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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)**

**PROPOSED APPOINTMENT OF DIRECTORS  
AND  
NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 7 of this circular.

The notice of the EGM to be held at 9:30 a.m. on Tuesday, 14 April 2026 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 EGM-1 to EGM-2 of this circular. The proxy form for use at the EGM is 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 EGM, holders of H Shares are requested to complete the proxy form in accordance with the instruction stated 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 proxy form 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 form shall be returned not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form 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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## 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), a state-owned enterprise incorporated in the PRC, the sole controlling shareholder of the Company
“BAIC Off-road”	BAIC Group Off-road Vehicle Co., Ltd.* (北京汽車集團越野車有限公司), a limited liability company established in the PRC on 31 March 2017
“BJEV”	Beijing Electric Vehicle Co., Ltd. (北京新能源汽車股份有限公司), a company limited by shares established in the PRC on 23 October 2009
“Board” or “Board of Directors”	the board of Directors
“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)
“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
“EGM”	the 2026 first extraordinary general meeting of the Company to be convened and held for consideration and (if thought fit) approval of the proposed appointment of Directors
“Group”	the Company and its subsidiaries
“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 Hong Kong Stock Exchange

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	20 March 2026, 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
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Share(s)”	Domestic Share(s) and/or H Share(s)
“%”	percent

\* *For identification purposes 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. Gu Xin	<i>Non-executive Director</i>
Mr. Chen Geng	<i>Executive Director</i>
Ms. Zhu Yan	<i>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>
Mr. Zhao Jinlun	<i>Employee representative 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,

### PROPOSED APPOINTMENT OF DIRECTORS AND NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING

#### I. INTRODUCTION

The Company intends to hold the EGM at 9:30 a.m. on Tuesday, 14 April 2026 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 EGM-1 to EGM-2 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 at the EGM 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 the resolutions. The 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

Reference is made to the announcement of the Company dated 20 March 2026, in respect of, among other things, the proposed appointment of Directors.

The Board resolved to propose to appoint (i) Mr. Zhang Guofu (張國富) as a non-executive Director. If Mr. Zhang Guofu's appointment as a non-executive Director is approved at the EGM, it is further proposed to nominate Mr. Zhang Guofu as the chairman of the Board; (ii) Ms. Zheng Mingying (鄭明英) as an executive Director; and (iii) Mr. Zhou Jianyu (周建裕) as a non-executive Director, all for a term commencing from the date of approval by the Shareholders at the EGM until the expiration of the term of the fifth session of the Board.

The biographical details of each of Mr. Zhang Guofu, Ms. Zheng Mingying and Mr. Zhou Jianyu required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are as follows:

*(1) Mr. Zhang Guofu*

Mr. Zhang Guofu, born in July 1977, holds a master's degree in engineering and is a senior engineer. He currently serves as a member of the party committee and the vice general manager of BAIC Group, and as the secretary of the party committee of the Company.

Mr. Zhang Guofu has extensive experience in the automotive industry and corporate management. He has successively served as the deputy secretary of the party committee and the executive deputy general manager of BAIC Off-road, the deputy secretary of the party committee and the executive vice president of the Company, the general manager of BAIC Off-road, an executive director of BAIC BluePark Marketing Services Co., Ltd., the secretary of the party committee and the chairman of BAIC BluePark New Energy Technology Co., Ltd., and the secretary of the party committee and the chairman of BJEV.

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## LETTER FROM THE BOARD

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**(2) Ms. Zheng Mingying**

Ms. Zheng Mingying, born in July 1986, holds a master's degree in business administration and is a senior accountant. She currently serves as the vice president and the person in charge of finance of the Company.

Ms. Zheng Mingying has a diverse professional background and extensive experience in financial management. She has successively served as an assistant to the general manager of BAIC BluePark Information Technology Co., Ltd., and the director of the financial management department and the head of the financial management department of BJEV, and the deputy head of the finance department of BAIC Group.

**(3) Mr. Zhou Jianyu**

Mr. Zhou Jianyu, born in June 1967, holds a master's degree in business administration. He currently serves as a full-time director of invested enterprises at Beijing Energy Holding Co., Ltd., a director of Beijing Jingneng Clean Energy Co., Ltd. and a director of Beijing Jingneng Power Co., Ltd..

Mr. Zhou Jianyu has extensive experience in corporate management. He has successively served as a member of the party committee, the vice general manager, the secretary of the party committee, and the chairman of Beijing Jingmei Group Co., Ltd., the secretary of the party committee and the chairman of Beijing Jintai Group Co., Ltd., and the secretary of the party committee and the chairman of Beh-Property Co., Ltd.

Save as disclosed above, each of Mr. Zhang Guofu, Ms. Zheng Mingying and Mr. Zhou Jianyu confirms 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; (3) he/she does not have any interest in any Shares within the meaning of Part XV of the Securities Future Ordinance (Chapter 571 of the Laws of Hong Kong) as at the Latest Practicable Date; (4) there is no other information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (5) there are no other matters concerning the proposed appointment of each of them as a Director that need to be brought to the attention of the Shareholders.

If the proposed appointment of each of Mr. Zhang Guofu, Ms. Zheng Mingying and Mr. Zhou Jianyu as a Director is approved at the EGM, the Company will enter into a relevant Director's service contract with each of them as soon as possible. Each of them will not receive any remuneration from the Company for his/her role as a Director.

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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 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 EGM.

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

### IV. RECOMMENDATION

The Board is of the view 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 EGM.

### V. THE EGM

The notice of the EGM to be held at 9:30 a.m. on Tuesday, 14 April 2026 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 EGM-1 to EGM-2 of this circular. The proxy form for use at the EGM is 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 EGM or not, holders of H Shares are requested to complete and return the proxy form 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 form 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 EGM or any adjournment thereof. Completion and return of the proxy form 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 Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 9 April 2026 to Tuesday, 14 April 2026 (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, 8 April 2026 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

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## LETTER FROM THE BOARD

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transfer documents 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, 8 April 2026 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, 8 April 2026.

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

25 March 2026

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## NOTICE OF 2026 FIRST EXTRAORDINARY 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 2026 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2026 first extraordinary general meeting (the “EGM”) of BAIC Motor Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Tuesday, 14 April 2026 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 25 March 2026:

#### ORDINARY RESOLUTIONS

1. Proposed appointment of Directors
  - 1.1 Appointment of Mr. Zhang Guofu as a non-executive Director
  - 1.2 Appointment of Ms. Zheng Mingying as an executive Director
  - 1.3 Appointment of Mr. Zhou Jianyu as a non-executive Director

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

Beijing, the PRC, 25 March 2026

\* *For identification purpose only*

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## NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (A) The register of members of the Company will be closed from Thursday, 9 April 2026 to Tuesday, 14 April 2026 (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, 8 April 2026 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 Wednesday, 8 April 2026 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, 8 April 2026.
- (B) Each Shareholder entitled to attend and vote at the EGM may, by completing the proxy form 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 proxy form 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 EGM or any adjournment thereof. Completion and return of a proxy form 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. Wang Hao, as Chairman of the Board and executive Director; Mr. Gu Xin, as non-executive Director; Mr. Chen Geng and Ms. Zhu Yan, as executive Directors; Mr. Ye Qian, Mr. Paul Gao, Mr. Kevin Walter Binder, Mr. Gu Tiemin and Mr. Sun Li, as non-executive Directors; Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun, Mr. Edmund Sit and Mr. Ji Xuehong, as independent non-executive Directors; and Mr. Zhao Jinlun, as employee representative Director.*