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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)**

**ANNOUNCEMENT**

**APPROVAL BY BEIJING MUNICIPAL COMMERCE BUREAU ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

Reference is made to the announcement dated 15 May 2018, the circular dated 15 May 2018 and the announcement dated 29 June 2018 published by BAIC Motor Corporation Limited (the “**Company**”), pursuant to which, the Company has considered and approved the resolution in relation to the proposed amendments to certain provisions of the articles of association of the Company (the “**Articles of Association**”) at the 2017 annual general meeting held on 29 June 2018 (the “**AGM**”).

The board of directors of the Company (the “**Board**”) hereby announces that, the aforesaid proposed amendments to the Articles of Association have been approved by Beijing Municipal Commerce Bureau recently.

As requested by the Beijing Municipal Commerce Bureau and in accordance with the authorisation granted by the AGM to the Board, then the Board to the management of the Company, the Company has made further amendments to the Articles of Association.

It was originally proposed and approved at the AGM that Article 18 of the Articles of Association shall read as follows:

“Upon approval of the securities regulatory authority of the State Council, the Company will issue 1,213,520,000 overseas listed foreign shares (H shares). The state-owned shareholders will transfer to the National Council for Social Security Fund 121,352,500 state-owned shares upon the issue of overseas listed foreign shares of the Company in accordance with relevant requirements for reduction in holding of state-owned shares. In addition, such shares will be sold along with the issuance by the Company of the overseas listed foreign shares.

Upon completion of the issue of overseas listed foreign shares, the share capital structure of the Company shall comprise 7,595,338,182 ordinary shares, including 5,494,647,500 domestic shares and 2,100,690,682 H shares.

Upon approval of the securities regulatory authority of the State Council, the Company placed 420,000,000 H shares in 2018 and the share capital structure following the completion of the placement shall comprise 8,015,338,182 ordinary shares, including 5,494,647,500 domestic shares and 2,520,690,682 H shares.”

This article shall be further amended to read as follows:

“Upon approval of the securities regulatory authority of the State Council, the Company will issue 1,213,520,000 overseas listed foreign shares (H shares). The state-owned shareholders will transfer to the National Council for Social Security Fund 121,352,500 state-owned shares upon the issue of overseas listed foreign shares of the Company in accordance with relevant requirements for reduction in holding of state-owned shares. In addition, such shares will be sold along with the issuance by the Company of the overseas listed foreign shares.

Upon completion of the issue of overseas listed foreign shares, the share capital structure of the Company shall comprise 7,595,338,182 ordinary shares, including 5,494,647,500 domestic shares and 2,100,690,682 H shares.

Upon approval of the securities regulatory authority of the State Council, the Company placed 420,000,000 H shares in 2018 and the share capital structure following the completion of the placement shall comprise 8,015,338,182 ordinary shares, including 5,494,647,500 domestic shares and 2,520,690,682 H shares.

Upon completion of the placing of H shares of the Company, the total share capital of the Company has been changed from 7,595,338,182 shares to 8,015,338,182 shares. The shareholding percentage of the investors of the Company was changed as follows:

<b>Name of the Investors</b>	<b>Number of Shares Held (Shares)</b>	<b>Shareholding Percentage</b>
Beijing Automotive Group Co., Ltd.	3,416,659,704	42.627%
Beijing Shougang Company Limited	1,028,748,707	12.835%
Shenzhen Benyuan Jinghong Equity Investment Fund (Limited Partner)	342,138,918	4.269%
Beijing State-owned Assets Management and Administration Center	274,273,061	3.422%
Beijing Energy Holding Co., Ltd.	260,936,852	3.255%
Beijing Industrial Developing Investment Management Co., Ltd.	50,107,627	0.625%
Qingtian Yunsheng Investment Management Co., Ltd.	33,706,698	0.421%
Beijing Jingguofa Equity Investment Fund (Limited Partner)	29,850,746	0.372%

Name of the Investors	Number of Shares Held (Shares)	Shareholding Percentage
Qingtian Yunzhong Investment Management Co., Ltd.	22,471,132	0.280%
Ningbo Jingjie Investment Co., Ltd.	12,500,000	0.156%
Quanzhou Citong Venture Investment Center (Limited Partner)	11,232,000	0.140%
Anhui Guoyuan Capital Co., Ltd.	6,404,272	0.080%
Tianjin Blueberry Investment Partnership (Limited Partner)	5,617,783	0.070%
Overseas listed foreign shares (H shares)	2,520,690,682	31.448%
<b>Total</b>	<b>8,015,338,182</b>	<b>100.000%</b>

Save as disclosed above, the Articles of Association have been amended as approved at the AGM. The revised Articles of the Company will be disclosed on HKEXnews website of Hong Kong Exchanges and Clearing Limited on the same date with this announcement.

By Order of the Board  
**BAIC Motor Corporation Limited**  
**Wang Jianhui**  
*Secretary to the Board and Company Secretary*

Beijing, the PRC, 2 April 2019

*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*