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If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in BAIC Motor Corporation Limited, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).



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)

Appointment of Directors of the Third Session of the Board of Directors And Notice of the First Extraordinary General Meeting of 2017

A letter from the Board is set out on pages 3 to 6 of this circular.

The notice convening the EGM to be held at 9:30 a.m. on Friday, April 21, 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 is set out on pages 13 to 15 of this circular. The forms of proxy for use at the EGM are also enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company.

Whether or not you propose to attend the EGM, holders of H Shares of the Company are requested to complete and return the enclosed form of proxy in accordance with the instruction printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and for holders of domestic Shares, the form of proxy shall be returned to the Board of Directors' Office of the Company at 9th Floor, Peng Long Building, No. 10 Hua Wei Li, Chaoyang District, Beijing, the PRC as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

In the event that you attend or appoint a proxy to attend the EGM in person, you are requested to complete and return the enclosed reply slip in accordance with the instruction printed thereon and return it to the Hong Kong H share registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H Shares), or to the Board of Directors' Office of the Company at 9th Floor, Peng Long Building, No. 10 Hua Wei Li, Chaoyang District, Beijing, the PRC (for holders of domestic Shares), on or before Friday, March 31, 2017.

* *For identification purpose only*

March 7, 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of our Company, as amended from time to time
“BAIC Group”	Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司), a state-owned enterprise incorporated in the PRC, the sole controlling shareholder of the Company
“BAIC Holding”	Beijing Automotive Industry Holding Co., Ltd.
“Beijing Benz”	Beijing Benz Automotive Co., Ltd. (北京奔馳汽車有限公司) (previously known as Beijing Jeep Motor Co., Ltd. and Beijing Benz-Daimler Chrysler Automotive Co., Ltd.)
“Beijing Electric Vehicle”	Beijing Electric Vehicle Co., Ltd.
“Beijing Hyundai”	Beijing Hyundai Motor Company Limited
“Benz Sales”	Beijing Mercedes-Benz Sales Service Co., Ltd.
“Board of Directors”	the board of directors of our Company
“Board of Supervisors”	the board of supervisors of our Company
“Chang He Automotive”	Jiangxi Chang He Automotive Co., Ltd.
“Company” or “our Company”	BAIC Motor Corporation Limited
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Daimler AG”	Daimler AG, a company established in Germany in 1886 which is a Shareholder and a connected person of our Company
“Director(s)”	the director(s) of our Company
“EGM”	the first extraordinary general meeting of 2017 of BAIC Motor Corporation Limited to be convened and held

DEFINITIONS

“Foton”	Beiqi Foton Motor Co., Ltd., an A share listed company incorporated in the PRC in August 28, 1996 (stock code: 600166.SH)
“Group”	our Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares in the ordinary share capital of our Company with a nominal value of RMB1.00 each, subscribed for and traded in HK dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Rocar”	Beijing BAIC Rocar Automobile Services & Trading Co., Ltd.
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of our Company
“Share(s)”	the ordinary share(s) of the Company with a nominal value of RMB1.00 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

LETTER FROM THE BOARD OF DIRECTORS



北京汽车
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BAIC MOTOR CORPORATION LIMITED*

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(Stock Code: 1958)

Directors:

Name	Position
Mr. Xu Heyi	Chairman of the Board of Directors and non-executive Director
Mr. Zhang Xiyong	Non-executive Director
Mr. Li Feng	Executive Director
Mr. Zhang Jianyong	Non-executive Director
Ms. Shang Yuanxian	Non-executive Director
Mr. Qiu Yinfu	Non-executive Director
Mr. Hubertus Troska	Non-executive Director
Mr. Bodo Uebber	Non-executive Director
Ms. Wang Jing	Non-executive Director
Mr. Yang Shi	Non-executive Director
Mr. Fu Yuwu	Independent non-executive Director
Mr. Wong Lung Tak Patrick	Independent non-executive Director
Mr. Bao Robert Xiaochen	Independent non-executive Director
Mr. Zhao Fuquan	Independent non-executive Director
Mr. Liu Kaixiang	Independent non-executive Director

Registered Address:

The fifth building
Block 25 Shuntong Road
Shunyi District
Beijing 101300, China

Principal place of business

in Hong Kong:
36/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

March 7, 2017

To the Shareholders

**Appointment of Directors of the Third Session of
the Board of Directors**

And

Notice of the First Extraordinary General Meeting of 2017

I. INTRODUCTION

Our Company intends to hold the EGM at 9:30 a.m. on Friday, April 21, 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. The notice to convene the EGM has been dispatched on March 7, 2017, and is set out on pages 13 to 15 of this circular.

* *For identification purpose only*

LETTER FROM THE BOARD OF DIRECTORS

The purpose of this circular is to provide you with details of the resolutions to be proposed by the Board of Directors to the Shareholders for them to consider and approve as ordinary resolution or special resolution, as the case may be, at the EGM and to provide all the information reasonably required to enable you to make an informed decision on whether to vote for or against or abstain from voting at those resolutions. Such resolutions and details are set out in the letter from the Board.

II. APPOINTMENT OF DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

Reference is made to the announcement of our Company dated August 19, 2016 in respect of the postponed re-election and appointment of the second session of the Board of Directors and the Board of Supervisors. As the term of the second session of the Board of Directors expired on September 8, 2016. The Board of Directors hereby nominates the Director candidates of the third session of the Board of Directors as follows:

Mr. Xu Heyi	Non-executive Director
Mr. Zhang Xiyong	Non-executive Director
Mr. Li Feng	Executive Director
Mr. Zhang Jianyong	Non-executive Director
Mr. Qiu Yinfu	Non-executive Director
Mr. Hubertus Troska	Non-executive Director
Mr. Bodo Uebber	Non-executive Director
Mr Guo Xianpeng	Non-executive Director
Ms. Wang Jing	Non-executive Director
Mr. Zhu Baocheng	Non-executive Director
Mr. Ge Songlin	Independent non-executive Director
Mr. Wong Lung Tak Patrick	Independent non-executive Director
Mr. Bao Robert Xiaochen	Independent non-executive Director
Mr. Zhao Fuquan	Independent non-executive Director
Mr. Liu Kaixiang	Independent non-executive Director

The list of Director candidates of the third session of the Board of Directors shall be submitted to the EGM for voting and electing 15 Directors as the third session of the Board of Directors. The term of the third session of the Board of the Directors shall be three years, with effect from the date of approval at the EGM.

The biographies of the Director candidates of the third session of the Board of Directors and further details related to their appointments are set out in Appendix I to this Circular.

After the third session of the Board of Directors has taken office, Ms. Shang Yuanxian, Mr. Yang Shi and Mr. Fu Yuwu, all being the Directors of the second session of the Board of Directors, shall cease to be the Directors. Ms. Shang Yuanxian, Mr. Yang Shi and Mr. Fu Yuwu have confirmed that there is no disagreement between them and the Board of Directors and there is no other matter in relation to their resignation that shall be brought to the attention of the Shareholders and the Stock Exchange.

LETTER FROM THE BOARD OF DIRECTORS

III. POLL PROCEDURE

Pursuant to Rules 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the notice of the EGM shall be voted by poll. Votes may be given either personally or by proxy.

IV. RECOMMENDATION

The Board of Directors considers that the above-mentioned resolutions are in the interests of our Company and the Shareholders as a whole, and thereby recommends the Shareholders to vote in favor of the resolutions at the EGM.

V. THE EGM

The notice convening the EGM to be held at 9:30 a.m. on Friday, April 21, 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 is set out on pages 13 to 15 of this circular. The form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange and our Company.

If you wish to attend the EGM (in person or by proxy), please complete and return the enclosed reply slip to the Hong Kong H share registrar of our Company, 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 Director's office of our Company at 9th Floor, Peng Long Building, No. 10 Hua Wei Li, Chaoyang District, Beijing, the PRC (for holders of domestic Shares) on or before Friday, March 31, 2017. Our Company will convene a general meeting if members intending to attend the meeting hold Shares with voting rights exceeding half of the total number of Shares with voting rights in the Company. If not, our Company will convene the meeting by informing the Shareholders once again of the matters to be examined at the meeting as well as the date and place of the meeting in the form of a public announcement or other forms prescribed by the Articles of Association within five days.

Whether or not you propose to attend the EGM, holders of H Shares of our Company are requested to complete and return the enclosed form of proxy in accordance with the instruction printed thereon and return it to the Hong Kong H share registrar of our Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and for holders of domestic Shares, the form of proxy shall be returned to the Board of Directors' office of the Company at 9th Floor, Peng Long Building, No. 10 Hua Wei Li, Chaoyang District, Beijing, the PRC as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

LETTER FROM THE BOARD OF DIRECTORS

VI. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlements of the Shareholders to attend the EGM, the register of members of the Company will be closed from Wednesday, March 22, 2017 to Friday, April 21, 2017 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the EGM, all transfer documents must be lodged with the 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 Tuesday, March 21, 2017 or 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. on Tuesday, March 21, 2017.

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

Mr. Xu Heyi (徐和誼), aged 59, holds a doctoral degree in management and is a senior engineer (professor level) enjoying special government allowances of the State Council. At present, Mr. Xu is the chairman of the Board of Directors, as well as the secretary of the party committee and a non-executive Director of the Company. Mr. Xu is also the chairman of the board of directors and secretary of the party committee of BAIC Group, and also serves as the chairman of the board of directors of Foton, the chairman of the board of directors of BAIC Investment Co., Ltd., the chairman of the board of directors of Beijing Benz, the chairman of the board of directors of Beijing Hyundai, the chairman of the board of directors of Fujian Benz Automotive Co., Ltd., the chairman of the board of directors of Beijing Electric Vehicle, the chairman of the board of directors of Beijing General Aviation Co., Ltd., the chairman of the board of directors of Beijing Pan Pacific Aerospace Technology Co., Ltd., the chairman of the board of directors of Pacific Aerospace Limited in New Zealand, the vice chairman of the board of directors of Benz Sales. Mr. Xu also serves as a representative of the 18th National Congress of the Communist Party of China, a representative of the 12th National People's Congress, a member of the 11th Beijing Municipal Committee, a standing member of the 12th Beijing Municipal Committee of the Chinese People's Political Consultative Conference and the deputy chairman of the China Association of Automobile Manufacturers, among others.

Mr. Xu has more than 30 years of experience in the industry and in management. He has held various positions since he served in BAIC Group in July 2002, including as the chairman of the board of directors and the secretary of the party committee of Beijing Holding (the predecessor of BAIC Group) and BAIC Group. He has been the chairman of the Board of Directors and non-executive Director of the Company since its establishment on September 20, 2010.

Mr. Zhang Xiyong (張夕勇), aged 53, holds a doctoral degree in management and is a senior accountant, senior economist and senior engineer. At present, Mr. Zhang is a non-executive Director of the Company. He is also a director, deputy secretary of the party committee and general manager of BAIC Group. In addition, he is the chairman of the board of directors of BAIC (Zhenjiang) Motor Co., Ltd., the vice chairman of the board of directors Foton and the chairman of Chang He Automotive.

Mr. Zhang has more than 30 years of experience in the industry and in management. He held various positions from January 1994 to June 2013, including as the standing deputy factory manager of Zhucheng Motor Factory of Beijing Automobile and Motor Joint Manufacturing Company and the standing deputy general manager, the deputy secretary of the party committee and vice chairman of the board of directors of Foton and the chairman of the board of directors of Rocar. Since September 6, 2013, Mr. Zhang has been a non-executive Director of the Company.

Mr. Li Feng (李峰), aged 53, holds a master's degree in power engineering, master's degree in Business Administration for senior management and is a senior engineer. At present, Mr. Li is the executive Director of the Company. He is also a director of Beijing Benz, the chairman of the board of directors of BAIC MBtech Development Center Co., Ltd., a director of Benz Sales, a director of Mercedes-Benz Leasing Co., Ltd. and a director of Beijing

Hyundai. In addition, Mr. Li is a vice president of the Academic Committee of Beijing Automotive Engineering Society and a member of the Marketing Expert Committee (Automotive) of China Association of Marketing.

Mr. Li has more than 30 years of experience in the industry and in management. From October 1996, he began to serve as the head of the Automobile Engineering Research Institute of Foton, the general manager of the marketing company and the deputy general manager of Foton, a member of the economic management committee and the deputy general manager of Chery Automobile Co., Ltd. He also served as the standing deputy general manager, secretary of the party committee and director of Beijing Hyundai from December 2009 to June 2013, and the president and deputy secretary of the party committee of the Company from August 2013 to March 2017. Since September 6, 2013, he has been the executive Director of the Company.

Mr. Zhang Jianyong (張建勇), aged 40, holds a doctoral degree in management science and engineering and is a senior accountant. At present, Mr. Zhang is a non-executive Director of the Company. He is also the deputy general manager of BAIC Group, a director of Foton, an executive director and secretary of the party committee of BAIC Group Industrial Investment Co., Ltd., a director of Shandong Binzhou Bohai Piston Co., Ltd., the chairman of the board of directors and secretary of the party committee of BAIC Group Finance Co., Ltd., the chairman of the board of supervisors of Beijing Electric Vehicle, a director of Beijing Hainachuan Automobile Components Corporation Limited, a supervisor of Inalfa Roof Systems Group B.V., a director of Pacific Aerospace Limited in New Zealand, a director of Chang He Automotive and a supervisor of Rocar, among others.

Mr. Zhang Jianyong has about 15 years of experience in finance and management. He served in various positions, including as the chief accountant of the finance and asset department of the State Electric Power Research Institute from July 2001 to December 2003, the assistant manager of asset and finance department, deputy manager of finance department and manager of finance department of BAIC Holding from December 2003 to December 2010, the head of finance department and deputy chief financial officer and concurrently the head of finance department of BAIC Group from December 2010 to May 2015, and the deputy general manager of BAIC International Development Co. Ltd. from April 2013 to June 2014.

Mr. Qiu Yinfu (邱銀富), aged 49, holds a master's degree in business administration and is a senior engineer of metallurgical equipment. At present, Mr. Qiu is a non-executive Director of the Company. He is also a director of BAIC Investment Co., Ltd., the deputy secretary of the party committee, chairman of the labor union and deputy general manager of Beijing Shougang Company Limited, the secretary of the party committee of Hebei Shougang Qian'an Iron & Steel Co., Ltd. and a director of Foton.

Mr. Qiu has more than 20 years of experience in the industry and in management. He served in various positions from August 1989 to November 2012, including as the deputy general manager of Hebei Shougang Qian'an Iron & Steel Co., Ltd.

Mr. Hubertus Troska, aged 57, German, holds a bachelor's degree in English language and literature. At present, Mr. Troska is a non-executive Director of the Company, the deputy chairman of the board of directors and director of Beijing Benz. He is also a member of the board of management of Daimler AG, responsible for its businesses in Greater China, and serves as the chairman and chief executive officer of Daimler Greater China.

Mr. Troska has nearly 30 years of experience in the automobile industry. He was a director and a member of the board of management of Mercedes-Benz (Turkey) Company from September 1997 to February 2000, responsible for the sales and aftersales of cars and businesses of vans, trucks and buses. He was the president of Mercedes-Benz AMG GmbH from October 2003 to April 2005. He was the global executive vice president of Daimler AG (the head of Mercedes-Benz truck, in charge of the truck business in Europe and Latin America) from April 2005 to December 2012.

Mr. Bodo Uebber, aged 57, German, holds a master's degree in industrial economics. At present, Mr. Uebber is a non-executive Director of the Company and a member of the board of management of Daimler AG.

Mr. Uebber has more than 30 years of experience in finance and management. He was a member of the board of management and chief financial officer of Daimler Financial Services AG (former name: DaimlerChrysler Services AG) in Berlin from 2001 to 2003, a representative member of the board of management of Daimler AG and the chairman of the board of management of Daimler Financial Services AG from 2003 to 2004.

Furthermore, he was a member of the supervisory board of TALANX AG from May 2006 to August 2011, and a member and the chairman of the board of directors of EADS N.V. from May 2007 to March 2013.

Mr. Guo Xianpeng (郭先鹏), aged 50, holds a master's degree in automotive engineering. He is currently the deputy general manager of China Aerospace Investment Holdings Co., Ltd.

Mr. Guo has more than 20 years of experience in the industry. From 2002 to 2015, he served as the deputy director general of the business investment department of China Aerospace Science & Technology Corporation, the vice chairman of the board of directors of Beijing Lantianda Automobile Purgation Fuel Technology Co., Ltd., an executive director, vice president and member of the party committee of China Aerospace International Holdings Limited in Hong Kong, the vice president and member of the party committee of China Aerospace International Holdings Limited and a director of China Aerospace New World Technology Co., Ltd., among others.

Ms. Wang Jing (王京), aged 45, holds a master's degree in laws, MBA, a senior economist and corporate legal advisor. At present, Ms. Wang is a non-executive Director of the Company, a director of Beijing Electric Vehicle, a director of BOE Technology Group Co., Ltd., a director of China Resources Pharmaceutical Group Limited, and a supervisor of CSC Financial Co., Ltd.

Ms. Wang has more than 20 years of experience in the industry and management. She served as an assistant for the manager and deputy manager of the financing department of the Hong Kong headquarters of Beijing Enterprises Holdings Limited, the manager of the corporate department in Beijing Enterprises Holdings Investment Management Co., Ltd., the deputy general manager of Beijing Jingtai Investment Management Center, the manager of the enterprise management department and the assistant to general manager of Jingtai Industry (Group) Co., Ltd., the chairman of the board of directors and the general manager of Beijing Inland Port International Logistics Co., Ltd., the general manager of the investment management department and general manager of investment management division No. 1 of Beijing State-owned Capital Operation and Management Center (“BSAMAC”) and she has been the deputy general manager of BSAMAC since January 2014.

Mr. Zhu Baocheng (朱保成), aged 43, holds a doctoral degree in accounting and is a senior accountant. Mr. Zhu currently serves as the chief financial officer of Beijing Energy Group Co., Ltd., a director of BEIH Finance Co., Ltd., a director of Beijing Jing Guo Rui Equity Investment Funds Management Co., Ltd., a director of Beijing Jingneng Clean Energy Co., Limited and a director of Bank of Chengdu Corporation Limited.

Mr. Zhu has more than 10 years of experience in energy and management. From 2007 to 2014, he served as the manager of finance department of Beijing Jingneng International Power Co., Ltd., the chief accountant of Beijing Jingneng Thermal Power Co., Ltd., the chief accountant of Beijing Jingneng Clean Energy Co., Limited and the chief financial officer of Beijing Energy Investment Holding Co., Ltd.

Mr. Ge Songlin (葛松林), aged 61, holds a doctoral degree in mechanical engineering. At present, Mr. Ge is the deputy secretary of Society of Automotive Engineering of China and a senior engineer at researcher level.

Mr. Ge has more than 20 years of experience in the automobile industry. From 1997 to 2016, he served as a senior engineer in the auto industry department of the Ministry of Machine Industry, an associate professor of the automotive department of Hefei University of Technology and senior engineer in the industry department of the Ministry of Machine Industry. He also served as editor-in-chief of the academic journal Automotive Engineering, part-time professor at Hefei University of Technology, part-time professor at Jiangsu University, part-time professor at Changsha University of Science and Technology and a member of the academic committee of Shanghai Jiaotong University from 2012 to 2016.

Mr. Wong Lung Tak Patrick (黃龍德), aged 68, holds a doctoral degree in science of commerce, a fellow member of the Association of Chartered Certified Accountants and certified tax adviser of the Taxation Institute of Hong Kong. At present, Mr. Wong is an independent non-executive Director of the Company and also the chief practicing director of Patrick Wong C.P.A. Limited.

Mr. Wong has more than 40 years of experience in financing and management. Mr. Wong has received various honors including the Queen’s Badge of Honor, was appointed by the government of Hong Kong Special Administrative Region as Non-official Justice of the Peace and awarded the Bronze Bauhinia Star by the government of Hong Kong Special Administrative Region.

Currently, Mr. Wong serves as an independent non-executive director of C C Land Holdings Limited, Galaxy Entertainment Group Limited, Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd. (formerly known as Guangzhou Pharmaceutical Company Limited), National Arts Entertainment and Culture Group Limited, Real Nutraceutical Group Limited, Sino Oil and Gas Holdings Limited, Water Oasis Group Limited, Winox Holdings Limited and Li Bao Ge Group Limited. Mr. Wong served as an independent non-executive director of Munsun Capital Group Limited (formerly known as China Precious Metal Resources Holdings Co., Ltd.) from June 19, 2004 to October 3, 2016 and Bisu Technology Group International Limited (formerly known as Excel Development (Holdings) Limited) from November 21, 2013 to August 10, 2015.

Mr. Bao Robert Xiaochen (包曉晨), aged 50, American, holds a bachelor's degree in engineering, MSc, MBA, certified quality manager, certified reliability engineer and certified quality engineer. At present, Mr. Bao is an independent non-executive Director of the Company and is the director and general manager of Meihe (China) Management Consultancy Co., Ltd.

Mr. Bao has more than 20 years of experience in the industry and management. He held various positions from June 1992 to September 2013, including North America product quality engineer, product reliability expert, finished vehicle development product assurance expert of Chrysler Corporation, warranty cost expert for suppliers in North America of Daimler Chrysler AG, associate/project manager in the China divisions of EDS/A.T. Kearney of the US, director of automobile business in Greater China of EDS PLM/UGS Solutions of the US, China operation and sales general manager of Motorola Automotive Electronics Co., Asia-Pacific sales and marketing director/Asia-Pacific business platform director of electronics and safety of Delphi Automotive System (China) Holdings Co., Limited, and managing director of Accenture (China) Co., Ltd and Accenture (Detroit, U.S.) Co., Ltd. Currently, Mr. Bao serves as an independent director of Foton.

Mr. Zhao Fuquan (趙福全), aged 53, holds a doctoral degree in engineering. At present, Mr. Zhao is an independent non-executive Director of the Company, a professor and doctoral supervisor of the department of automotive engineering, the head of the Automotive Strategy Research Institute in Tsinghua University, a visiting professor of Jilin University and an independent director of China Automotive Engineering Research Institute Co., Ltd..

Mr. Zhao has more than 20 years of experience in the industry. Mr. Zhao served as the senior engineering specialist and research director of US Daimler Chrysler from April 1997 to March 2004, vice president and general manager of research & development center of Shenyang HuaChen Jinbei Vehicle Manufacturing Co., Ltd. from April 2004 to September 2006, president of Geely Automobile Research Institute from February 2007 to April 2013, vice president of Zhejiang Geely Holding Group and executive director of Geely Automobile Holdings Limited from November 2006 to May 2013.

Mr. Liu Kaixiang (劉凱湘), aged 52, holds a doctoral degree in law. At present, Mr. Liu is an independent non-executive Director of the Company. He is also a professor and doctoral supervisor of Peking University Law School, vice president of China Commercial Law Research Society and an arbitrator of China International Economic and Trade Arbitration Commission and Singapore International Arbitration Centre.

Mr. Liu has more than 20 years of experience in legal affairs. He served as the deputy director in the faculty of law and professor of Beijing Technology and Business University from July 1987 to May 1999 and has been a professor and doctoral supervisor of Peking University Law School since May 1999.

Currently, Mr. Liu serves as the independent director of Taiji Computer Corporation Ltd., Beijing Orient Landscape Co., Ltd., Beijing Ultrapower Software Co., Ltd. and Beijing Hanjian Heshan Pipe Co., Ltd.

If the appointment of the above Director candidates is approved at the extraordinary general meeting of the Company, the Company will enter into a service contract with each of the Director candidates when the term of office of each of them becomes effective as soon as possible. Currently, the above executive Director and non-executive Directors will not receive any remuneration from the Company as they do not hold any position (other than director) in the Company. The remuneration standard of independent non-executive Directors is determined in accordance with the Company's actual situation and with reference to the average market level. The remuneration standard of each independent non-executive Director is RMB120,000 per year (before tax), which shall be calculated starting from the effective date of their term of office.

Save as disclosed above, each of the Director candidates confirmed that (i) he/she is not connected with the Directors, Supervisors, senior management, substantial shareholders or Controlling Shareholder; (ii) he/she does not hold any equity interest in the Company as defined in Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong); (iii) he/she is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is he/she being involved or has been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; (iv) there's no other matter in relation to the appointment that shall be brought to the attention of the Shareholders or the Stock Exchange. Save as disclosed in the biographical details, each of the Director candidates confirmed that he/she did not hold any directorship in other listed companies in the last three years, nor is he/she holding any positions in any members of the Group.



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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 FIRST EXTRAORDINARY GENERAL MEETING OF 2017

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2017 (“EGM”) of BAIC Motor Corporation Limited (the “Company”) will be held at 9:30 a.m. on Friday, April 21, 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). Unless included otherwise, capitalized terms used wherein shall have the same meanings as those defined in the circular of the Company dated March 7, 2017:

Ordinary Resolutions

1. Appointment of Directors of the Third Session of the Board of Directors of the Company
 - 1.1 Appointment of Mr. Xu Heyi as the non-executive director of the Company;
 - 1.2 Appointment of Mr. Zhang Xiyong as the non-executive director of the Company;
 - 1.3 Appointment of Mr. Li Feng as the executive director of the Company;
 - 1.4 Appointment of Mr. Zhang Jianyong as the non-executive director of the Company;
 - 1.5 Appointment of Mr. Qiu Yinfu as the non-executive director of the Company;
 - 1.6 Appointment of Mr. Hubertus Troska as the non-executive director of the Company;
 - 1.7 Appointment of Mr. Bodo Uebber as the non-executive director of the Company;
 - 1.8 Appointment of Mr. Guo Xianpeng as the non-executive director of the Company;
 - 1.9 Appointment of Ms. Wang Jing as the non-executive director of the Company;
 - 1.10 Appointment of Mr. Zhu Baocheng as the non-executive director of the Company;

* *For identification purpose only*

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- 1.11 Appointment of Mr. Ge Songlin as the independent non-executive director of the Company;
- 1.12 Appointment of Mr. Wong Lung Tak Patrick as the independent non-executive director of the Company;
- 1.13 Appointment of Mr. Bao Robert Xiaochen as the independent non-executive director of the Company;
- 1.14 Appointment of Mr. Zhao Fuquan as the independent non-executive director of the Company; and
- 1.15 Appointment of Mr. Liu Kaixiang as the independent non-executive director of the Company.

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

Beijing, the PRC, March 7, 2017

Notes:

- (A) The register of members will be closed from Wednesday, March 22, 2017 to Friday, April 21, 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 Friday, April 21, 2017 are entitled to attend and vote at the EGM following completion of the registration procedures. To qualify for attendance and voting at the EGM, documents on transfers 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 of the Company no later than 4:30 p.m. on Tuesday, March 21, 2017 or the China Security Depository and Clearing Corporation Limited at No. 17 Tai Ping Qiao Street, Xicheng District, Beijing, the PRC for holders of domestic Shares of the Company no later than 4:00 p.m. on Tuesday, March 21, 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 9th Floor, Peng Long Building, No. 10 Hua Wei Li, Chaoyang District, Beijing, the PRC for holders of domestic Shares on or before Friday, March 31, 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 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.

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- (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 of Directors office of the Company at 9th Floor, Peng Long Building, No. 10 Hua Wei Li, Chaoyang 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 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.