



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)

**PROXY FORM FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2016
TO BE HELD ON WEDNESDAY, DECEMBER 28, 2016**

Number of shares in respect of the form of proxy	
Class of shares in respect of the form of proxy (Domestic Shares or H Shares)	

I/We^(Note 1), _____
of _____ (address),
being the registered holder(s) of _____
Domestic Share(s)/H Share(s)^(Note 2) of BAIC Motor Corporation Limited (the “**Company**”, together with its subsidiaries; “**our Group**”), hereby appoint the Chairman of the Meeting, or^(Note 3) _____ (name)
of _____ (address)
as my/our proxy to attend and vote on my/our behalf at the first extraordinary general meeting of 2016 (the “**Meeting**”) to be held at 9:30 a.m. on Wednesday, December 28, 2016 at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry R&D Base, No.99 Shuanghe Road, Shunyi District, Beijing, the PRC or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of the Meeting. In the absence of any indication, the proxy may vote at his/her own discretion.

ORDINARY RESOLUTIONS ^(Note 5)		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	Renewal of Continuing Connected Transactions with Beijing Automotive Group Co., Ltd. (“ BAIC Group ”)			
1.1	Deposit transactions between our Group and BAIC Group Finance Co., Ltd. under Financial Services Framework Agreement			
1.2	Products purchasing transactions between our Group and BAIC Group and its associates under the Products and Services Purchasing Framework Agreement			
1.3	Services purchasing transactions between our Group and BAIC Group and its associates under the Products and Services Purchasing Framework Agreement			
1.4	Provision of products transactions between our Group and BAIC Group and its associates under the Provision of Products and Services Framework Agreement			
2.	Appointment of Non-executive Directors of the Company			
2.1	Appointment of Mr. Zhang Jianyong as the Non-executive Director of the Company			
2.2	Appointment of Ms. Shang Yuanxian as the Non-executive Director of the Company			
3.	Appointment of Mr. Wang Min as the Supervisor of the Company			

Date: _____

Signature(s)^(Note 6): _____

* For identification purpose only

Notes:

1. Please insert full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in **block letters**.
2. Please insert the number of shares registered in your name(s) relating to this form of proxy in the spaces provided herein above (delete as inappropriate). If the number is inserted, this form of proxy will be deemed to relate only to those shares. If the number is not inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting of the Company is preferred, please cross out the words “the Chairman of the Meeting, or” and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A Shareholder of the Company (“Shareholder”) may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company. **Any alteration made to this form of proxy must be initiated by the person who signs it.**
4. **Important: If you wish to vote for any resolution, please tick the appropriate box marked “FOR” or insert the relevant number of shares. If you wish to vote against any resolution, please tick the appropriate box marked “AGAINST” or insert the relevant number of shares. If you wish to abstain from voting on any resolution, please tick the appropriate box marked “ABSTAIN” or insert the relevant number of shares.** If no direction is given, your proxy may vote at his/her own discretion. Your proxy will also be entitled to vote at his/her own discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting. The share abstained will be counted in the calculation of the required majority.
5. The full text of the resolutions is set out in the EGM circular dated November 12, 2016 which was sent to the Shareholders of the Company together with this form of proxy. Any Shareholder who wishes to appoint a proxy shall refer to the EGM circular first.
6. 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 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.
7. To be valid, in case of holders of H Shares of the Company, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned 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; and for the holders of Domestic Shares of the Company, with the Board of Directors office of the Company at 9th Floor, Peng Long Building, No. 10 Hua Wei Li, Chaoyang District, Beijing, the PRC, no later than 24 hours before the time appointed for the Meeting 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/she so desires. In such event, his/her form of proxy will be deemed to have been revoked.
8. A Shareholder or his/her proxy should produce proof of identity when attending the Meeting. Where a Shareholder is a legal person, the legal representative of that Shareholder or the person authorized by its board of directors or other governing body shall produce a copy of the authorization documents of the board of directors or other governing body of such Shareholder appointing such person to attend the meeting.
9. In the case of joint registered holders of any shares, any one of such joint registered holders may attend and vote at the Meeting, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto; but should more than one of such joint registered holders be present at the Meeting, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”), which includes your and your proxy’s name and address.

Your and your proxy’s Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy’s Personal Data is on a voluntary basis. However, the Company may not be able to process your request unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Company’s H Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or at a law enforcement agency’s request, and will be retained for such period as maybe necessary for our verification and record purpose.

By providing your proxy’s Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

By email to: hkinfo@computershare.com.hk