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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)

PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by the Joint Global Coordinators (on behalf of the Joint Bookrunners and the International Underwriters), on January 9, 2015 in respect of an aggregate of 96,052,500 H Shares (representing approximately 7.75% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option), to cover over-allocations in the International Offering. The Over-allotment Shares comprise 87,320,000 H Shares to be issued by the Company and 8,732,500 H Shares to be sold by the Selling Shareholders. The Over-allotment Shares will be allotted and issued by the Company and sold by the Selling Shareholders at HK\$8.90 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per H Share under the Global Offering.

Further announcement will be made by the Company after the end of the stabilization period.

* For identification purpose only.

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In accordance with relevant PRC regulations regarding the reduction of state-owned shares and a letter issued by NSSF (She Bao Ji Jin Fa [2014] No. 124) on August 7, 2014 in this regard, proceeds from the sale of the additional Sale Shares upon partial exercise of the Over-allotment Option, being 8,732,500 H Shares (representing 10% of the number of H Shares issuable by the Company pursuant to the partial exercise of the Over-allotment Option), will be remitted to an account designated by NSSF. Such additional Sale Shares being sold by the Selling Shareholders will be converted from the Domestic Shares held by the Selling Shareholders on a one-for-one basis into H Shares in accordance with relevant PRC regulations (the “**Conversion**”). The Company will not receive any proceeds from the sale of such additional Sale Shares.

Approval for the listing of and permission to deal in the Over-allotment Shares have already been granted by the Listing Committee of the Stock Exchange. Listing of and dealing in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on January 14, 2015.

The Directors confirm that immediately after the completion of the Conversion, the allotment and issue by the Company and the sale by the Selling Shareholders of the relevant Over-allotment Shares, approximately 17.58% of the then enlarged issued share capital of the Company will be held by the public, which will satisfy the public float requirements under Rule 8.08(1)(a) of the Listing Rules.

The shareholding structure of the Company immediately before and immediately after the completion of the Conversion, the allotment and issue by the Company and the sale by the Selling Shareholders of the relevant Over-allotment Shares is as follows:

	Immediately before completion of the allotment and issue and sale of the Over-allotment Shares		Immediately after completion of the allotment and issue and sale of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of shares	Approximate percentage of the Company's issued share capital
Domestic Shares	5,503,380,000	73.30%	5,494,647,500	72.34%
H Shares held by Daimler AG	765,818,182	10.20%	765,818,182	10.08%
H Shares issued by the Company	1,126,200,000	15.00%	1,213,520,000	15.98%
H Share sold by the Selling Shareholders	112,620,000	1.50%	121,352,500	1.60%
Total	<u>7,508,018,182</u>	<u>100%</u>	<u>7,595,338,182</u>	<u>100%</u>

The amount of additional net proceeds to be received by the Company relating to the partial exercise of the Over-allotment Option, after deduction of the underwriting commissions and other estimated expenses paid and/or payable by the Company, is estimated to be approximately HK\$774.8 million, which will be used by the Company for the purposes as set out in the section headed “Future Plans and Use of Proceeds — Use of Proceeds” in the Prospectus.

A further announcement will be made by the Company after the end of the stabilization period in connection with the Global Offering pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

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

Hong Kong, January 12, 2015

As at the date of this announcement, the Board comprises Mr. Li Feng, as executive Director; 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, as non-executive Directors; and Mr. Fu Yuwu, Mr. Wong Lung Tak Patrick, Mr. Bao Robert Xiaochen, Mr. Zhao Fuquan and Mr. Liu Kaixiang, as independent non-executive Directors.