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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 2016 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2016 First Domestic Shareholders Class Meeting (the “**Domestic Shareholders Class Meeting**”) of BAIC Motor Corporation Limited (the “**Company**”) will be held on Friday, 20 May 2016 right after the 2015 Annual General Meeting at Multi-purpose Hall, 1st Floor, 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 5 April 2016:

**Special Resolutions**

1. General Mandate for the Repurchase of Shares

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

Beijing, the PRC, 5 April 2016

*Notes:*

- (A) The register of members of the Company will be closed from Wednesday, 20 April 2016 to Friday, 20 May 2016 (both days inclusive), during which period no transfer of the Domestic Shares will be effected. Holders of Domestic Shares of the Company whose names appear on the register of members of Domestic Shares of the Company, as maintained by China Securities Depository and Clearing Corporation Limited, at the close of trading hours on Tuesday, 19 April 2016 are entitled to attend and vote at the Domestic Shareholders Class Meeting following completion of the registration procedures. To qualify for attendance and voting at the Domestic Shareholders Class Meeting, documents on transfers of domestic shares of the Company, accompanied by the relevant share certificates, must be lodged with China Securities 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. Tuesday, 19 April 2016.

\* *For identification purpose only*

- (B) Holders of Domestic Shares intending to attend the Domestic Shareholders Class Meeting shall complete and return the reply slip for attending the Domestic Shareholders Class Meeting to the Board of Directors' Office of the Company's main PRC operating location at the Room A4046 of Beijing Automotive Industry R&D Base, No.99 Shuanghe Road, Shunyi District, Beijing, the PRC by hand, by fax, by post, or by scan through email to dshbgs@baicmotor.com on or before Saturday, 30 April 2016
- (C) Each shareholder entitled to attend and vote at the Domestic Shareholders Class Meeting may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Domestic Shareholders Class Meeting 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 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 main PRC operating location at the Room A4046 of Beijing Automotive Industry R&D Base, No.99 Shuanghe Road, Shunyi District, Beijing, the PRC not less than 24 hours before the time appointed for the Domestic Shareholders Class 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 so desires.
- (F) A Shareholder or his proxy should produce proof of identity when attending the Domestic Shareholders Class 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 Domestic Shareholders Class Meeting is expected to last for not more than half a day. Shareholders who attend the Domestic Shareholders Class Meeting 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, 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.*