yuanping        | <i>Independent non-executive Director</i>           |
| Mr. Xu Xiangyang        | <i>Independent non-executive Director</i>           |
| Mr. Tang Jun            | <i>Independent non-executive Director</i>           |
| Mr. Edmund Sit          | <i>Independent non-executive Director</i>           |
| Mr. Ji Xuehong          | <i>Independent non-executive Director</i>           |

*Registered Address:*

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

*Headquarter:*

No. 99 Shuanghe Street  
Shunyi District  
Beijing 101300  
the PRC

*Principal place of  
business in Hong Kong:*

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

To the Shareholders,

**REPORT OF THE BOARD OF DIRECTORS FOR 2024  
REPORT OF THE BOARD OF SUPERVISORS FOR 2024  
PROFITS DISTRIBUTION AND DIVIDENDS DISTRIBUTION PLAN FOR 2024  
CHANGE OF INTERNATIONAL AUDITOR AND DOMESTIC AUDITOR FOR 2025  
GENERAL MANDATE FOR THE ISSUANCE OF  
BOND FINANCING INSTRUMENTS  
GENERAL MANDATE FOR THE ISSUANCE OF SHARES  
GENERAL MANDATE FOR THE REPURCHASE OF SHARES  
NOTICE OF 2024 ANNUAL GENERAL MEETING  
NOTICE OF 2025 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING  
AND  
NOTICE OF 2025 FIRST H SHAREHOLDERS CLASS MEETING**

#### **I. INTRODUCTION**

The Company intends to hold the AGM and the Shareholders Class Meetings at 9:30 a.m. on Tuesday, 24 June 2025 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 notices to convene the AGM and the Shareholders Class Meetings are set out on pages 18 to 23 of this circular.

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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 resolutions, as the case may be, at the AGM and the Shareholders Class Meetings and provide all the information reasonably required to enable you to make an informed decision on whether to vote for or against or abstain from voting on those resolutions. Such resolutions and details are set out in the letter from the Board.

### **II. MATTERS TO BE RESOLVED AT THE AGM**

#### **ORDINARY RESOLUTIONS**

##### **1. Report of the Board of Directors for 2024**

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Directors for 2024, the full text of which is included in the annual report published by the Company on 29 April 2025 on the Company's website and the HKEXnews website of the Hong Kong Stock Exchange.

##### **2. Report of the Board of Supervisors for 2024**

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Supervisors for 2024, the full text of which is included in the annual report published by the Company on 29 April 2025 on the Company's website and the HKEXnews website of the Hong Kong Stock Exchange.

##### **3. Profits Distribution and Dividends Distribution Plan for 2024**

The net profit attributable to equity holders of the Company for the year ended 31 December 2024 was approximately RMB955.8 million, representing a 68.5% decrease as compared with the corresponding period in 2023. Taking into account the Company's operational situation and future development plan, after careful consideration, the Board recommended that no dividend will be distributed to the Shareholders for the year ended 31 December 2024.

According to the Company Law and the Articles of Association, an ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan for the year ended 31 December 2024.

##### **4. Change of International Auditor and Domestic Auditor for 2025**

Reference is made to the announcement of the Company dated 29 April 2025 in relation to the Company's proposed change of international auditor and domestic auditor.

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## LETTER FROM THE BOARD

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### A. Proposed Appointment of Auditors

Considering the business needs of the Company and in compliance with provisions of the relevant regulations, on 29 April 2025, the Board, after review by and approval of the audit committee of the Board (the “**Audit Committee**”), resolved to propose to appoint Ernst & Young (“**E&Y**”) and Ernst & Young Hua Ming LLP (“**E&Y Hua Ming**”) as the Company’s international and domestic auditors, respectively, for the year ending 31 December 2025 (the “**Proposed Appointment**”).

The Board and the Audit Committee have reviewed the qualifications, competence and experience of E&Y and E&Y Hua Ming, and consider that they meet the regulatory requirements in terms of their qualifications, professional competence, independence and integrity to perform their duties as the auditors of the Company.

### B. Retirement of Auditors

The Company has also communicated with the current auditors, PricewaterhouseCoopers (“**PwC**”) and PricewaterhouseCoopers Zhong Tian LLP (“**PwC Zhong Tian LLP**”), in relation to the proposed change in auditors. Each of PwC and PwC Zhong Tian LLP will retire as the auditors of the Company upon expiration of their current terms of office at the conclusion of the AGM.

Each of PwC and PwC Zhong Tian LLP has confirmed that there were no circumstances in relation to its retirement that it considered should be brought to the attention of the Shareholders. There are no disagreements or unresolved issues between the Company on the one hand and PwC and PwC Zhong Tian LLP on the other hand, and the Board is not aware of any other matters regarding the proposed change of auditors that need to be brought to the attention of the Shareholders.

The Board and the Audit Committee are of the view that the proposed change of auditors would not have any material impact on the Group and is in the interest of the Company and the Shareholders as a whole.

An ordinary resolution will be proposed at the AGM to approve the appointment of E&Y and E&Y Hua Ming as the new auditors of the Company following the retirement of PwC and PwC Zhong Tian LLP with effect from the conclusion of the AGM and until the earlier of (i) the conclusion of the next annual general meeting of the Company; and (ii) the date on which the Proposed Appointment is revoked or amended by a resolution of the Company passed at any Shareholders’ general meeting, and authorize the management of the Company to determine their respective audit fees.



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## LETTER FROM THE BOARD

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### SPECIAL RESOLUTIONS

#### 5. General Mandate for the Issuance of Bond Financing Instruments

In order to control the financial cost by further expanding the financing channels and fully leveraging on the financial advantage of the capital market, the Company proposed to issue one or several types of bond financing instruments either in one tranche or multiple tranches, including but not limited to enterprise bonds, corporate bonds, ultra short-term commercial paper, short-term commercial paper, medium-term notes, bond financing instruments through private placement, and other RMB or foreign-currency, onshore or offshore bond financing instruments permitted by the regulatory authorities for issuance, the details of which are as follows:

*(1) Major terms of the issuance*

*(i) Issuer*

The Company and/or its subsidiaries will be the issuer of the onshore and offshore Bond Financing Instruments.

*(ii) Issue size and issue method*

Except for Bond Financing Instruments already issued by the Company, the issue size of onshore and offshore Bond Financing Instruments for 2025 is up to RMB10 billion (inclusive) in total, based on the outstanding balance upon the issuance, and in case of issuing in a foreign currency, converted at the central parity rate published by the PBOC on the date of issuance.

Issuance will be made in one or multiple tranches, through public offering or private placement.

*(iii) Target subscribers*

The target subscribers of the onshore and offshore Bond Financing Instruments are qualified domestic and foreign investors, respectively.

*(iv) Term and type*

The term of the onshore and offshore Bond Financing Instruments shall not exceed 10 years. The onshore and offshore Bond Financing Instruments may be a type of Bond Financing Instruments with a single term or a combination of types of Bond Financing Instruments with multiple terms. The specific terms composition and the issue size of each of the various types of the Bond Financing Instruments will be determined according to relevant regulations and the market conditions, and the issue size of each type of the Bond Financing Instruments shall not exceed the limit on the issue size of such type of the Bond Financing Instruments issued by the Company in accordance with the relevant national regulations.

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## LETTER FROM THE BOARD

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(v) *Use of proceeds*

It is expected that the proceeds from the issue of onshore and offshore Bond Financing Instruments will be used to satisfy the needs of production and operation, repay loans from financial institutions, replenish the working capital and/or used for project investment and otherwise.

(2) **Authorisation**

According to the market conditions and the needs of operations, and by reference to market practices, it is proposed by the Board that the AGM to grant a general mandate to the Board, and agree the Board to authorise the management of the Company in turn, to issue the Bond Financing Instruments, by a special resolution, so as to:

- (i) determine the category, specific type, specific terms, conditions and other matters of Bond Financing Instruments, including but not limited to the specific number to be issued, the actual total amount, type of currency, issue price, interest rate or its confirmation method, place and timing of the issuance, term, whether the Bond Financing Instruments are issued in tranches and the number of tranches, the issue size for each tranche, whether to specify put and redemption provisions, rating arrangement, guarantee-related matters, maturity of repayment of the principal and interest, use of proceeds, listing and underwriting arrangements, and relevant issue-rated matters;
- (ii) take all necessary and incidental actions and steps with regard to the issue of Bond Financing Instruments, including but not limited to the provision of necessary guarantees for the issue of Bond Financing Instruments by the Company and/or its subsidiaries (referring to wholly-owned or controlled subsidiaries of the Company), engagement of intermediaries, and the application on behalf of the Company to relevant regulatory authorities for relevant approval, registration, filing and other formalities, signing all the necessary legal instruments in relation to the issue, and handling other matters in relation to the issue, trade and circulation, as well as the approval, confirmation and ratification of the above actions and steps already taken by the Company in relation to the issue of bonds;
- (iii) sign and publish/distribute announcements and circulars in relation to the issue of Bond Financing Instruments, and go through relevant information disclosure and/or approval procedures (if required) in accordance with requirements of relevant domestic regulatory authorities and the Listing Rules;

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## LETTER FROM THE BOARD

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- (iv) correspondingly adjust matters in relation to the issue of Bond Financing Instruments or determine whether to proceed with the issuance according to the actual conditions within the scope of authorisation by the Shareholders' general meeting, according to the opinions of relevant domestic regulatory authorities, the changes in policies and market conditions, except for matters subject to further voting at the Shareholders' general meeting of the Company under relevant laws, regulations and Articles of Association;
- (v) make a decision on debt repayment measures, in accordance with the relevant laws, regulations and requirements of relevant regulatory authorities and the Listing Rules, if the Company is expected to fail or has already failed to repay the principal and interest of the due bonds as scheduled;
- (vi) determine and handle matters in relation to the listing of the issued Bond Financing Instruments (if necessary), after the completion of the issuance;
- (vii) handle any other specific matters in relation to the issuance and sign all the required documents;
- (viii) under the general mandate for the issuance of Bond Financing Instruments, any exercise of powers by the Board and the management of the Company shall comply with the relevant provisions of the Listing Rules, the Articles of Association and the relevant laws and regulations of China.

The aforesaid general mandate for the issuance of Bond Financing Instruments is valid for a period commencing on the date on which the resolution is approved by the AGM and ends on the earlier of:

- (1) the conclusion of the 2025 annual general meeting of the Company; and
- (2) the date on which the mandate set out in this resolution is revoked or amended by a resolution of the Company passed at any Shareholders' general meeting.

If the Company determines to issue the Bond Financing Instruments in whole or in part within the validity period of the above resolution, and the Company obtains the issue approval, permission, filing or registration from the regulatory authorities within the validity period of the above resolution, then the Company may complete the issue of relevant Bond Financing Instruments within the validity period confirmed in the approval, permission, filing or registration.

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## LETTER FROM THE BOARD

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### 6. General Mandate for the Issuance of Shares

With a view to fully leveraging on the financing advantages of the capital market and seizing the financing window in the market, and by reference to market practices, it is proposed by the Board at the AGM to grant a general mandate for the issuance of Shares to the Board, by a special resolution, namely authorising the Board to separately or concurrently issue and allot (the “**Issue**”) additional Shares not exceeding 20% of each of the numbers of Domestic Shares and/or H Shares in issue (excluding any treasury shares) on the date on which the resolution is approved at the AGM, within the scope of authorisation, and according to the market conditions and the needs of the Company. The additional Shares include but not limited to Domestic Shares and/or H Shares, convertible securities, and options, warrants or similar rights to subscribe for any Shares or such convertible securities.

The details of the authorisation are as follows:

- (1) formulation and implementation of a specific issue plan specifying, among others, the class of additional Shares proposed to be issued (hereafter including but not limited to Domestic Shares and/or H Shares, convertible securities, and options, warrants or similar rights to subscribe for any Shares or such convertible securities), pricing method and/or issue price (including price range), the number to be issued, target subscribers and use of proceeds, and the determination of the issue timing and period, and otherwise;
- (2) consideration and approval of matters in relation to the issue of additional Shares, including but not limited to engagement of intermediaries, the application to relevant regulatory authorities for matters in relation to the issuance, reporting, trade and circulation and listing of the additional Shares, and signature of necessary agreements and legal instruments;
- (3) going through relevant approval, filing and information disclosure procedures, in accordance with the requirements of the regulatory authorities and the place of listing of the Company;
- (4) approving the Company to increase its registered capital upon the issue of the new Shares, amend the relevant provisions of the Articles of Association in relation to the total share capital, the shareholding structure and otherwise, and go through the relevant domestic and overseas statutory registration and filing formalities;
- (5) determining other matters in relation to the above-mentioned issue of additional Shares.

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## LETTER FROM THE BOARD

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The validity period of the General Mandate for the Issuance of Shares commences on the date on which it is considered and approved by the AGM and ends on the earlier of:

- (1) the conclusion of the 2025 annual general meeting of the Company; and
- (2) the revocation or variation of the General Mandate for the Issuance of Shares by a resolution of the Company passed at any Shareholders' general meeting.

If during the validity period of the General Mandate for the Issuance of Shares, the Company enters into an agreement<sup>1</sup> or grants share options<sup>2</sup> with regard to the issuance of additional Domestic Shares and/or H Shares which may be required to be performed or exercised after the expiry of the validity period, the Company may continue to complete the issuance of the additional Shares.

Under the General Mandate for the Issuance of Shares, the exercise of any power by the Board shall comply with the relevant provisions of the Listing Rules, the Articles of Association and the relevant laws and regulations of China.

### III. MATTER TO BE RESOLVED AT THE AGM AND THE SHAREHOLDERS CLASS MEETINGS

#### SPECIAL RESOLUTION

##### 1. General Mandate for the Repurchase of Shares

In order to enable the Company to make full use of repurchase of Shares as a means for adjusting the capital structure in line with the market conditions and the needs of the Company, and increase the net asset value and/or earnings per share to protect the interests of investors, and by reference to market practices, it is proposed by the Board at the AGM and the Shareholders Class Meetings to grant a general mandate for the repurchase of Shares to the Board by a special resolution, respectively, so as to repurchase Domestic Shares and H Shares not exceeding 10% of the respective aggregate share capital of the Domestic Shares and/or H Shares in issue (excluding any treasury shares) at the date of the approval of the resolutions at the AGM and the Shareholders Class Meetings.

The details of the authorisation are as follows:

- (1) formulation and implementation of a specific repurchase plan specifying repurchase purpose, class of Shares to be repurchased, repurchase pricing method and/or repurchase price (including price range), repurchase method, number to be repurchased, repurchase timing, repurchase period and other matters;

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<sup>1</sup> Agreement: placing agreement, share purchase and sales agreement, underwriting agreement or any other document entered into for the issuance of Shares.

<sup>2</sup> Share options: options, warrants or similar rights to subscribe for Shares.

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## LETTER FROM THE BOARD

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- (2) consideration and approval of matters in relation to the repurchase, including but not limited to engagement of intermediaries, the application to relevant regulatory authorities for the repurchase, and signature of necessary agreements and legal instruments;
- (3) going through relevant notification, publication, approval and information disclosure procedures, in accordance with the requirements of the regulatory authorities and the place of listing of the Company;
- (4) approving the Company to, according to the actual situation: (a) cancel its Shares and correspondingly reduce its registered capital upon the repurchase of the Shares, amend the relevant provisions of the Articles of Association in relation to the total share capital, the shareholding structure and otherwise, and go through the relevant domestic and overseas statutory registration and filing formalities; or (b) hold them as treasury shares in accordance with the law;
- (5) securing internal resources of the Company (which may include surplus reserves and retained earnings) for the repurchase in accordance with applicable laws and regulations of China, and the Articles of Association;
- (6) determining other matters in relation to the repurchase above.

The validity period of the General Mandate for the Repurchase of Shares commences on the date on which it is approved at the AGM and the Shareholders Class Meetings, respectively, and ends on the earlier of:

- (1) the conclusion of the 2025 annual general meeting of the Company; and
- (2) the revocation or variation of the General Mandate for the Repurchase of Shares by a resolution of the Company passed at any Shareholders' general meeting or the Shareholders class meeting.

Under the General Mandate for the Repurchase of Shares, the exercise of any power by the Board shall comply with the relevant provisions of the Listing Rules, the Articles of Association and the relevant laws and regulations of China.

If during the validity period of the General Mandate for the Repurchase of Shares, the Company makes or enters into a Repurchase Proposal<sup>3</sup> or Agreement<sup>4</sup> with regard to the repurchase of Domestic Shares and/or H Shares which may be required to be performed or conducted even after the expiry of the mandate, the Company may continue to complete the repurchase of such Shares.

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<sup>3</sup> Repurchase Proposal: repurchase plan made by the Board with regard to the repurchase of Shares.

<sup>4</sup> Agreement: repurchase agreement or any other document entered into with regard to the repurchase of Shares.

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## LETTER FROM THE BOARD

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The Listing Rules prescribe that the requisite information of the recommended repurchase of Shares shall be provided for Shareholders to consider, to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution on the repurchase of Shares at the AGM and the Shareholders Class Meetings. The explanatory statement containing such information is set out in Appendix I to this circular.

### **IV. VOTES BY WAY OF POLL**

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

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 AGM or the Shareholders Class Meetings.

### **V. RECOMMENDATION**

The Board considers that the above-mentioned resolutions are in the interests of the Company and the Shareholders as a whole, and thereby recommends the Shareholders to vote in favour of the resolutions at the AGM and Shareholders Class Meetings.

### **VI. THE AGM AND THE SHAREHOLDERS CLASS MEETINGS**

The notices of the AGM and the Shareholders Class Meeting to be held at 9:30 a.m. on Tuesday, 24 June 2025 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 are set out on pages 18 to 23 of this circular. The proxy forms for use at the AGM and the Shareholders Class Meetings are published on the HKEXnews website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company.

Whether you wish to attend the AGM and/or the Shareholders Class Meetings or not, holders of H Shares are requested to complete and return the proxy forms in accordance with the instructions stated 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 proxy forms shall be returned to the Board of Directors' Office at Room 3-038, 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 AGM and the Shareholders

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## LETTER FROM THE BOARD

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Class Meetings or any adjournment thereof. Completion and return of the proxy forms will not preclude the Shareholders from attending and voting in person at the AGM and the Shareholders Class Meetings or any adjournment thereof if they so wish.

### VII. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the Shareholders to attend the AGM and the Shareholders Class Meetings, the register of members of the Company will be closed from Thursday, 19 June 2025 to Tuesday, 24 June 2025 (both days inclusive), during which period no transfer of Shares will be effected. To be eligible to attend and vote at the AGM and the Shareholders Class Meetings, 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 Wednesday, 18 June 2025 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 Wednesday, 18 June 2025.

By Order of the Board  
**BAIC Motor Corporation Limited**  
**Wang Hao**  
*Chairman of the Board*

26 May 2025



This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information for the Shareholders to consider the proposed repurchase of Shares.

## **1. DESCRIPTION AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED**

As at the Latest Practicable Date, the total number of Shares issued by the Company is 8,015,338,182 (including 5,494,647,500 Domestic Shares and 2,520,690,682 H Shares). If the repurchase is carried out in full, the Shares to be repurchased shall not exceed 801,533,818 Shares with a maximum of 549,464,750 Domestic Shares and a maximum of 252,069,068 H Shares. The exact number of Shares to be repurchased shall be determined by the actual number of Shares repurchased at the end of the repurchase period.

For the H Shares repurchased by the Company under the Repurchase Mandate, the Company may cancel such Shares and/or hold them as treasury shares subject to market conditions and the Company's capital management needs at the relevant time of the repurchases.

## **2. REASONS FOR REPURCHASE**

In order to enable the Company to make full use of share repurchase as a means for adjusting the capital structure in line with the market conditions and the needs of the Company, the net asset value and/or earnings per Share may be increased under the principle protecting investors' interests.

The Board believes that neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features, and the repurchase of Shares is in the interests of the Shareholders as a whole and the Company, and conducive to boosting investors' confidence.

## **3. SOURCE OF FUNDS**

The Company shall, in accordance with the Articles of Association and the applicable PRC laws, regulations and statutes, legally set aside funds for purposes related to its internal resources (which may include surplus reserves and retained earnings) at the time of share repurchase.

## **4. IMPACT ON WORKING CAPITAL**

The Directors believe that the exercise of the mandate for the repurchase of Shares in full at any time during the proposed repurchase period would not cause a material adverse impact on the working capital or gearing ratio of the Company (as compared with the disclosures of the latest audited accounts set out in the Company's annual report for the year ended 31 December 2024). However, if the provision exercise of the Company's working capital or assets and liabilities level would be materially and adversely affected as a result of the repurchase of Shares, then the Directors shall not propose the exercise of the general

mandate for the repurchase of Shares to that degree. The Directors shall at an appropriate time consider the prevailing market conditions, and in the best interests of the Company, determine on the number, price of Shares to be repurchased and other terms.

#### **5. PRESENT INTENTION OF DIRECTORS AND THEIR CLOSE ASSOCIATES**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), has any present intention to sell to the Company any of the Shares according to the general mandate for the repurchase of Shares if the relevant resolution is approved by the Shareholders.

#### **6. UNDERTAKING OF THE DIRECTORS**

The Directors will exercise the powers of the Company to repurchase Shares pursuant to the Listing Rules and the applicable PRC laws and in accordance with the contents set out in the special resolutions in the AGM notice and notices of the Shareholders Class Meetings.

#### **7. EFFECT OF THE TAKEOVER CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the power of the Company to repurchase Shares pursuant to the general mandate for the repurchase of Shares, such an increase will be treated as an acquisition of the voting rights pursuant to Rule 32 of the Takeovers Code. If such an increase results in the change in control, it could, under certain circumstances, result in an obligation to make a mandatory offer for Shares in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, save as disclosed above, to the best knowledge and belief of the Directors, the Directors are not aware of any consequence which may arise under the Takeovers Code or any similarly applicable laws as a consequence of any repurchase of Shares under the general mandate for the repurchase of Shares.

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Hong Kong Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

#### **9. CORE CONNECTED PERSON**

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so in the event that the repurchase of Shares is approved by the Shareholders' general meeting.

**10. MARKET PRICES**

The highest and lowest trading prices of each month at which the H Shares have been traded on the Hong Kong Stock Exchange over the last 12 months are as follows:

|   | <b>Highest</b><br><i>Hong Kong</i><br><i>dollars</i> | <b>Lowest</b><br><i>Hong Kong</i><br><i>dollars</i> |
|---|--|---|
| <b>2024</b>                             |  |   |
| May                                     | 2.41   | 2.11  |
| June                                    | 2.30   | 1.96  |
| July                                    | 2.33   | 2.00  |
| August                                  | 2.17   | 1.77  |
| September                               | 2.25   | 1.73  |
| October                                 | 2.56   | 1.98  |
| November                                | 2.52   | 2.06  |
| December                                | 2.57   | 2.24  |
| <b>2025</b>                             |  |   |
| January                                 | 2.40   | 2.07  |
| February                                | 2.56   | 2.13  |
| March                                   | 2.64   | 2.00  |
| April                                   | 2.05   | 1.69  |
| May (up to the Latest Practicable Date) | 2.06   | 1.88  |

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## NOTICE OF 2024 ANNUAL GENERAL MEETING

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### 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 annual general meeting (the “AGM”) of BAIC Motor Corporation Limited (the “Company”) will be held at 9:30 a.m. on Tuesday, 24 June 2025 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 26 May 2025:

#### ORDINARY RESOLUTIONS

1. Report of the Board of Directors for 2024
2. Report of the Board of Supervisors for 2024
3. Profits Distribution and Dividends Distribution Plan for 2024
4. Change of International Auditor and Domestic Auditor for 2025

#### SPECIAL RESOLUTIONS

5. General Mandate for the Issuance of Bond Financing Instruments
6. General Mandate for the Issuance of Shares
7. General Mandate for the Repurchase of Shares

\* For identification purposes only

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## NOTICE OF 2024 ANNUAL GENERAL MEETING

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By Order of the Board  
**BAIC Motor Corporation Limited**  
**Wang Hao**  
*Chairman of the Board*

Beijing, the PRC, 26 May 2025

*Notes:*

- (A) The register of members of the Company will be closed from Thursday, 19 June 2025 to Tuesday, 24 June 2025 (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 Wednesday, 18 June 2025 are entitled to attend and vote at the AGM following completion of the registration procedures. To be eligible to attend and vote at the AGM, 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 Wednesday, 18 June 2025 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 Wednesday, 18 June 2025.
- (B) Each Shareholder entitled to attend and vote at the AGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 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.
- (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 3-038, 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 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.
- (E) A Shareholder or his/her proxy should produce proof of identity when attending the AGM. 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 AGM is expected to last for half a day. Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.

*As at the date of this notice, the Board comprises Mr. Wang Hao, as Chairman of the Board and executive Director; Mr. Hu Hanjun and Mr. Chen Hongliang, as non-executive Directors; Mr. Song Wei, as executive Director; Mr. Peng Jin, Mr. Ye Qian, Mr. Paul Gao, Mr. Kevin Walter Binder, Mr. Gu Tiemin and Mr. Sun Li, as non-executive Directors; and Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong, as independent non-executive Directors.*

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# NOTICE OF 2025 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING

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## 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 2025 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 First Domestic Shareholders Class Meeting (the “**Domestic Shareholders Class Meeting**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held on Tuesday, 24 June 2025 right after the AGM 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 resolution (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 26 May 2025:

#### SPECIAL RESOLUTION

1. General Mandate for the Repurchase of Shares

By Order of the Board  
**BAIC Motor Corporation Limited**  
**Wang Hao**  
*Chairman of the Board*

Beijing, the PRC, 26 May 2025

*Notes:*

- (A) The register of Domestic Shares will be closed from Thursday, 19 June 2025 to Tuesday, 24 June 2025 (both days inclusive), during which period no transfer of Domestic Shares will be effected. Holders of Domestic Shares whose names appear on the register of Domestic Shares as maintained by China Securities Depository and Clearing Corporation Limited at the close of business hours on Wednesday, 18 June 2025 are entitled to attend and vote at the Domestic Shareholders Class Meeting following completion of the registration procedures. To be eligible to attend and vote at the Domestic Shareholders Class Meeting, all the transfer documents of Domestic Shares must be lodged with 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 Wednesday, 18 June 2025.

\* For identification purposes only

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## NOTICE OF 2025 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING

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- (B) Each Shareholder entitled to attend and vote at the Domestic Shareholders Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Domestic Shareholders Class Meeting 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 Board of Directors' Office at Room 3-038, 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 Domestic Shareholders Class Meeting 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 Domestic Shareholders Class Meeting. 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 Domestic Shareholders Class Meeting is expected to last for half a day. Shareholders who attend the Domestic Shareholders Class Meeting shall bear their own travelling and accommodation expenses.

*As at the date of this notice, the Board comprises Mr. Wang Hao, as Chairman of the Board and executive Director; Mr. Hu Hanjun and Mr. Chen Hongliang, as non-executive Directors; Mr. Song Wei, as executive Director; Mr. Peng Jin, Mr. Ye Qian, Mr. Paul Gao, Mr. Kevin Walter Binder, Mr. Gu Tiemin and Mr. Sun Li, as non-executive Directors; and Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong, as independent non-executive Directors.*

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## NOTICE OF 2025 FIRST H SHAREHOLDERS CLASS MEETING

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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 2025 FIRST H SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 First H Shareholders Class Meeting (the “**H Shareholders Class Meeting**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held on Tuesday, 24 June 2025 right after the 2025 First Domestic Shareholders Class Meeting 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 resolution (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 26 May 2025:

#### SPECIAL RESOLUTION

1. General Mandate for the Repurchase of Shares

By Order of the Board  
**BAIC Motor Corporation Limited**  
**Wang Hao**  
*Chairman of the Board*

Beijing, the PRC, 26 May 2025

*Notes:*

- (A) The register of H Shares will be closed from Thursday, 19 June 2025 to Tuesday, 24 June 2025 (both days inclusive), during which period no transfer of H 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 Wednesday, 18 June 2025 are entitled to attend and vote at the H Shareholders Class Meeting following completion of the registration procedures. To be eligible to attend and vote at the H Shareholders Class Meeting, all the transfer documents of H Shares must be lodged with 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 4:00 p.m. on Wednesday, 18 June 2025.
- (B) Each Shareholder entitled to attend and vote at the H Shareholders Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the H Shareholders Class Meeting 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.

\* For identification purposes only



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## NOTICE OF 2025 FIRST H SHAREHOLDERS CLASS MEETING

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- (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, not later than 24 hours before the time appointed for holding the H Shareholders Class Meeting 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 H Shareholders Class Meeting. 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 H Shareholders Class Meeting is expected to last for half a day. Shareholders who attend the H Shareholders Class Meeting shall bear their own travelling and accommodation expenses.

*As at the date of this notice, the Board comprises Mr. Wang Hao, as Chairman of the Board and executive Director; Mr. Hu Hanjun and Mr. Chen Hongliang, as non-executive Directors; Mr. Song Wei, as executive Director; Mr. Peng Jin, Mr. Ye Qian, Mr. Paul Gao, Mr. Kevin Walter Binder, Mr. Gu Tiemin and Mr. Sun Li, as non-executive Directors; and Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong, as independent non-executive Directors.*