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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 SECOND EXTRAORDINARY GENERAL MEETING OF 2017

Reference is made to (i) the announcement issued by BAIC Motor Corporation Limited (the “**Company**”) on 16 October 2017 in relation to, among other things, the proposed Issue of A Shares (the “**Announcement**”) and (ii) the circular to be issued by the Company in relation to, among other things, the proposed Issue of A Shares. Capitalised terms used in this notice have the same meaning as defined in the Announcement, unless the context otherwise requires.

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2017 (“**EGM**”) of the Company will be held at 9:30 a.m. on Tuesday, 5 December 2017 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 for the purpose of considering, among others, and if thought fit, passing the following resolutions (with or without modifications).

Special Resolutions

To consider and approve:

(1) the A Share Offering as follows:

- (i) Class of Shares and nominal value per Share to be issued*
- (ii) Offering size*
- (iii) Offering targets*
- (iv) Method of Issue*
- (v) Method of Pricing*
- (vi) Use of proceeds*

* For identification purposes only

(vii) Form of underwriting

(viii) Proposed stock exchange for listing

(ix) Timing for the issue and listing of A Shares

(x) Application for the listing of the Domestic Shares

(xi) Conversion into a joint stock limited company with domestic and overseas listed shares

(xii) Validity of the resolution

- (2) the authorisation to the Board to have the full power to deal with matters relating to the issue and listing of A Shares;
- (3) the amendments to the Articles to be valid after the issue and listing of A Shares; and
- (4) the change of registered office and amendments to the Articles.

Ordinary Resolutions

To consider and approve:

- (1) proposal on the adoption of the use of proceeds from the Issue of A Shares;
- (2) the dilution of current returns as a result of the issue and proposed remedial measures;
- (3) the undertakings on the disclosure of information in the prospectus published in connection with the Issue of A Shares;
- (4) the A Share Price Stabilisation Plan;
- (5) proposal on the distribution of the accumulated profits before the issue and listing of A Shares;
- (6) the Shareholder dividend plan for the three-year after the Issue of A Shares;
- (7) the report on the use of proceeds from previous fund raising activities;
- (8) the amendments to the rules of procedures for the shareholders general meeting to be valid after the issue and listing of A Shares;
- (9) the amendments to the rules of procedures for the Board to be valid after the issue and listing of A Shares;

- (10) the adoption of working system for independent Directors;
- (11) the adoption of administrative measures on related party transactions to be valid after the issue and listing of A Shares;
- (12) the adoption of administrative measures on the use of proceeds;
- (13) the adoption of the administrative measures on external guarantees;
- (14) the engagement of Pricewaterhousecoopers Zhong Tian LLP (Special General Partnership) as the auditor for the A Share Offering;
- (15) the amendments to the rules of procedures for the Board of Supervisors to be valid after the issue and listing of A Shares; and
- (16) appointment of the Non-employee Representative Supervisors of the third session of the Board of Supervisors of the Company
 - a. Appointment of Mr. Gu Zhangfei (顧章飛) as the shareholder representative Supervisor of the Company;
 - b. Appointment of Mr. Wang Min (王敏) as the shareholder representative Supervisor of the Company;
 - c. Appointment of Mr. Yao Shun (姚舜) as the shareholder representative Supervisor of the Company;
 - d. Appointment of Mr. Jiang Dali (姜大力) as the shareholder representative Supervisor of the Company;
 - e. Appointment of Mr. Pang Minjing (龐民京) as the Independent Supervisor of the Company; and
 - f. Appointment of Mr. Zhan Zhaohui (詹朝暉) as the Independent Supervisor of the Company.

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

Beijing, the PRC, 20 October 2017

Notes:

- (A) The register of members will be closed from Sunday, 5 November 2017 to Tuesday, 5 December 2017 (both days inclusive), during which period no transfer of the H Shares will be effected. 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 on Saturday, 4 November 2017 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 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 for holders of H Shares no later than 4:30 p.m. on Friday, 3 November 2017 or China Security Depository and Clearing Corporation Limited at No. 17 Tai Ping Qiao Street, Xicheng District, Beijing, the PRC for holders of Domestic Shares no later than 4:00 p.m. on Friday, 3 November 2017.
- (B) Shareholders intending to attend the EGM should complete and return the reply slip for attending the EGM in person, 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 of Directors' office of the Company at Room 3-062, Tower A, BAIC Research and Development Base, No. 99 Shuanghe Street, Renhe Zhen, Shunyi District, Beijing, the PRC for holders of domestic Shares on or before Wednesday, 15 November 2017.
- (C) Each shareholder entitled to attend and vote at the EGM may, by completing the form of proxy 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 of the Company. With respect to any Shareholder who has appointed more than one proxy, the proxy holders 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 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.
- (E) 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 (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 of Directors office of the Company at Room 3-062, Tower A, BAIC Research and Development Base, No. 99 Shuanghe Street, Renhe Zhen, 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. 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.
- (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 of directors comprises Mr. Xu Heyi, as chairman of the board of directors 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.