

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**ANNOUNCEMENT  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other requirements.

In order to implement specific requirements of the State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality and Beijing Automotive Group Co., Ltd., the controlling shareholder of BAIC Motor Corporation Limited (the “**Company**”), on inclusion of party building work in the articles of association, the board of directors of the Company (the “**Board**”) resolved to propose amendments to the articles of association of the Company (the “**Articles of Association**”) on 12 November 2018, according to the actual conditions of the Company.

The proposed amendments to the Articles of Association mainly include the basis of formulation of the Articles of Association, the role of party organizations in the Company and that the Board shall hear opinions from the party committee of the Company in determining significant matters of the Company. Relevant amendments are as follows:

Original Articles	Amended Articles
<p><b>Article 1</b> These Articles of Association (“Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Provisions of the State Council on the Offshore Offering of Shares and Listing of Companies Limited By Shares (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter Regarding Opinion on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong, Guidelines on Articles of Association of Listed Companies (as amended in 2014), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant regulations, for the purpose of protecting the legitimate rights and interests of BAIC Motor Corporation Limited (the “Company”), its shareholders and creditors, and regulating the organization and activities of the Company.</p>	<p><b>Article 1</b> These Articles of Association (“Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Provisions of the State Council on the Offshore Offering of Shares and Listing of Companies Limited By Shares (the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter Regarding Opinion on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong, Guidelines on Articles of Association of Listed Companies (as amended in 2014), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, <u>the Constitution of the Communist Party of China (the “Party Constitution”)</u> and other relevant regulations, for the purpose of protecting the legitimate rights and interests of BAIC Motor Corporation Limited (the “Company”), its shareholders and creditors, and regulating the organization and activities of the Company.</p>
	<p><u><b>Article 7 In accordance with the regulations of the Party Constitution, the Company shall establish organizations of the Communist Party of China (the “Party Organizations”), which play the core role in leadership and politics for providing direction, managing the overall situation and ensuring implementation. The Company shall establish work organs of the party to carry out activities of the party. The work organs shall be equipped by staff working on party-related matters in accordance with relevant regulations and provided with working funds to operate the Party Organizations.</b></u></p>

Original Articles	Amended Articles
	<p><b><u>Article 8</u></b> <b><u>The Company shall implement democratic management in accordance with the Constitution of the People’s Republic of China and relevant laws, establish a labor union organization and carry out activities thereof in accordance with the law, so as to protect legitimate rights and interests of employees. The Company shall provide the labor union organization with necessary activity conditions.</u></b></p>
<p><b>Article 8</b> These Articles is binding on the Company and its shareholders, directors, supervisors, president and other senior management, all of whom are entitled to claim rights regarding the affairs of the Company in accordance with these Articles.</p> <p>According to these Articles, a shareholder may take legal action against the Company, other shareholders, the directors, supervisors, president and other senior management of the Company, and the Company may also take legal action against shareholders.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p> <p>Other senior management referred to in the preceding paragraph include vice president, secretary to the board of directors and chief financial officer.</p>	<p><b><u>Article 10</u></b> These Articles is binding on the Company and its shareholders, <b><u>members of the party committee of BAIC Motor Corporation Limited (the “Company Party Committee”)</u></b> and <b><u>members of the party discipline inspection committee of BAIC Motor Corporation Limited (the “Company Discipline Inspection Committee”)</u></b>, directors, supervisors, president and other senior management, all of whom are entitled to claim rights regarding the affairs of the Company in accordance with these Articles.</p> <p>According to these Articles, a shareholder may take legal action against the Company, other shareholders, the directors, supervisors, president and other senior management of the Company, and the Company may also take legal action against shareholders.</p> <p>The actions referred to in the preceding paragraph include court proceedings and arbitration proceedings.</p> <p>Other senior management referred to in the preceding paragraph include vice president, secretary to the board of directors and chief financial officer.</p>

Original Articles	Amended Articles
	<p><u>Article 117 The Company shall establish a Company Party Committee and a Company Discipline Inspection Committee. The offices of chairman and the secretary to the Company Party Committee shall be held by the same person in principle, and there shall be a deputy secretary mainly responsible for party construction work. Members of the Company Party Committee can join the board of directors, the board of supervisors and the management through legal procedures. Eligible members of the board of directors, the board of supervisors and the management can also join the Company Party Committee in accordance with relevant requirements and procedures.</u></p> <p><u>The numbers of secretaries, deputy secretaries and members of the Company Party Committee and the Company Discipline Inspection Committee are set according to approval of the party committee of the higher level, and subject to election. When the party member representative congress is not in session, the party committee of the higher level may, if it considers it necessary, appoint the secretary and the deputy secretary to the Company Party Committee and the secretary to the Company Discipline Inspection Committee.</u></p>

Original Articles	Amended Articles
	<p data-bbox="820 187 1460 257"><b><u>Article 118 The Company Party Committee shall perform the following responsibilities.</u></b></p> <p data-bbox="820 300 1460 519"><b><u>(1) It shall supervise the implementation of guiding principles and policies of the party and the state and the decisions and arrangements of the party committee of the higher level in the Company.</u></b></p> <p data-bbox="820 561 1460 1044"><b><u>(2) It shall carry out work with focus on production and operation of the Company, and support the board of directors, the board of supervisors and managers in exercising their powers in accordance with the law. It shall support the work of the employee representative congress according to law, and hear opinions of employees in making significant decisions. Significant matters involving vital interests of employees shall be considered at the employee representative congress.</u></b></p> <p data-bbox="820 1087 1460 1749"><b><u>(3) It shall adhere to the integration of the principle of cadre management by the party with election of managers by the board of directors and exercise of the right to employ personnel by managers in accordance with the law. The Company Party Committee shall recommend the nominated candidates to the board of directors and the general manager, or consider the candidates nominated by the board of directors or the general manager and raise opinions and advice. The Company Party Committee and the board of directors shall assess proposed candidates and raise opinions and advice after collective discussion.</u></b></p>

Original Articles	Amended Articles
	<p><b><u>(4) It shall research and discuss the stability of reform and development, significant operation and management matters and significant issues involving vital interests of employees of the Company, and raise opinions and advice.</u></b></p> <p><b><u>(5) It shall assume the entity responsibility for fully strengthening party self-discipline, and direct the ideological and political work, united front work, construction of spirituality, construction of corporate culture, and mass work including work of the labor union and communist youth league in the Company. It shall direct the work of improving the party conduct and upholding integrity, and support the Company Discipline Inspection Committee in effectively performing the supervision responsibility.</u></b></p>
<p><b>Article 123</b> The board of directors shall be accountable to the general meetings, and exercise the following powers:</p> <ol style="list-style-type: none"> <li>(1) to convene and report its work to the general meetings;</li> <li>(2) to implement resolutions of the general meeting;</li> <li>(3) to decide on the business plans and investment plans of the Company;</li> <li>(4) to formulate the plans for annual financial budgets and final accounts of the Company;</li> <li>(5) to formulate the plans for profit distribution and making up losses of the Company;</li> </ol>	<p><b>Article 127</b> The board of directors shall be accountable to the general meetings, and exercise the following powers:</p> <ol style="list-style-type: none"> <li>(1) to convene and report its work to the general meetings;</li> <li>(2) to implement resolutions of the general meeting;</li> <li>(3) to decide on the business plans and investment plans of the Company;</li> <li>(4) to formulate the plans for annual financial budgets and final accounts of the Company;</li> <li>(5) to formulate the plans for profit distribution and making up losses of the Company;</li> </ol>

<b>Original Articles</b>	<b>Amended Articles</b>
(6) to formulate proposals for the increase or reduction of registered capital and the issue of shares, debentures or other securities and the listing project of the Company;	(6) to formulate proposals for the increase or reduction of registered capital and the issue of shares, debentures or other securities and the listing project of the Company;
(7) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;	(7) to formulate plans for major acquisition, repurchase of the shares of the Company or the merger, division, dissolution or change of the nature of incorporation of the Company;
(8) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, bank facilities, entrusted wealth management and connected transactions, except those which shall be approved by the general meeting of the Company as prescribed by laws, regulations, ministerial rules or these Articles;	(8) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantee, bank facilities, entrusted wealth management and connected transactions, except those which shall be approved by the general meeting of the Company as prescribed by laws, regulations, ministerial rules or these Articles;
(9) to decide on the establishment of the internal management organization of the Company;	(9) to decide on the establishment of the internal management organization of the Company;
(10) to appoint or remove the president and secretary of the board of directors of the Company; to appoint or remove the senior management, such as the vice president and financial officer, of the Company pursuant to the nominations of the president and decide on their remuneration as well as reward and punishment;	(10) to appoint or remove the president and secretary of the board of directors of the Company; to appoint or remove the senior management, such as the vice president and financial officer, of the Company pursuant to the nominations of the president and decide on their remuneration as well as reward and punishment;
(11) to formulate the basic management system of the Company;	(11) to formulate the basic management system of the Company;
(12) to prepare plans for amending these Articles;	(12) to prepare plans for amending these Articles;
(13) to manage information disclosure matters of the Company;	(13) to manage information disclosure matters of the Company;

Original Articles	Amended Articles
<p>(14) to propose to the general meetings as to the appointment or change of the accounting firm for the auditing of annual financial statements of the Company and decide on its auditing fee;</p> <p>(15) to receive the work reports of the president of the Company and to review the work of the president;</p> <p>(16) to decide the establishment of special committees and their compositions;</p> <p>(17) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general meetings and these Articles.</p>	<p>(14) to propose to the general meetings as to the appointment or change of the accounting firm for the auditing of annual financial statements of the Company and decide on its auditing fee;</p> <p>(15) to receive the work reports of the president of the Company and to review the work of the president;</p> <p>(16) to decide the establishment of special committees and their compositions;</p> <p>(17) to exercise other functions and powers conferred by the laws, regulations and the listing rules of the stock exchange on which the shares of the Company are listed, at general meetings and these Articles.</p>
<p>Resolutions relating to the above, with the exception of items (6), (7) and (12) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.</p>	<p>Resolutions relating to the above, with the exception of items (6), (7) and (12) above which shall be approved by more than two thirds of the directors, shall be approved by more than half of the directors.</p> <p><b><u>Before making resolutions relating to significant matters of the Company, the board of directors shall hear the opinions of the Company Party Committee in advance.</u></b></p>

The above amendments to the Articles of Association are subject to approval by the shareholders of the Company at the general meeting by way of special resolution as well as the approval by commerce authorities. A circular of the Company containing detailed information of the above amendments to the Articles of the Association will be despatched to the shareholders of the Company in due course.

The Articles of Association is written in Chinese without an official English version. Therefore, any English translation is for reference only. In case of inconsistency, the Chinese version shall prevail.

By order of the Board  
**BAIC Motor Corporation Limited**  
**Gu Xin**

*Secretary to the Board and Company Secretary*

Beijing, the PRC, 12 November 2018

*As at the date of this announcement, the Board comprises Mr. Xu Heyi, as Chairman of the Board and non-executive director; Ms. Shang Yuanxian and Mr. Yan Xiaolei, as non-executive directors; Mr. Chen Hongliang, as executive director; Mr. Xie Wei, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Bodo Uebber, Ms. Jiao Ruifang and Mr. Lei Hai, 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.*

\* *For identification purpose only*