

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated December 9, 2014 (the “**Prospectus**”) issued by BAIC Motor Corporation Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

In connection with the Global Offering, Morgan Stanley Asia Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Sunday, January 11, 2015, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



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)

- Number of Offer Shares under the Global Offering** : 1,238,820,000 H Shares (comprising 1,126,200,000 H Shares to be offered by the Company and 112,620,000 Sale Shares to be offered by the Selling Shareholders, subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 61,941,000 H Shares (subject to adjustment)
- Number of International Offer Shares** : 1,176,879,000 H Shares (subject to adjustment and the Over-allotment Option)
- Maximum Offer Price** : HK\$9.80 per H Share (payable in full on application in Hong Kong dollars and subject to refund on final pricing), plus brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%
- Nominal value** : RMB1.00 per H Share
- Stock code** : 1958

Joint Sponsors



Joint Global Coordinators (in alphabetical order)



Joint Bookrunners and Joint Lead Managers (in no particular order)



Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, our Offer Shares to be offered pursuant to the Global Offering comprising 1,126,200,000 H Shares to be offered by the Company and 112,620,000 Sale Shares to be offered by the Selling Shareholders, subject to the Over-allotment Option. As part of the Global Offering, pursuant to the relevant PRC regulations relating to reduction of state-owned shares and the instructions from NSSF, the Selling Shareholders are initially offering a total of 112,620,000 Sales Shares and may sell up to an aggregate of 129,513,000 Sales Shares if the Over-allotment is exercised in full. Dealings in the H Shares on the Main Board are expected to commence at 9:00 a.m. on Friday, December 19, 2014. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.baicmotor.com and the website of the Hong Kong Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of 61,941,000 H Shares (subject to adjustment), and the International Offering of 1,176,879,000 H Shares (subject to adjustment and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed "Structure of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$9.80 per Offer Share and is currently expected to be not less than HK\$7.60 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$9.80 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$9.80 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms. Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO Service Provider** at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, December 9, 2014, until 12:00 noon on Friday, December 12, 2014 from:

1. the following address of the Joint Bookrunners:

Deutsche Bank AG, Hong Kong Branch

Level 52
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

The Hongkong and Shanghai Banking Corporation Limited

1 Queen's Road Central
Hong Kong

Morgan Stanley Asia Limited

46/F, International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

CLSA Limited

18/F, One Pacific Place
88 Queensway
Hong Kong

China Merchants Securities (HK) Co., Limited

48/F, One Exchange Square
Central
Hong Kong

UBS AG, Hong Kong Branch

52/F, Two International Finance Centre
8 Finance Street
Central
Hong Kong

2. any of the following branches of the receiving banks:

Industrial and Commercial Bank of China (Asia) Limited

	Branch	Address
Hong Kong Island	West Point Branch	242–244 Queen’s Road West, Sai Ying Pun, Hong Kong
	Quarry Bay Branch	Shop SLG1, Sub-Lower Ground Floor, Westlands Gardens, Nos. 2–12, Westlands Road, Quarry Bay, Hong Kong
Kowloon	Mongkok Branch	G/F., Belgian Bank Building, 721–725 Nathan Road, Mongkok, Kowloon
	Ngau Tau Kok Branch	Shop Nos. G211–214, G/F, Phase II, Amoy Plaza, 77 Ngau Tau Kok Road, Kowloon
New Territories	Tuen Mun Branch	217 A–F Central Services Building, Nan Fung Industrial City, 18 Tin Hau Road, Tuen Mun, New Territories
	Tai Po Branch	Shop F, G/F, Mee Fat Building, No 34–38 Tai Wing Lane, Tai Po, New Territories

Bank of Communications Co., Ltd. Hong Kong Branch

	Branch	Address
Hong Kong Island	Hong Kong Branch	20 Pedder Street, Central, Hong Kong
	King’s Road Sub-Branch	67–71 King’s Road, Hong Kong
Kowloon	Tsim Sha Tsui Sub-Branch	Shop 1–3, G/F., 22–28 Mody Road, Tsim Sha Tsui, Kowloon
	Cheung Sha Wan Plaza Sub-Branch	Unit G04, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Kowloon
New Territories	Yuen Long Sub-Branch	Shop 2B, G/F., Man Yu Building, 2–14 Tai Fung Street, Yuen Long, New Territories
	Tseung Kwan O Sub-Branch	Shop 253–255, Metro City Shopping Arcade, Phase I, Tseung Kwan O, New Territories

Wing Lung Bank, Limited

	Branch	Address
Hong Kong Island	Johnston Road Branch	118 Johnston Road
	North Point Branch	361 King's Road
Kowloon	Lam Tin Sceneway Plaza Branch	Shop 59, 3/F Sceneway Plaza, 8 Sceneway Road, Lam Tin
	To Kwa Wan Branch	64 To Kwa Wan Road
New Territories	Tsuen Wan Branch	251 Sha Tsui Road
	Sheung Shui Branch	128 San Fung Avenue

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, December 9, 2014 until 12:00 noon on Friday, December 12, 2014 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "ICBC (Asia) Nominee Limited — BAIC Motor Public Offer" attached should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** Service at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Tuesday, December 9, 2014 until 11:30 a.m. on Friday, December 12, 2014 or such later time as described in the section "How to Apply for the Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, December 9, 2014 until 12:00 noon on Friday, December 12, 2014 or such later time as described in the section "How to Apply for the Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

Please refer to the sections “Structure of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and (iv) on our website (www.baicmotor.com) on or before Thursday, December 18, 2014. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Thursday, December 18, 2014 as described in the section headed “How to Apply for the Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. H Share certificates will only become valid at 8:00 a.m. on Friday, December 19, 2014 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement — Grounds for Termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Friday, December 19, 2014. The H Shares will be traded in board lots of 500 H Shares each. The stock code of the Company is 1958.

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

Hong Kong, December 9, 2014

As at the date of this announcement, the executive Director is Mr. Li Feng, the non-executive Directors are Mr. Xu Heyi, Mr. Zhang Xiyong, Mr. Li Zhili, Mr. Ma Chuanqi, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Bodo Uebber, Ms. Wang Jing and Mr. Yang Shi, and the independent non-executive Directors are Mr. Fu Yuwu, Mr. Wong Lung Tak Patrick, Mr. Bao Robert Xiaochen, Mr. Zhao Fuquan and Mr. Liu Kaixiang.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).