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**北京汽车**  
**BAIC MOTOR**

**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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of BAIC Motor Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Monday, 29 June 2015 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). Unless included otherwise, capitalised terms used wherein shall have the same meanings as those defined in the circular of the Company dated 15 May 2015:

### **Ordinary Resolutions**

1. Report of the Board for 2014
2. Report of the Board of Supervisors for 2014
3. Financial Report for 2014
4. Profits Distribution and Dividends Distribution Plan for 2014
5. Remuneration Plan for Independent Directors for 2015
6. Re-appointment of International Auditor and Domestic Auditor
7. Appointment of 3 Supervisors of the Company and the Remuneration of the Supervisors
8. Issuance of Onshore and Offshore Corporate Debt Financing Instruments
9. Revision of Annual Caps for Continuing Connected Transactions for 2015 and 2016
  - 9.1 Financial services under the Financial Services Framework Agreement
  - 9.2 Product procurement under the Products and Services Purchasing Framework Agreement

\* *For identification purpose only*

9.3 Provision of products under the Provision of Products and Services Framework Agreement

10. Amendments to Rules of Procedures for the Board of Directors

11. Amendments to Rules of Procedures for the Shareholders' General Meetings

**Special Resolutions**

12. Amendments to the Articles of Associations of the Company

13. General Mandates to the Board for the Issuance of Shares

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

Beijing, the PRC, 15 May 2015

*Notes:*

- (A) The register of members will be closed from Saturday, 30 May 2015 to Monday, 29 June 2015 (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 kept at Computershare Hong Kong Investor Services Limited on Monday, 29 June 2015 are entitled to attend and vote at the AGM following completion of the registration procedures. To qualify for attendance and voting at the AGM, documents on transfers of H Shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's H Share registrar, not later than 4:30 p.m. on Thursday, 28 May 2015. The address of the Company's H Share registrar is as follows: Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (B) Holders of H Shares intending to attend the AGM should complete and return the reply slip for attending the AGM personally, by facsimile or by post to Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company in Hong Kong whose address is shown above on or before Tuesday, 9 June 2015.
- (C) Each shareholder entitled to attend and vote at the AGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the AGM 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 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.
- (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 (address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong), not less than 24 hours before the time appointed for the AGM 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 AGM. 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 AGM is expected to last for not more than half a day. Shareholders who attend the AGM shall bear their own travelling and accommodation expenses.

*As at the date of this announcement, the Board comprises Mr. Xu Heyi, as Chairman of the Board and non-executive Director; Mr. Zhang Xiyong and Mr. Li Zhili, as non-executive Directors; Mr. Li Feng, as executive Director; Mr. Ma Chuanqi, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Bodo Uebber, Ms. Wang Jing and Mr. Yang Shi, as non-executive Directors; and Mr. Fu Yuwu, Mr. Wong Lung Tak Patrick, Mr. Bao Robert Xiaochen, Mr. Zhao Fuquan and Mr. Liu Kaixiang, as independent non-executive Directors.*