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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 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2018 first extraordinary general meeting (the “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 Monday, 16 April 2018 for the purpose of considering, and if thought fit, passing the following resolution (with or without modifications). Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 23 February 2018:

### **Ordinary Resolution**

1. Connected transaction in relation to disposal of assets to Beijing Benz
  - (a) the terms and conditions of the Asset Transfer Agreement entered into by the Company and Beijing Benz and the connected transaction of the Company contemplated under the Asset Transfer Agreement be and are hereby approved and confirmed; and
  - (b) the Board (or other persons authorized by the Board) be and are hereby authorised to do all such acts and things or to sign or execute such other documents or supplemental agreements or amendments, as so required by the relevant regulatory authority, and to take such steps as it may in its absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Asset Transfer Agreement or any of the transactions contemplated thereunder and all other matters incidental thereto.

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

Beijing, the PRC, 1 March 2018

\* *For identification purpose only*

*Notes:*

- A. The register of members of the Company will be closed from Saturday, 17 March 2018 to Monday, 16 April 2018 (both days inclusive), during which period no transfer of the H 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 Friday, 16 March 2018 are all entitled to attend and vote at the EGM following completion of the registration procedures. To qualify for attending and voting at the EGM, documents on transfers of 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 Friday, 16 March 2018 (for holders of H shares), or the China Security 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 Friday, 16 March 2018 (for holders of domestic shares).
- B. Shareholders intending to attend the EGM in person should complete and return the reply slip 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 of the Company at Room 3-062, 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 Tuesday, 27 March 2018.
- C. Each Shareholder entitled to attend and vote at the EGM may, by completing the form of proxy, appoint one or more proxies to attend and vote at the EGM on his behalf. A proxy need not be a Shareholder of the Company. 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 of the Company at Room 3-062, 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 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 EGM. To attend 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.
- G. The EGM is expected to last for not more than 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. Xu Heyi, as Chairman of the Board and non-executive Director; Mr. Zhang Xiyong and Mr. Zhang Jianyong, as non-executive Directors; Mr. Chen Hongliang, as executive Director; Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Bodo Uebber, Mr. Guo Xianpeng, Ms. Wang Jing and Mr. Zhu Baocheng, 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.*