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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)

NOTICE OF THE 2018 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 second extraordinary general meeting (the “**2018 Second EGM**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Renhe Town, Shunyi District, Beijing, the PRC at 9:30 a.m. on Friday, 28 December 2018 for the purpose of considering, and if thought fit, passing the following resolutions (with or without modifications). Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 12 November 2018:

Special Resolution

1. Proposed Amendments to the Articles of Association

Ordinary Resolution

2. Appointment of Mr. Meng Meng as the Shareholder Representative Supervisor of the Company

By order of the Board
BAIC Motor Corporation Limited
Xu Heyi
Chairman

Beijing, the PRC, 12 November 2018

* *For identification purpose only*

Notes:

- (A) The register of members of the Company will be closed from Wednesday, 28 November 2018 to Friday, 28 December 2018 (both days inclusive), during which period no transfer of Shares will be registered. Holders of H Shares of the Company whose names appear on the register of H Shares of the Company, as maintained by Computershare Hong Kong Investor Services Limited, at the close of business on Tuesday, 27 November 2018 are all entitled to attend and vote at the 2018 Second EGM following completion of the registration procedures. To be eligible to attend and vote at the 2018 Second EGM, all the transfer documents of H Shares of the Company must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 27 November 2018 (for holders of H Shares), or the China Securities Depository and Clearing Corporation Limited at No. 17 Tai Ping Qiao Street, Xicheng District, Beijing, the PRC no later than 4:00 p.m. on Tuesday, 27 November 2018 (for holders of Domestic Shares).
- (B) Shareholders intending to attend the 2018 Second EGM in person should complete and return the reply slip by hand, by facsimile or by post to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Board's office at Room 3-069, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Renhe Town, Shunyi District, Beijing, the PRC (for holders of Domestic Shares) on or before Saturday, 8 December 2018.
- (C) Each Shareholder entitled to attend and vote at the 2018 Second EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2018 Second EGM on his behalf. A proxy need not be a Shareholder. With respect to any Shareholder who has appointed more than one proxy, the proxies may only vote on a poll.
- (D) A proxy shall be appointed by a Shareholder by a written instrument signed by the appointor or his attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of its legal representative or duly authorized attorney(s). If the written instrument is signed by an attorney of the appointor, the power of attorney or other documents of authorization of such attorney shall be notarized.
- (E) To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in Note (D) above must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Board's office at Room 3-069, Tower A, Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Renhe Town, Shunyi District, Beijing, the PRC (for holders of Domestic Shares), not less than 24 hours before the time appointed for the 2018 Second EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person at the meeting if he so desires.
- (F) A Shareholder or his proxy should produce proof of identity when attending the 2018 Second EGM. To attend the meeting, where a Shareholder is a legal person, the legal representative of that Shareholder or the person authorized by the Board or other governing body shall produce a copy of the authorization documents of the Board or other governing body of such Shareholder appointing such person to attend the meeting.
- (G) The 2018 Second EGM is expected to last for half day. Shareholders who attend the 2018 Second EGM shall bear their own travelling and accommodation expenses.

As at the date of this notice, the Board comprises Mr. Xu Heyi, as Chairman of the Board and non-executive Director; Ms. Shang Yuanxian and Mr. Yan Xiaolei, as non-executive Directors; Mr. Chen Hongliang, as executive Director; Mr. Xie Wei, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Bodo Uebber, Ms. Jiao Ruifang and Mr. Lei Hai, as non-executive Directors; and Mr. Ge Songlin, Mr. Wong Lung Tak Patrick, Mr. Bao Robert Xiaochen, Mr. Zhao Fuquan and Mr. Liu Kaixiang, as independent non-executive Directors.