
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

“ACMR”	All China Marketing Research Co., Ltd. (北京華通人商用信息有限公司), an independent specialist Chinese market research company
“Application Form(s)”	White Application Form(s), Yellow Application Form(s) and Green Application Form(s) or, where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles of Association” or “Articles”	the articles of association of the Company that will be adopted after the Listing, which shall become effective following the Listing and after being granted the relevant approvals from the competent PRC authorities, and as amended from time to time, a summary of which is contained in “Appendix V—Summary of the Articles of Association” to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“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 on June 30, 1994 and known then as Beijing Automotive Industry Holding Co., Ltd. (北京汽車工業控股有限責任公司), which changed its name to Beijing Automotive Group Co., Ltd. on September 28, 2010, the sole Controlling Shareholder of the Company
“BAIC Holding”	Beijing Automotive Industry Holding Co., Ltd. (北京汽車工業控股有限責任公司), the predecessor of BAIC Group, a state-owned enterprise incorporated in the PRC on June 30, 1994 which changed its name to BAIC Group on September 28, 2010
“BAIC Hong Kong”	BAIC Hong Kong Investment Corp. Limited (北汽香港投資有限公司), a company incorporated in Hong Kong on October 21, 2009, which is a wholly-owned subsidiary of our Company
“BAIC Investment”	BAIC Investment Co., Ltd. (北京汽車投資有限公司), a company incorporated in the PRC on June 28, 2002, a subsidiary of our Company with 97.95% equity interest owned by our Company and the remaining 2.05% owned by BAIC Group
“BAIC Limited”	Beijing Automobile Works Co., Ltd. (北京汽車製造廠有限公司), a company incorporated in the PRC on

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	January 1, 1983, a subsidiary of BAIC Group with 51.0% equity interest owned by BAIC Group and the remaining 49.0% owned by an Independent Third Party
“BAIC Sales”	BAIC Motor Sales Co., Ltd. (北京汽車銷售有限公司), a company incorporated in the PRC on May 3, 2012, which is a wholly-owned subsidiary of our Company
“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. (北京吉普汽車有限公司) and Beijing Benz-Daimler Chrysler Automotive Co., Ltd. (北京奔馳—戴姆勒•克萊斯勒汽車有限公司), a company incorporated in the PRC on July 1, 1983, a subsidiary of the Company with 51.0% equity interest owned by our Company, 38.665% owned by Daimler AG and 10.335% owned by Daimler Greater China
“Beijing Energy Investment”	Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司), a state-owned enterprise incorporated in the PRC on December 8, 2004, a Shareholder and an Independent Third Party
“Beijing Hyundai”	Beijing Hyundai Motor Co., Ltd. (北京現代汽車有限公司), a company incorporated in the PRC on October 16, 2002, a joint venture in which BAIC Investment owns 50.0% equity interest with the remaining 50.0% owned by Hyundai Motor Company (現代自動車株式會社)
“Beijing Automotive Technology Center”	Beijing Automotive Technology Center Co., Ltd. (北京汽車研究總院有限公司), a company incorporated in the PRC on September 28, 2006, which is a wholly-owned subsidiary of BAIC Group
“Beijing Motor”	when referring to a business segment, “Beijing Motor” means the consolidated results of our Company and its subsidiaries (excluding Beijing Benz). Segment profit of Beijing Motor included the share of profits of Beijing Hyundai during the Track Record Period and of Beijing Benz in the Joint Venture Period; when referring to a brand, means our proprietary brand passenger (the “Beijing” brand) vehicles under Senova, BJ and Wevan
“Benz Sales Service”	Beijing Mercedes-Benz Sales Service Co., Ltd. (北京梅賽德斯—奔馳銷售服務有限公司), a company incorporated in the PRC on December 7, 2012, a joint venture in which the Company owns 49.0% equity interest with the remaining 51.0% owned by Daimler Greater China

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“Benyuan Jinghong”	Shenzhen Benyuanjinghong Equity Investment Funds Company (limited partnership) (深圳市本源晶鴻股權投資基金企業(有限合夥)), a limited partnership incorporated in the PRC on June 4, 2013, a Shareholder and an Independent Third Party, despite the fact that our Controlling Shareholder was, as of the Latest Practicable Date, indirectly interested in 40.0% of the company that indirectly invested in Benyuan Jinghong
“BJ40”	a category of civilian off-road vehicles manufactured by the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Board” or “Board of Directors”	the board of Directors of the Company
“BSAM”	Beijing State-Owned Assets Management Co., Ltd. (北京市國有資產經營有限責任公司), a state-owned enterprise incorporated in the PRC on September 4, 1992, one of the promoters of the Company (which ceased to be a shareholder of the Company as of the Latest Practicable Date)
“BSAMAC”	Beijing State-Owned Assets Management and Administration Center (北京國有資本經營管理中心), a state-owned enterprise incorporated in the PRC on December 30, 2008, a Shareholder and an Independent Third Party
“Business Day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

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“Changhe Motor”	Jiangxi Changhe Motor Co., Ltd. (江西昌河汽車有限公司), a company incorporated in the PRC on September 17, 2008. BAIC Group owns 70.0% equity interest in Changhe Motor, with the remaining 30.0% owned by Jiangxi Provincial State-Owned Enterprise Assets Management (Holding) Co., Ltd. (江西省省屬國有企業資產經營(控股)有限公司), an Independent Third Party
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus only, Hong Kong, Macau and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended and adopted by the Standing Committee of the Tenth National People’s Congress on October 27, 2005 and effective on January 1, 2006, as amended, supplemented and otherwise modified from time to time
“Company” or “Issuer”	BAIC Motor Corporation Limited (北京汽車股份有限公司)
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder”	has the meaning ascribed thereto in the Listing Rules and refers to BAIC Group
“CSRC”	the China Securities Regulatory Commission (中華人民共和國證券監督管理委員會)
“CBRC”	the China Banking Regulatory Commission (中華人民共和國銀行業監督管理委員會)
“Daimler AG”	Daimler AG (戴姆勒股份公司), a company established in Germany in 1886 which is a Shareholder and a Connected Person of the Company
“Daimler Greater China”	Daimler Greater China Ltd. (戴姆勒大中華區投資有限公司), previously known as Daimler Northeast Asia Ltd. (戴姆勒東北亞投資有限公司), established in January 2001 in Beijing, a wholly-owned subsidiary of Daimler AG and hence a Connected Person of the Company

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“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary shares in the Company’s share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi by PRC nationals and/or PRC incorporated entities
“EIT”	enterprise income tax of the PRC
“EIT Law Implementation Rules”	the Implementation Rules of the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法實施條例)
“Exchange Participant(s)”	a person: (a) who, in accordance with the Rules of the Exchange, may trade on or through the Hong Kong Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Hong Kong Stock Exchange as a person who may trade on or through the Hong Kong Stock Exchange
“Foton”	Beiqi Foton Motor Co., Ltd. (北汽福田汽車股份有限公司), an A share listed company (stock code: 600166.SH) incorporated in the PRC on August 28, 1996. According to the 2013 annual report of Foton, approximately 33.58% equity interest of Foton was owned by BAIC Group, with the remaining equity interest owned by various holders, which mainly include BSAMAC, one of the Shareholders (5.28%), Tangshan Jianlong Industrial Co., Ltd. (5.08%), and Shougang Company, the controlling shareholder of Shougang Limited (one of the Substantial Shareholders of the Company) (1.42%); Foton is a Connected Person of the Company
“GDP”	gross domestic product
“General Administration of Customs”	General Administration of Customs of the People’s Republic of China
“General Administration of Quality Supervision, Inspection and Quarantine”	the General Administration of Quality Supervision, Inspection and Quarantine of the People’s Republic of China
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Guangzhou Company”	BAIC Guangzhou Automotive Co., Ltd. (北汽(廣州)汽車有限公司), a company incorporated in the PRC on August 18, 2000, which is a wholly-owned subsidiary of the Company

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“Guoyuan Capital”	Anhui Guoyuan Capital Co., Ltd. (安徽國元創投有限責任公司), a company incorporated in the PRC on June 13, 2010, a Shareholder and an Independent Third Party
“GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group,” “our,” “we” or “us”	the Company and its subsidiaries or any of them, or, where the context so requires, in respect of the period before the Company became the holding company of the present subsidiaries, the present subsidiaries of the Company
“Hangzhou Jingjie”	Hangzhou Jingjie Investment Co., Ltd. (杭州境界投資股份有限公司), a company incorporated in the PRC on March 2, 2010, a Shareholder and an Independent Third Party
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shares”	overseas listed foreign shares in our ordinary share capital with a nominal value of RMB1.00 each, to be subscribed for and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong Offer Shares”	the 61,941,000 H Shares initially offered by our Company for subscription pursuant to the Hong Kong Public Offering, subject to adjustment as described in “Structure of the Global Offering”
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offering”	the offering by our Company of the Hong Kong Offer Shares for cash at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) on and subject to the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

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“Hong Kong Underwriters”	the Underwriters of the Hong Kong Public Offering listed in “Underwriting—Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 8, 2014 relating to the Hong Kong Public Offering and entered into by, among others, the Joint Global Coordinators, the Hong Kong Underwriters, the Joint Bookrunners and our Company, as further described in “Underwriting—Underwriting arrangements and expenses—Hong Kong Public Offering—Hong Kong Underwriting Agreement”
“Hyundai Motor”	Hyundai Motor Company, a company incorporated in the Republic of Korea and whose shares are listed on the Korea Stock Exchange, which owns a 50.0% equity interest in Beijing Hyundai
“IFRSs”	International Financial Reporting Standards, which include standards, amendments and interpretations issued by the International Accounting Standards Board
“Independent Third Party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, are independent of the Company or are not its Connected Persons
“Industry Investment”	Beijing Industrial Developing Investment Management Co., Ltd. (北京工業發展投資管理有限公司), a company incorporated in the PRC on February 28, 2002, a Shareholder and an Independent Third Party
“International Offer Shares”	the 1,176,879,000 H Shares initially offered pursuant to the International Offering, subject to the Over-allotment Option and adjustment as described in “Structure of the Global Offering”
“International Offering”	the conditional placing of the International Offer Shares by the International Underwriters, as further described in “Structure of the Global Offering”
“International Underwriters”	the group of international underwriters who are expected to enter into the International Underwriting Agreement, being the Underwriters of the International Offering
“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or around December 12, 2014 by, among others, Joint Global Coordinators, Joint Bookrunners, International Underwriters, our Company and the Selling Shareholders in

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	respect of the International Offering, as further described in “Underwriting—Underwriting arrangements and expenses—International Offering” in this prospectus
“J.D. Power”	J.D. Power and Associates, a global market information services company which conducts investigation of customer satisfaction, product quality and buyers’ behaviors for all industries
“Jingguofa Fund”	Beijing Jingguofa Equity Investment Fund L.P. (北京京國發股權投資基金(有限合夥)), a limited partnership incorporated in the PRC on December 29, 2011, a Shareholder and an Independent Third Party
“Joint Bookrunners”	Deutsche Bank AG, Hong Kong Branch, The Hongkong and Shanghai Banking Corporation Limited, Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering only), Morgan Stanley & Co. International plc (in relation to the International Offering only), CLSA Limited, China Merchants Securities (HK) Co., Limited and UBS AG, Hong Kong Branch
“Joint Global Coordinators”	Deutsche Bank AG, Hong Kong Branch, The Hongkong and Shanghai Banking Corporation Limited and Morgan Stanley Asia Limited
“Joint Lead Managers”	Deutsche Bank AG, Hong Kong Branch, The Hongkong and Shanghai Banking Corporation Limited, Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering only), Morgan Stanley & Co. International plc (in relation to the International Offering only), CLSA Limited, China Merchants Securities (HK) Co., Limited, UBS AG, Hong Kong Branch, China Securities (International) Corporate Finance Company Limited and BOCI Asia Limited
“Joint Sponsors”	HSBC Corporate Finance (Hong Kong) Limited, CITIC Securities Corporate Finance (HK) Limited, Deutsche Securities Asia Limited and UBS Securities Hong Kong Limited
“Latest Practicable Date”	November 30, 2014, being the latest practicable date for the inclusion of certain information in this prospectus prior to its publication
“Listing”	listing of the H Shares on the Hong Kong Stock Exchange
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange

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“Listing Date”	the date, expected to be on or about December 19, 2014, on which the Company’s H Shares are listed and from which dealings therein are permitted to take place on the Hong Kong Stock Exchange
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the Main Board of the Hong Kong Stock Exchange
“Mandatory Provisions”	the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” (到境外上市公司章程必備條款), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, promulgated by the former State Council Securities Committee and the former State Commission for Restructuring the Economic Systems of the PRC on August 27, 1994, as amended, supplemented or otherwise modified from time to time
“Ministry of Environmental Protection” or “MEP”	the Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部)
“Ministry of Finance” or “MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“Ministry of Industry and Information Technology”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“Modern Innovation”	Modern Innovation Holding Co., Ltd. (現代創新控股有限公司), a company incorporated in the PRC on January 27, 2003, one of the promoters of the Company, which ceased to be a Shareholder of the Company as of the Latest Practicable Date
“Ministry of Public Security”	the Ministry of Public Security of the People’s Republic of China (中華人民共和國公安部)
“Ministry of Science and Technology”	the Ministry of Science and Technology of the People’s Republic of China (中華人民共和國科學技術部)
“MOFCOM”	the Ministry of Commerce of PRC (中華人民共和國商務部)
“NBSC”	the National Bureau of Statistics of China (中華人民共和國國家統計局)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

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“New Energy”	Beijing BAIC Electric Vehicle Co., Ltd. (北京新能源汽車股份有限公司), previously known as BAIC Auto New Energy Vehicle Limited Company (北京汽車新能源汽車有限公司), a company incorporated in the PRC on October 23, 2009, a subsidiary of BAIC Group with 60.0% equity interest owned by BAIC Group, 25.0% owned by Industry Investment, 10.0% owned by BSAMAC and 5.0% owned by Beijing Electronics Holding Co., Ltd. (北京電子控股有限責任公司)
“Non-Competition Undertaking”	the non-competition undertaking dated December 2, 2014 granted by BAIC Group to our Company, details of which are set out in “Relationship with BAIC Group—Non-Competition Undertaking” in this prospectus
“NSSF”	the National Council for Social Security Fund of the PRC (全國社會保障基金理事會)
“Offer Price”	the final offer price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), at which Hong Kong Offer Shares are to be subscribed for, to be determined in the manner further described in “Structure of the Global Offering—Pricing and Allocation” in this prospectus
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares, collectively, and where relevant, together with any additional H Shares to be issued pursuant to the exercise of the Over-allotment Option
“Off-road Vehicle Branch”	Off-road Vehicle Branch of Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司越野車分公司), a branch entity established in the PRC on May 29, 2013 and wholly owned by BAIC Group
“Over-allotment Option”	the option expected to be granted by us and the Selling Shareholders to the Joint Bookrunners and the International Underwriters, exercisable by the Joint Global Coordinators on behalf of the Joint Bookrunners and the International Underwriters pursuant to which our Company may be required to allot and issue up to 168,930,000 additional new H Shares and the Selling Shareholders may be required to sell up to 16,893,000 additional H Shares both at the Offer Price (in aggregate representing approximately 15% of the H Shares initially being offered under the Global Offering) to cover over-allocation in the International Offering, the details of which are described in

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	“Structure of the Global Offering—Over-allotment Option” in this prospectus
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by PBOC
“People’s Congress”	the legislative organ of the PRC, including the National People’s Congress and all the local people’s congresses (including provincial, municipal and other regional or local people’s congresses) as the context may require, or any of them
“Powertrain”	BAIC Motor Powertrain Co., Ltd. (北京汽車動力總成有限公司), a company incorporated in the PRC on February 9, 2010, a wholly-owned subsidiary of the Company
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC government” or “State”	the government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities)
“PRC Securities Law”	the Securities Law of the PRC enacted by the Standing Committee of the National People’s Congress on December 29, 1998, which became effective on July 1, 1999, as amended by the Standing Committee of the National People’s Congress on October 27, 2005, which became effective on January 1, 2006, as amended, supplemented and otherwise modified from time to time
“Pre-IPO Strategic Investment”	the strategic investment by Daimler AG in the Company prior to the Global Offering pursuant to the Share Subscription Agreement
“Price Determination Date”	the date, expected to be on or around Friday, December 12, 2014 (Hong Kong time) on which the Offer Price is determined, or such later time as the Joint Global Coordinators, the Joint Bookrunners and the Underwriters, BAIC Group (for itself and on behalf of the other Selling Shareholders) and us may agree, but in any event no later than Monday, December 15, 2014
“prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering

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“province”	each being a province or, where the context requires, a provincial level autonomous region or municipality under the direct supervision of the central government of the PRC
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Qingtian Yunsheng”	Qingtian Yunsheng Investment Management Co., Ltd. (青田雲盛投資管理有限公司), previously known as Hangzhou Yunsheng Investment Management Co., Ltd. (杭州雲盛投資管理有限公司), a company incorporated in the PRC on August 10, 2011, a Shareholder and an Independent Third Party
“Qingtian Yunzhong”	Qingtian Yunzhong Investment Management Co., Ltd. (青田雲眾投資管理有限公司), previously known as Hangzhou Yunzhong Investment Management Co., Ltd. (杭州雲眾投資管理有限公司), a company incorporated in the PRC on September 5, 2011, a Shareholder and an Independent Third Party
“Quanzhou Citong”	Quanzhou Citong Venture Investment Center (泉州刺桐創業投資中心(有限合夥)), a limited partnership incorporated in the PRC on August 4, 2010, a Shareholder and an Independent Third Party
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization arrangements undergone by our Group in preparation for the Listing as described in “History, Reorganization and Corporate Structure—Reorganization” in this prospectus
“RMB” or “Renminbi”	the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“Sale Shares”	the 112,620,000 H Shares to be converted from an equal number of Domestic Shares held by the Selling Shareholders to be offered for sale by the Selling Shareholders as part of the Global Offering at the Offer Price and any additional H Shares which may be sold by the Selling Shareholders pursuant to the exercise of the

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	Over-allotment Option, and references to “Sale Shares” shall include, where the context requires, the Domestic Shares from which the Sale Shares are converted
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Selling Shareholders”	BAIC Group, BSAMAC, Beijing Energy Investment and Industry Investment
“SFC”	the Securities and Futures Commission of Hong Kong (香港證券及期貨事務監察委員會)
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising our Domestic Shares, Unlisted Foreign Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Share Subscription Agreement”	the share subscription agreement dated February 1, 2013 among our Company, BAIC Group and Daimler AG
“Shenyin Wanguo”	Shenyin Wanguo Capital (H.K.) Limited (申銀萬國融資(香港)有限公司), our Company’s Compliance Adviser
“Shougang Limited”	Beijing Shougang Co., Ltd. (北京首鋼股份有限公司), a company incorporated in the PRC on October 15, 1999, a Shareholder and a Connected Person of the Company
“Special Regulations”	Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies), promulgated by the State Council on August 4, 1994 (as amended)
“Stabilizing Manager”	Morgan Stanley Asia Limited
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“state-owned enterprise”	any enterprise that is, either directly or indirectly, wholly owned by the state, including state-owned limited liability companies and enterprises owned by the whole people

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“subsidiary(ies)”	has the meaning ascribed to it in section 2 of the Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tianjin Blueberry”	Tianjin Blueberry Investment Partnership (LLP) (天津藍莓投資合夥企業 (有限合夥)), an enterprise incorporated in the PRC on January 28, 2011, a Shareholder and an Independent Third Party
“Track Record Period”	comprises the three years ended December 31, 2011, 2012 and 2013 and the six months ended June 30, 2014
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“U.S.” or “United States”	the United States of America
“Unlisted Foreign Shares”	unlisted ordinary shares of the Company’s share capital, with a nominal value of RMB1.00 each, which are held by Daimler AG prior to the Listing
“Underwriter(s)”	the Hong Kong Underwriter(s) and the International Underwriter(s)
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“US\$,” “U.S. dollars” or “USD”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax of the PRC
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Yinxiang Motor”	BAIC Yinxiang Automobile Co., Ltd. (北汽銀翔汽車有限公司), a company incorporated in the PRC on January 21, 2011. BAIC Group currently owns 26.0% equity interest in Yinxiang Motor with the remaining equity

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interest owned by Chongqing Yinxiang Industry Group as to 25.0%, Chongqing Yinxiang Investment Development Company Limited as to 24.5% and Chongqing Yinxiang Trading Company Limited as to 24.5%; all of the remaining shareholders of Yinxiang Motor are Independent Third Parties

“Yunnan Motor”

BAIC Yunnan Ruili Motor Co., Ltd. (北汽雲南瑞麗汽車有限公司), a company incorporated in the PRC on December 20, 2013. BAIC Group currently owns 70.0% equity interest in Yunnan Motor, of which 40.0% is directly owned by BAIC Group and 30.0% is indirectly held by BAIC Group through Beijing Motor International Development Co., Ltd. (a wholly-owned subsidiary of BAIC Group), with the remaining 30.0% owned by Yunnan Jingcheng Group Co., Ltd. (雲南景成集團有限公司), which is an Independent Third Party

“Zhenjiang Motor”

BAIC Group (Zhenjiang) Automobile Co., Ltd. (北汽(鎮江)汽車有限公司), a company incorporated in the PRC on September 25, 2013. BAIC Group currently owns 85.0% equity interest in Zhenjiang Motor, with the remaining 15.0% equity interest owned by Zhenjiang Motor Industry Investment Company Limited (鎮江市汽車產業投資有限公司), which is an Independent Third Party

“%”

per cent.

Unless otherwise indicated, the financial or operating data of our Group for the year ended, or as of, December 31, 2013 take into account those of Beijing Benz for the period from November 18, 2013 to December 31, 2013 or as of December 31, 2013.