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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

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AMENDMENTS TO RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS AMENDMENTS TO RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETINGS

This announcement is made pursuant to, among others, Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors (the “**Board**”) of BAIC Motor Corporation Limited (the “**Company**”) hereby announces the proposed amendments to the Articles of Association of the Company, the Rules of Procedures for the Board of Directors and the Rules of Procedures for the Shareholders’ General Meetings. The proposed amendments need to be submitted and approved at the 2014 annual general meeting.

A circular containing further details on the aforementioned proposed amendments and the 2014 annual general meeting to be convened by the Company will be sent to the shareholders of the Company.

The Articles of Association of the Company, the Rules of Procedures for the Board of Directors and the Rules of Procedures for the Shareholders’ General Meetings are 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.

The specific amended articles are as follows:

Amendments to the Articles of Association of the Company

Article	Original	Revised
Article 4	Domicile of the Company: The fifth building, Block 25 Shuntong Road, Shunyi District, Beijing 101300, China Telephone: (010) 56636000 Fax: (010) 56635898	Domicile of the Company: The fifth building, Block 25 Shuntong Road, Shunyi District, Beijing 101300, China Telephone: (010) <u>56761958</u> Fax: (010) <u>56761958</u>
Article 86	<p>The following resolutions shall be adopted as ordinary resolutions at a general meeting:</p> <p>(1) working reports of the board of directors and board of supervisors;</p> <p>(2) profit distribution proposals and plans for making up losses formulated by the board of directors;</p> <p>(3) election and dismissal of directors and shareholder representative supervisors, and their remuneration and payment method;</p> <p>(4) corporate policy and investment plans of the Company;</p> <p>(5) annual financial budgets, final accounts, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(6) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws, administrative regulations, listing rules of the stock exchange on which the shares of the Company are listed or these Articles.</p>	<p>The following resolutions shall be adopted as ordinary resolutions at a general meeting:</p> <p>(1) working reports of the board of directors and board of supervisors;</p> <p>(2) profit distribution proposals and plans for making up losses formulated by the board of directors;</p> <p>(3) election and dismissal of directors and <u>non-employee representative</u> supervisors, and their remuneration and payment method;</p> <p>(4) corporate policy and investment plans of the Company;</p> <p>(5) annual financial budgets, final accounts, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(6) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws, administrative regulations, listing rules of the stock exchange on which the shares of the Company are listed or these Articles.</p>
Article 95	The list of candidates for directors and shareholder representative supervisors shall be submitted to the general meeting for voting in form of a resolution.	The list of candidates for directors and <u>non-employee representative</u> supervisors shall be submitted to the general meeting for voting in form of a resolution.

Article	Original	Revised
Article 129	<p>The chairman of the board of directors shall exercise the following powers:</p> <p>(1) to preside over general meetings and convene and preside over meetings of the board of directors;</p> <p>(2) to supervise and check on the implementation of the resolutions of the general meetings and the board of directors;</p> <p>(3) to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company;</p> <p>(4) to exercise certain powers of the board of directors in accordance with authorization of the board of directors during adjournment of the board meeting;</p> <p>(5) to sign the share certificates issued by the Company;</p> <p>(6) to organise the formulation of relevant systems and to coordinate the operation of the board of directors;</p> <p>(7) to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of wars and emergency caused by force majeure such as natural disasters, and to report to the board of directors and general meetings after exercising such powers;</p>	<p>The chairman of the board of directors shall exercise the following powers:</p> <p>(1) to preside over general meetings and convene and preside over meetings of the board of directors;</p> <p>(2) to supervise and check on the implementation of the resolutions of the general meetings and the board of directors;</p> <p>(3) to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company;</p> <p>(4) to exercise certain powers of the board of directors in accordance with authorization of the board of directors during adjournment of the board meeting;</p> <p>(5) to sign the share certificates issued by the Company;</p> <p>(6) to organise the formulation of relevant systems and to coordinate the operation of the board of directors;</p> <p>(7) to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of wars and emergency caused by force majeure such as natural disasters, and to report to the board of directors and general meetings after exercising such powers;</p>

Article	Original	Revised
	<p>(8) to receive the work reports of the president, other senior management of the Company and the persons-in-charge of the invested enterprises of the Company;</p> <p>(9) the board of directors authorises the chairman of the board of directors to decide on the following issues:</p> <ol style="list-style-type: none"> 1. any pledge of assets and investment with a transaction amount being more than 1% but less than 3% of the latest audited net assets of the Company; 2. any entrusted wealth management with a transaction amount being less than 3% of the latest audited net assets of the Company; 3. any bank loan with an amount within the credit limit approved by the board of directors and being more than 10% of the latest audited net assets; 4. any donation with a single amount being less than RMB3 million and the total amount within a year being less than RMB10 million, and the total amount to the same receiver in the same year being less than RMB3 million; 	<p>(8) to receive the work reports of the president, other senior management of the Company and the persons-in-charge of the invested enterprises of the Company;</p> <p>(9) the board of directors authorises the chairman of the board of directors to decide on the following issues:</p> <ol style="list-style-type: none"> 1. any pledge of assets <u>and investments</u> with a transaction amount being more than 1% but less than 3% of the latest audited net assets of the Company; 2. any investment with a transaction amount being less than 3% of the latest audited net assets of the Company; 3. any bank loan with an amount within the credit limit approved by the board of directors and being more than 10% of the latest audited net assets; 4. any donation with a single amount being less than RMB3 million and the total amount within a year being less than RMB10 million, and the total amount to the same receiver in the same year being less than RMB3 million;

Article	Original	Revised
	<p>5. acquisition and disposal of significant assets within a year with an amount of more than RMB50 million but less than 3% of the latest audited net assets of the Company;</p> <p>(10) to approve resolutions or matters proposed by the president except those required to be approved by the board of directors or general meeting;</p> <p>(11) to exercise other functions and powers conferred by the law, regulations, Articles of Association or the board of directors. In respect of the functions and powers of the chairman authorised by the board of directors set out in clause (9) of this Article (except (i) matters related to annual operation plan, annual investment plan or investment plan formally approved by the general meeting or the board of directors or (ii) matter related to the daily operation of the Company or matters set out in items 3 and 4 of clause (9)), the chairman of the board of directors shall submit the resolutions for the consideration of the relevant special committee of the board of directors in accordance with these Articles and relevant procedure of special committee of the board of directors and shall make decision based on the audit opinion of such special committee of the board of directors. Chairman of the board of directors shall submit to the board of directors a report on the matters within the scope of authorisation delegated by the board of directors in a proper way.</p>	<p>5. acquisition and disposal of significant assets within a year with an amount of more than RMB50 million but less than 3% of the latest audited net assets of the Company.</p> <p>(10) to approve resolutions or matters proposed by the president except those required to be approved by the board of directors or general meeting;</p> <p>(11) to exercise other functions and powers conferred by the law, regulations, Articles of Association or the board of directors. In respect of the functions and powers of the chairman authorised by the board of directors set out in clause (9) of this Article (except (i) matters related to annual operation plan or annual investment plan approved by the board of directors or (ii) matter related to the daily operation of the Company or matters set out in items 3 and 4 of clause (9)), the chairman of the board of directors shall submit the resolutions for the consideration of the relevant special committee of the board of directors in accordance with these Articles and relevant procedure of special committee of the board of directors and shall make decision based on the audit opinion of such special committee of the board of directors.</p> <p>Chairman of the board of directors shall submit to the board of directors a report on the matters within the scope of authorisation delegated by the board of directors in a proper way.</p>

Article	Original	Revised
<p>Article 136</p>	<p>Resolutions of the board meetings shall be voted by poll. The board meeting shall be held on-site in principle. If necessary, under the premise of safeguarding full expression of opinions of the directors, the meeting may also be held <u>by way of telecommunication such as teleconference and video conference</u> or by way of written resolutions upon the consent of the convener, <u>whose consent shall not be refused unreasonably.</u> <u>However, the number of meetings held by way of telecommunication such as teleconference or video conference shall be minimised.</u> <u>The specific requirement and way of voting of the meeting held by way of telecommunication or written resolution shall be in compliance with the procedures of meeting of the board of directors.</u></p> <p>If a substantial shareholder or a Director is deemed to have material conflict of interests in the matter to be considered by the Board of Directors, the matter shall be dealt with in a Board meeting rather than by a written resolution. Only the independent Directors who and whose associates have no material interest in the transaction shall be present at that Board meeting.</p>	<p>Resolutions of the board meetings shall be voted by poll. The board meeting shall be held on-site in principle. If necessary, under the premise of safeguarding full expression of opinions of the directors, the <u>extraordinary board meeting</u> may also be held by way of written resolutions upon the consent of the convener.</p> <p>If a substantial shareholder or a Director is deemed to have material conflict of interests in the matter to be considered by the Board of Directors, the matter shall be dealt with in a Board meeting rather than by a written resolution. Only the independent Directors who and whose associates have no material interest in the transaction shall be present at that Board meeting.</p>

Article	Original	Revised
Article 137	<p>Directors shall attend a board meeting in person. If they are not able to attend the meeting due to certain reasons, they may authorise other directors in writing to attend the meeting on their behalf. A letter of authorization shall indicate the scope of authorization. Directors participating in the extraordinary board meeting by way of telecommunication such as teleconference and video conference shall be deemed as attending such meeting in person.</p>	<p>Directors shall attend a board meeting in person. If they are not able to attend the meeting due to certain reasons, they may authorise other directors in writing to attend the meeting on their behalf. A letter of authorization shall indicate the scope of authorization. Directors participating in the board meeting by way of telecommunication such as teleconference and video conference shall be deemed as attending such meeting in person.</p>
Article 151	<p>The president shall be accountable to the board of directors and shall perform the following duties:</p> <ul style="list-style-type: none"> (1) to be in charge of the production, operation and management of the Company and report to the board of directors; (2) to organise the implementation of resolutions of the board of directors, and annual business plans and investment plans of the Company; (3) to draft the plan for establishment of the internal management structure of the Company; (4) to draft the general management system of the Company; (5) to formulate the detailed rules and regulations of the Company; (6) to propose to the board of directors the appointment or dismissal of the vice presidents and chief financial officer of the Company; (7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors; 	<p>The president shall be accountable to the board of directors and shall perform the following duties:</p> <ul style="list-style-type: none"> (1) to be in charge of the production, operation and management of the Company and report to the board of directors; (2) to organise the implementation of resolutions of the board of directors, and annual business plans and investment plans of the Company; (3) to draft the plan for establishment of the internal management structure of the Company; (4) to draft the general management system of the Company; (5) to formulate the detailed rules and regulations of the Company; (6) to propose to the board of directors the appointment or dismissal of the vice presidents and chief financial officer of the Company; (7) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;

Article	Original	Revised
	<p>(8) to decide the following matters according to the authorization of the board of directors:</p> <ul style="list-style-type: none"> i. pledge of assets with the amount of less than 1% of the latest audited net assets of the Company; ii. investments with the amount of less than 1% of the latest audited net assets as part of the annual investment plan of the Company; 	<p>(8) to decide the following matters according to the authorization of the board of directors:</p> <ul style="list-style-type: none"> i. pledge of assets with the amount of less than 1% of the latest audited net assets of the Company; ii. investments with the amount of less than 1% of the latest audited net assets of the Company and included in the annual investment plan of the Company; for investments with the amount of less than 1% of the latest audited net assets of the Company but not included in the annual investment plan of the Company, the president shall submit the resolutions for consideration of the strategic committee of the board of directors in accordance with the Articles of Association and the rules of procedure of the strategic committee of the board of directors and shall make decision based on the audit opinion of the strategic committee of the board of directors;

Article	Original	Revised
	<p>iii. bank loans with the amount of less than 10% of the latest audited net assets within the credit limit approved by the board of directors;</p> <p>iv. donations with the amount of less than RMB1 million each and RMB3 million in aggregate in a year and less than RMB1 million to a single recipient in a year;</p> <p>v. acquisition and sales of material assets of less than RMB50 million in a year.</p> <p>(9) other duties conferred by these Articles or the board of directors. When performing duties within the scope of authorization by the board of directors as set out in item (8) above, any decisions by the President shall be approved by the president's office and reported to the board of directors.</p>	<p>iii. bank loans with the amount of less than 10% of the latest audited net assets within the credit limit approved by the board of directors;</p> <p>iv. donations with the amount of less than RMB1 million each and RMB3 million in aggregate in a year and less than RMB1 million to a single recipient in a year;</p> <p>v. acquisition and sales of material assets of less than RMB50 million in a year.</p> <p>(9) other duties conferred by these Articles or the board of directors. When performing duties within the scope of authorization by the board of directors as set out in item (8) above, any decisions by the President shall be approved by the president's office and reported to the board of directors.</p>

Article	Original	Revised
<p>Article157</p>	<p>The board of supervisors shall comprise seven supervisors, including four non-employee representative supervisors and three employee representative supervisors. Non-employee representative supervisors shall be elected and removed at the general meeting, while employee representatives shall be elected by the employees of the Company through the meeting of employee representatives, meeting of employees or other forms of democratic election.</p> <p>The terms of office of supervisors shall be three years, renewable upon re-election.</p> <p>The board of supervisors shall have one chairman, the election and removal of whom shall be passed by at least two-thirds of the members of the board of supervisors. Where the chairman of the board of supervisors is incapable of performing or fails to perform his/her duties, a supervisor elected by more than half of the supervisors shall convene and preside over the meeting of the board of supervisors.</p>	<p>The board of supervisors shall comprise <u>nine</u> supervisors, including <u>six</u> non-employee representative supervisors and three employee representative supervisors. <u>Two out of six non-employee representative supervisors are independent directors.</u> Non-employee representative supervisors shall be elected and removed at the general meeting, while employee representatives shall be elected by the employees of the Company through the meeting of employee representatives, meeting of employees or other forms of democratic election. The terms of office of supervisors shall be three years, renewable upon re-election.</p> <p>The board of supervisors shall have one chairman, the election and removal of whom shall be passed by at least two-thirds of the members of the board of supervisors. Where the chairman of the board of supervisors is incapable of performing or fails to perform his/her duties, a supervisor elected by more than half of the supervisors shall convene and preside over the meeting of the board of supervisors.</p>

Amendments to the Rules of Procedures for the Board of Directors

Article	Original	Revised
Article 6	<p>The Company shall have one chairman and the chairman of the board of directors shall exercise the following powers:</p> <p>(1) to preside over general meetings and convene and preside over meetings of the board of directors;</p> <p>(2) to supervise and check on the implementation of the resolutions of the general meetings and the board of directors;</p> <p>(3) to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company;</p> <p>(4) to exercise certain powers of the board of directors in accordance with authorisation of the board of directors during adjournment of the board meeting;</p> <p>(5) to sign the share certificates issued by the Company;</p> <p>(6) to organise the formulation of relevant systems and to coordinate the operation of the board of directors;</p> <p>(7) to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of wars and emergency caused by force majeure such as natural disasters, and to report to the board of directors and general meetings after exercising such powers;</p>	<p>The Company shall have one chairman and the chairman of the board of directors shall exercise the following powers:</p> <p>(1) to preside over general meetings and convene and preside over meetings of the board of directors;</p> <p>(2) to supervise and check on the implementation of the resolutions of the general meetings and the board of directors;</p> <p>(3) to sign the significant documents of the board of directors and other documents required to be signed by the legal representative of the Company;</p> <p>(4) to exercise certain powers of the board of directors in accordance with authorisation of the board of directors during adjournment of the board meeting;</p> <p>(5) to sign the share certificates issued by the Company;</p> <p>(6) to organise the formulation of relevant systems and to coordinate the operation of the board of directors;</p> <p>(7) to exercise special powers of discretion and disposal regarding the Company's affairs in compliance with the laws and regulations and in the interests of the Company in the event of wars and emergency caused by force majeure such as natural disasters, and to report to the board of directors and general meetings after exercising such powers;</p>

Article	Original	Revised
	<p>(8) to receive the work reports of the president, other senior management of the Company and the persons-in-charge of the invested enterprises of the Company;</p> <p>(9) the board of directors authorises the chairman of the board of directors to decide on the following issues:</p> <ol style="list-style-type: none"> 1. any pledge of assets and investment with a transaction amount being more than 1% but less than 3% of the latest audited net assets of the Company; 2. any entrusted wealth management with a transaction amount being less than 3% of the latest audited net assets of the Company; 3. any bank loan with an amount within the credit limit approved by the board of directors and being more than 10% of the latest audited net assets; 4. any donation with a single amount being less than RMB3 million and the total amount within a year being less than RMB10 million, and the total amount to the same receiver in the same year being less than RMB3 million; 	<p>(8) to receive the work reports of the president, other senior management of the Company and the persons-in-charge of the invested enterprises of the Company;</p> <p>(9) the board of directors authorises the chairman of the board of directors to decide on the following issues:</p> <ol style="list-style-type: none"> 1. any pledge of assets and investments with a transaction amount being more than 1% but less than 3% of the latest audited net assets of the Company; 2. any entrusted wealth management with a transaction amount being less than 3% of the latest audited net assets of the Company; 3. any bank loan with an amount within the credit limit approved by the board of directors and being more than 10% of the latest audited net assets; 4. any donation with a single amount being less than RMB3 million and the total amount within a year being less than RMB10 million, and the total amount to the same receiver in the same year being less than RMB3 million;

Article	Original	Revised
	<p>5. acquisition and disposal of significant assets within a year with an amount of more than RMB50 million but less than 3% of the latest audited net assets of the Company.</p> <p>(10) to approve resolutions or matters proposed by the president except those required to be approved by the board of directors or general meeting;</p> <p>(11) to exercise other functions and powers conferred by the law, regulations, Articles of Association or the board of directors.</p> <p>In respect of the functions and powers of the chairman authorised by the board of directors set out in clause (9) of this Article (except (i) matters related to annual operation plan, annual investment plan or investment plan formally approved by the general meeting or the board of directors or (ii) matter related to the daily operation of the Company or matters set out in items 3 and 4 of clause (9)), the chairman of the board of directors shall submit the resolutions for the consideration of the relevant special committee of the board of directors in accordance with the Articles of Association and relevant procedure of special committee of the board of directors and shall make decision based on the audit opinion of such special committee of the board of directors.</p> <p>Chairman of the board of directors shall submit to the board of directors a report on the matters within the scope of authorisation delegated by the board of directors in a proper way.</p>	<p>5. acquisition and disposal of significant assets within a year with an amount of more than RMB50 million but less than 3% of the latest audited net assets of the Company.</p> <p>(10) to approve resolutions or matters proposed by the president except those required to be approved by the board of directors or general meeting;</p> <p>(11) to exercise other functions and powers conferred by the law, regulations, Articles of Association or the board of directors.</p> <p>In respect of the functions and powers of the chairman authorised by the board of directors set out in clause (9) of this Article (except (i) matters related to annual operation plan or annual investment plan approved by the board of directors or (ii) matter related to the daily operation of the Company or matters set out in items 3 and 4 of clause (9)), the chairman of the board of directors shall submit the resolutions for the consideration of the relevant special committee of the board of directors in accordance with the Articles of Association and relevant procedure of special committee of the board of directors and shall make decision based on the audit opinion of such special committee of the board of directors.</p> <p>Chairman of the board of directors shall submit to the board of directors a report on the matters within the scope of authorisation delegated by the board of directors in a proper way.</p>

Article	Original	Revised
<p>Article 14</p>	<p>Regular Meeting Regular meetings of the board of directors shall be held at least four times in each year and shall be convened once every quarter in principle. Detailed time and venue for convening the regular meetings are determined by the chairman of the board of directors.</p> <p>Among which, within four months after the end of the last accounting year, a regular meeting shall be convened and the matters to be considered at the meeting shall include <u>the work report of the president, work report of the board of directors, final accounts for the last year and the financial budgets in the next year, annual profit distribution proposal</u> and other matters.</p> <p>Within two months after the end of the half-year term, another regular meeting shall be convened and the matters to be considered at the meeting shall include the half-yearly <u>financial</u> report of the Company and other matters.</p> <p><u>Other agenda matters, detailed time and venue for convening the regular meetings are determined by the chairman of the board of directors.</u></p>	<p>Regular Meeting Regular meetings of the board of directors shall be held at least four times in each year and shall be convened once every quarter in principle. The agenda, detailed time and venue for convening the regular meetings are determined by the chairman of the board of directors.</p> <p>Among which, within four months after the end of the last accounting year, a regular meeting shall be convened and the matters to be considered at the meeting shall include the annual report of the Company for the last year and other matters.</p> <p>Within two months after the end of the half-year term, another regular meeting shall be convened and the matters to be considered at the meeting shall include the half-yearly report of the Company for the first half of the year and other matters.</p>

Article	Original	Revised
Article 15	<p>Extraordinary Meeting</p> <p>The chairman of the board of directors shall convene and preside over an extraordinary meeting within 10 days from the date of receipt of the request by the following persons: Where the chairman of the board of directors considers necessary;</p> <p>(1) request by more than one-third of the directors;</p> <p>(2) request by the board of supervisors;</p> <p>(3) request by shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights;</p> <p>(4) request by more than half of the independent directors;</p> <p>(5) request by the president;</p> <p>(6) request by the securities regulatory authorities.</p>	<p>Extraordinary Meeting</p> <p><u>A request for convening an extraordinary board meeting may be made by the chairman of the board of directors, shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights, more than one-third of the directors, more than half of the independent directors, the president or the board of supervisors. The chairman of the board of directors shall convene and preside over a board meeting within 10 days from the date of receipt of the request.</u></p>
Article 16	<p>Convener of Meeting</p> <p>The meetings of the board of directors shall be convened by the chairman of the board of directors.</p> <p>Should the chairman of the board of directors is unable or fails to exercise his duties or powers, a director elected by more than a half of the directors shall convene the meeting.</p> <p><u>The convener is responsible for issuing the notice of the board meeting.</u></p>	<p>Convener of Meeting</p> <p>The meetings of the board of directors shall be convened by the chairman of the board of directors.</p> <p>Should the chairman of the board of directors is unable or fails to exercise his duties or powers, a director elected by more than a half of the directors shall convene <u>and preside over</u> the meeting.</p>

Article	Original	Revised
Article 17	<p>A written request for convening an extraordinary board meeting under these Rules with signature (seal) of the proposer shall be submitted to the secretary to the board of directors. The written request shall contain the following:</p> <ol style="list-style-type: none"> (1) name of the proposer; (2) reasons for the proposal or objective causes based upon; (3) specific and detailed proposals, matters to be considered by the board of directors and appendix materials; (4) contacts of the proposer, date of request and etc. <p><u>The matters of a proposal shall be within the scope of powers of the board of directors in accordance with the Articles of Association and these Rules and shall be submitted together with the related materials. If the chairman of the board of directors considers the proposals are unclear and vague and the relevant materials are insufficient, he/she may require the proposer to modify the proposal or provide supplementary materials.</u></p>	<p>A written request for convening an extraordinary board meeting under these Rules with signature (seal) of the proposer shall be submitted to the secretary to the board of directors. The written request shall contain the following:</p> <ol style="list-style-type: none"> (1) name of the proposer; (2) reasons for the proposal or objective causes based upon; (3) specific and detailed proposals, matters to be considered by the board of directors and appendix materials; (4) contacts of the proposer, date of request and etc.

Article	Original	Revised
Article 19	<p>A request may be made to the board of directors by the following entities and persons:</p> <p>(1) the chairman of the board of directors;</p> <p>(2) more than one-third of the directors;</p> <p>(3) more than half of the independent directors;</p> <p>(4) the board of supervisors;</p> <p><u>(5) the special committees of the board of directors;</u></p> <p><u>(6) the president;</u></p> <p><u>(7) shareholders individually or jointly holding more than one tenth of the total number of shares carrying voting rights.</u></p>	<p>A request may be made to the board of directors by the following entities and persons:</p> <p>(1) the chairman of the board of directors;</p> <p><u>(2) shareholders individually or jointly holding one tenth of the total number of shares carrying voting rights;</u></p> <p>(3) more than one-third of the directors;</p> <p>(4) more than half of the independent directors;</p> <p><u>(5) the special committees of the board of directors;</u></p> <p><u>(6) the president;</u></p> <p>(7) the board of supervisors.</p>
Original Article 20	<p><u>Prior to at least 10 days from the issue of notice convening the regular board meeting, the secretary to the board of directors shall solicit proposals from the entitled proposer and submit to the chairman of the board of directors and the chairman of the board of directors shall determine whether or not to include such in the agenda. The deadline for soliciting the proposals is three days prior to the date of issue of the notice convening the meeting. Upon the issue of the notice convening the regular board meeting, the new proposal made by the entitled proposer to the board of directors shall be served to the secretary to the board of directors within five days prior to the date of the board meeting.</u></p>	<u>Deleted</u>

Article	Original	Revised
	<p><u>Upon the issue of the notice convening the extraordinary board meeting, the new proposal made by the entitled proposer to the board of directors shall be served to the secretary to the board of directors within three days prior to the date of the board meeting.</u></p> <p><u>The chairman of the board of directors shall determine whether or not to include the new proposal in the agenda. If the chairman of the board of directors has not included the new proposal in the agenda to be considered by the board of directors, the chairman of the board of directors (or the authorised secretary to the board of directors) shall state the reasons to the proposer. Where the proposer disagrees with the decision, it shall be put to vote by hand and passed by by more than half of the directors to include the same in the agenda.</u></p> <p><u>Emergency proposals not submitted to the board of directors in accordance with the above provisions shall obtain unanimous consent from all directors to be included in the agenda to be considered by the board of directors.</u></p>	

Article	Original	Revised
<p>Original Article 21</p>	<p>When convening regular and extraordinary board meetings, the notices of such meetings shall be served to all directors, supervisors and the president by the secretary to the board of directors in writing within 14 days and five days prior to the dates of convening of such meetings respectively.</p> <p>Where an extraordinary board meeting is required to be convened in case of emergency, such notice may be waived from the time and content requirement under these Rules and the notice convening the meeting may be issued at any time by email followed by phone notification, provided that an explanation shall be made at the meeting by the convener. For the avoidance of doubt, the notice of the extraordinary board meeting under emergency conditions shall be in compliance with the matters set out in clauses (1), (2), (4) and (5) under Article 22 of these Rules and contain reasonable and necessary information such as reason and resolutions of the relevant meeting.</p>	<p>When convening regular and extraordinary board meetings, the notices of such meetings shall be served to all directors, supervisors and the president by the secretary to the board of directors in writing within 14 days and five days prior to the dates of convening of such meetings respectively.</p> <p>Where an extraordinary board meeting is required to be convened in case of emergency, such notice may be waived from the time and content requirement under these Rules and the notice convening the meeting may be issued at any time by email followed by phone notification, provided that an explanation shall be made at the meeting by the convener. For the avoidance of doubt, the notice of the extraordinary board meeting under emergency conditions shall be in compliance with the matters set out in clauses (1), (2), (4) and (5) under Article 21 of these Rules and contain reasonable and necessary information such as reason and resolutions of the relevant meeting.</p>

Article	Original	Revised
<p>Original Article 23</p>	<p>The notice convening the meeting and the meeting documents of the board of directors of the Company shall be <u>served in the following manner:</u></p> <p><u>(1) by way of personal delivery;</u></p> <p><u>(2) by way of mail or email;</u></p> <p><u>(3) by way of facsimile;</u></p> <p><u>(4) in other manner as stipulated by the Articles of Association.</u></p> <p>If the notice of meeting and the meeting documents of the board of directors are <u>delivered in person, the recipient or its authorised recipient shall sign (or affix a seal) on the reply slip of receipt. The notice shall be deemed to be served on the date of signing by the recipient or its authorised recipient. If the same are delivered by mail, it shall be deemed to be served on the third day after the notice is deposited at the post office.</u> If the same are delivered by email, it shall be deemed to be served on the date of sending the email. If the same are delivered by facsimile, it shall be deemed to be served on the date when the facsimile report printed by the facsimile machines shows that the facsimile is successfully sent.</p>	<p>The notice convening the meeting and the meeting documents of the board of directors of the Company shall be served by way of <u>email or facsimile, as supplemented by delivery by personal delivery, mail</u> or in other manner as stipulated by the Articles of Association.</p> <p>If the notice of meeting and the meeting documents of the board of directors are delivered by email, it shall be deemed to be served on the date of sending the email. If the same are delivered by facsimile, it shall be deemed to be served on the date when the facsimile report printed by the facsimile machines shows that the facsimile is successfully sent.</p>
<p>Original Article 24</p>	<p>Directors and other attending and non-voting members of the board of directors shall request for filing of their contact address and means of contact in accordance with the requirements of the office of the board of directors. Any change of particulars shall be notified by <u>such persons</u> to the office of the board of directors <u>within three days from the date of change.</u> Failure to notify such changes in a timely manner, delivery of the notice of meeting and meeting documents according to the <u>contact address and/or</u> means of contact filed with the Company shall be deemed to have served by the Company according to the procedures stated under these Rules.</p>	<p>Directors <u>and supervisors</u> shall request for filing of their <u>correspondence</u> in accordance with the requirements of the office of the board of directors. Any change of <u>correspondence</u> shall be notified to the office of the board of directors <u>in a timely manner.</u> Failure to notify such changes in a timely manner, delivery of the notice of meeting and meeting documents according to the <u>correspondence</u> filed with the Company shall be deemed to have served by the Company according to the procedures stated under these Rules.</p>

Article	Original	Revised
<p>Original Article 26</p>	<p>Change of Notice of Meeting If it is necessary to change the time, venue, form of meeting or to add, change, withdraw any proposal after the issue of notice of regular meeting of the board of directors, a written notice of the changes shall be issued three days prior to the original date of the meeting providing details of the changes and materials relating to the meeting proposals (if relevant). If the notice of changes cannot be sent out three days prior to the original date of the meeting, the meeting shall be postponed accordingly or be held on the original date if so unanimously approved by all directors in advance.</p> <p><u>If it is necessary to change the time, venue, form of meeting or to add, change, withdraw any proposal after the issue of notice of extraordinary meeting of the board of directors, a written notice of the changes shall be issued two days prior to the original date of the meeting providing details of the changes and related materials. If the written notice of changes cannot be sent out two days prior to the original date of the meeting, unanimous approval shall be obtained by all directors.</u></p>	<p>Change of Notice of Meeting If it is necessary to change the time, venue, form of meeting or to add, change, withdraw any proposal after the issue of notice of board meeting, a written notice of the changes shall be issued three days prior to the original date of the meeting providing details of the changes and related materials. If the notice of changes cannot be sent out three days prior to the original date of the meeting, the meeting shall be postponed accordingly or be held on the original date if so unanimously approved by all directors in advance.</p>
<p>Original Article 27</p>	<p>Directors shall attend a board meeting in person. If they are not able to attend the meeting due to certain reasons, they may authorise other directors in writing to attend the meeting on their behalf.</p>	<p>Directors shall attend a board meeting in person. If they are not able to attend the meeting due to certain reasons, they may authorise other directors in writing to attend the meeting on their behalf. <u>Directors who participate in the board meeting by telecommunication including teleconference or videoconference shall be deemed to have attended such board meeting in person.</u></p>

Article	Original	Revised
<p>Original Article 28</p>	<p>The power of attorney shall include the name of the director present at the meeting (i.e. director as proxy), entrusted matters and scope, brief comments of the appointing director on each proposal and instruction on voting, valid term of the power of attorney and the signature or seal of the appointing director.</p> <p>If a director wishes to appoint another director to sign on his/her behalf the written confirmation of any regular report, he/she shall specify such authorisation in the power of attorney. <u>The director attending the meeting on behalf of another director (i.e. director as proxy)</u> shall exercise his/her power within the scope of authorisation. Unless the director as proxy states his/her consent to delegate authority in the power of attorney, the director as proxy shall not delegate other directors the authority in respect of the matters entrusted to him/her. If a director does not attend the board meeting in person and does not authorise other directors to attend the meeting, he/she shall be deemed to have waived the voting rights in the meeting.</p> <p>The director as proxy shall submit the power of attorney to the secretary to the board of directors and state his/her entrusted attendance on the attendance sheet of the meeting.</p>	<p>The power of attorney shall include the name of the director present at the meeting (<u>hereafter referred to as the “director as proxy”</u>), entrusted matters and scope, instruction on voting of the appointing director on each proposal, valid term of the power of attorney and the respective signature of the appointing <u>director and director as proxy</u>.</p> <p>If a director wishes to appoint another director to sign on his/her behalf the written confirmation of any regular report, he/she shall specify such authorisation in the power of attorney. The director as proxy shall exercise his/her power within the scope of authorisation. Unless the director as proxy states his/her consent to delegate authority in the power of attorney, the director as proxy shall not delegate other directors the authority in respect of the matters entrusted to him/her. If a director does not attend the board meeting in person and does not authorise other directors to attend the meeting, he/she shall be deemed to have waived the voting rights in the meeting.</p> <p>The director as proxy shall submit the power of attorney to the secretary to the board of directors and state his/her entrusted attendance on the attendance sheet of the meeting.</p>

Article	Original	Revised
<p>Original Article 29</p>	<p>The appointment of proxy for a board meeting shall comply with the following:</p> <p>(1) If connected transactions are to be considered, a director who has interest in the transactions shall not appoint or be appointed by another director as proxy to attend the meeting on his behalf;</p> <p>(2) A director shall not appoint another director to attend a board meeting without stating <u>his/her personal opinions</u> and voting <u>option</u> and the other director shall not accept such appointment and grant unclearly defined authorisation;</p> <p>(3) A director shall not accept appointments by <u>more than</u> two directors. <u>A director shall not appoint another director who has been appointed by two other directors to attend a board meeting;</u></p> <p>(4) An independent director shall not appoint a non-independent director and shall not accept the appointment by a non-independent director to attend a board meeting on his behalf.</p>	<p>The appointment of proxy for a board meeting shall comply with the following:</p> <p>(1) If connected transactions are to be considered, a director who has interest in the transactions shall not appoint or be appointed by another director as proxy to attend the meeting on his behalf;</p> <p>(2) The director as proxy shall not appoint another director to attend a board meeting without stating his/her voting option and the director as proxy shall not accept such appointment and grant unclearly defined authorisation;</p> <p>(3) A director shall not accept appointments by more than two directors;</p> <p>(4) An independent director shall not appoint a non-independent director and shall not accept the appointment by a non-independent director to attend a board meeting on his behalf.</p>
<p>Original Article 30</p>	<p>The board meeting has an attendance system. Directors attending the meeting shall sign (where another director attends the meeting on his/her behalf, the director <u>attending on behalf</u> of the director appointing him/her <u>shall sign</u>) the attendance sheet in person instead of others. <u>Directors who have not signed the attendance sheet of the meeting are deemed to be absent from the meeting and have waived the voting rights regarding the matters to be considered at the meeting.</u> The attendance sheet and other meeting materials shall be kept together.</p>	<p>The board meeting has an attendance system. Directors attending the meeting shall sign (where the director appoints another director to attend the meeting on his/her behalf, the director as proxy shall sign) the attendance sheet in person instead of others. The attendance sheet and other meeting materials shall be kept together.</p>

Article	Original	Revised
<p>Original Article 31</p>	<p>The board meeting shall be held on-site in principle. If necessary, under the premise of safeguarding full expression of opinions of the directors, the meeting may also be held <u>by way of telecommunication such as teleconference and video conference</u> or by way of written resolutions upon the consent of the convener, <u>whose consent shall not be refused unreasonably.</u> <u>However, the number of meetings held by way of telecommunication such as teleconference or video conference shall be minimised.</u></p> <p>If a <u>board meeting is held</u> by teleconference or videoconference, it shall be ensured that the attending directors can hear clearly from <u>other directors</u>, and communicate with each other. If an <u>extraordinary</u> board meeting is <u>held</u> by teleconference or videoconference, voice or video recording shall be made and such voice or video recordings of the meetings shall be kept permanently.</p>	<p>The board meeting shall be held on-site in principle. If necessary, under the premise of safeguarding full expression of opinions of the directors, the <u>extraordinary board meeting</u> may also be held by way of written resolutions upon the consent of the convener.</p> <p>If a board <u>meeting is participated by telecommunication including</u> teleconference or videoconference, it shall be ensured that the attending directors can hear clearly, and communicate with each other. <u>The verbal voting instructions made by the directors at the meeting shall be consistent with the executed written report after the meeting is concluded. In case of inconsistencies between the executed written report and the verbal voting instructions, the verbal voting instructions shall prevail. If some directors participate in</u> the board meeting by <u>telecommunication including</u> teleconference or videoconference, voice or video recording shall be made and such voice or video recordings of the meetings shall be kept permanently.</p>

Article	Original	Revised
	<p>Where the resolutions are passed on a poll by <u>telecommunication such as teleconference or videoconference</u> or by circulation of written proposal, the directors shall duly complete the board meeting documents including the voting papers and executed resolutions and deliver the same by facsimile within the time specified in the notice of meeting to the office of the board of directors.</p> <p>Where the directors fail to deliver the aforesaid documents to the office of the board of directors within the time specified in the notice of meeting and such documents remain undelivered within two days from the issue of the reminder by the office of the board of directors in writing, such directors shall be treated as abstention from voting on the matters to be considered at the meeting.</p> <p><u>For meetings held by teleconference or videoconference, the verbal voting instructions of the directors based on the voice or video recordings of such board meeting shall prevail. The verbal voting instructions made by the directors at the meeting held by teleconference or videoconference shall be consistent with the executed written report after the meeting is concluded. In case of inconsistencies between the executed written report and the verbal voting instructions, the verbal voting instructions shall prevail.</u></p>	<p>Where the resolutions are passed on a poll by circulation of written proposal, the directors shall duly complete the board meeting documents including the voting papers and executed resolutions and deliver the same by <u>email or</u> facsimile within the time specified in the notice of meeting to the office of the board of directors. Where the directors fail to deliver the aforesaid documents to the office of the board of directors within the time specified in the notice of meeting and such documents remain undelivered within two days from the issue of the reminder by the office of the board of directors in writing, such directors shall be treated as abstention from voting on the matters to be considered at the meeting.</p>

Article	Original	Revised
<p>Original Article 39</p>	<p>Voting Voting of the board meeting shall be made on a poll where each person shall have one vote. Where there are an equal number of votes for and against a particular resolution, the chairman of the board of directors shall be entitled to have a casting vote. The resolutions shall be voted by poll unless otherwise required by these Rules.</p> <p>The voting options of directors include: for, against, or abstain. Ballot papers that are left in blank, unduly completed, simultaneously filled with more than two options or illegible or that have not been used are deemed as abstained from voting by the voters, and the voting results corresponding to the shares in their possession shall be treated as “Abstain”.</p> <p>For meetings held on-site, the directors present at the meeting shall vote on the proposals within reasonable timeframe confirmed by the convener of the meeting. Failure to submit their vote within reasonable timeframe shall be treated as “Abstain”.</p> <p>For meetings held by way of communication, it shall be dealt with according to the Article 31 of these Rules.</p>	<p>Voting Voting of the board meeting shall be made on a poll where each person shall have one vote. Where there are an equal number of votes for and against a particular resolution, the chairman of the board of directors shall be entitled to have a casting vote. The resolutions shall be voted by poll unless otherwise required by these Rules.</p> <p>The voting options of directors include: for, against, or abstain. Ballot papers that are left in blank, unduly completed, simultaneously filled with more than two options or illegible or that have not been used are deemed as abstained from voting by the voters, and the voting results corresponding to the shares in their possession shall be treated as “Abstain”.</p> <p>For meetings held on-site, the directors present at the meeting shall vote on the proposals within reasonable timeframe confirmed by the convener of the meeting. Failure to submit their vote within reasonable timeframe shall be treated as “Abstain”.</p> <p>For meetings participated by telecommunication, it shall be dealt with according to the Article 30 of these Rules.</p>

Article	Original	Revised
<p>Original Article 43</p>	<p>Statistics of Voting Results For meetings held on-site, prior to convening the board meeting, the presider shall designate one vote counter and one scrutineer. The presider of the meeting shall announce the voting results on-site. For meetings held by way of communication, valid votes made by facsimile or email which are actually received within the period provided in the notice of meeting and within two days from the written reminder issued by the office of the board of directors under Article 31 of these Rules shall prevail and the statistics of the voting results shall be executed in accordance with Article 39 above.</p> <p>Directors voting after the announcement of voting results by the presider or the end of the required voting period shall not be counted.</p>	<p>Statistics of Voting Results For meetings held on-site, prior to convening the board meeting, the presider shall designate one vote counter and one scrutineer. The presider of the meeting shall announce the voting results on-site. For meetings held by circulation of written proposal on a poll and resolutions are passed, valid votes made by facsimile or email which are actually received within the period provided in the notice of meeting and within two days from the written reminder issued by the office of the board of directors under Article 30 of these Rules shall prevail and the statistics of the voting results shall be executed in accordance with Article 38 above.</p> <p>Directors voting after the announcement of voting results by the presider or the end of the required voting period shall not be counted.</p>
<p>Original Article 48</p>	<p>The attending directors shall sign the resolutions of the meeting in person or on behalf of the directors appointing them to attend the meeting within reasonable timeframe confirmed by the presider, or else their votes shall be void and treated as “Abstain”.</p>	<p>The attending directors shall sign the resolutions of the meeting in person or on behalf of the directors appointing them to attend the meeting within reasonable timeframe confirmed by the presider.</p>

Article	Original	Revised
<p>Original Article 50</p>	<p>Minutes <u>Minutes</u> of the board meeting represent the official evidence of the matters considered by the board of directors. The matters considered by the board meeting shall be recorded in details as minutes. The minutes of the board meeting shall include the following details: (1) session of the meeting, date and time, venue and form of meeting; (2) name of convener and presider, name of attending and non-voting attendees and matters relating to proxy; (3) agenda of the meeting and resolutions proposed; (4) summary of the speech of directors; (5) method and results of voting on each resolution (number of votes in favour of, against and abstention shall be stated); (6) name of vote counter and scrutineer; (7) other matters considered necessary by the attending directors; (8) name of recorder.</p>	<p>Minutes The board of directors shall take minutes of the decisions made regarding the matters to be considered at the meeting held on-site. The minutes of the board meeting shall include the following details: (1) session of the meeting, date and time, venue and form of meeting; (2) name of convener and presider, name of attending and non-voting attendees and matters relating to proxy; (3) agenda of the meeting and resolutions proposed; (4) summary of the speech of directors; (5) method and results of voting on each resolution (number of votes in favour of, against and abstention shall be stated); (6) name of vote counter and scrutineer; (7) other matters considered necessary by the attending directors; (8) name of recorder.</p>

Article	Original	Revised
Original Article 53	Resolutions made by the board of directors shall be announced by the secretary to the board of directors pursuant to the Listing Rules. Before announcement of the resolutions, <u>the attending directors, non-voting attendees, other attendants, recorder and service staff</u> shall fulfil the confidentiality obligation regarding the details of the resolutions.	Resolutions made by the board of directors shall be announced by the secretary to the board of directors pursuant to the Listing Rules. Before announcement of the resolutions, <u>all attendees</u> shall fulfil the confidentiality obligation regarding the details of the resolutions.
Original Article 54	Meeting Archives Archives of board meetings including notices of meeting and meeting proposals, attendance sheet, powers of attorney of directors, voting papers, voting statistics, meeting minutes and meeting resolutions signed by the attending directors shall be kept by the secretary to the board of directors. Archives of board meetings as important archives of the Company shall be kept by the secretary to the board of directors for at least 10 years.	Meeting Archives Archives of board meetings shall include: notices of meeting and meeting proposals, attendance sheet, powers of attorney of directors, voting papers, voting statistics, meeting minutes and resolutions signed by the attending directors. <u>Meeting archives</u> shall be kept by the secretary to the board of directors. Archives of board meetings as important archives of the Company shall be kept by the secretary to the board of directors for at least 10 years.
Original Article 56	<u>The proposals of the board of directors, upon passing as resolutions or being approved by the general meeting, shall be implemented by relevant personnel or departments as supervised by the secretary to the board of directors.</u>	<u>Deleted</u>

Article	Original	Revised
Original Article 57	<u>The secretary to the board of directors shall report to the board of directors on a regular basis the implementation of the resolutions, and shall convey the opinions of the board of directors to relevant directors, supervisors and senior management. Directors have the right to enquire the parties regarding the implementation of previous resolutions of the board of directors.</u>	<u>Deleted</u>
Original Article 59	For the purpose of these Rules, the terms “not less than”, “within”, “including” and “by” shall include the number itself, while the terms “less than”, “over” and “more than” shall not include the number itself <u>or the prevailing date.</u>	For the purpose of these Rules, the terms “not less than”, “within”, “including” and “by” shall include the number itself, while the terms “less than”, “over” and “more than” shall not include the number itself.

Amendments to the Rules of Procedures for the Shareholder’s General Meetings

Article	Original	Revised
Article 26	Where the shareholder appoints a representative to attend the meeting, he shall exercise the power of a shareholder within the scope of authorisation. Unless the shareholder states his/her consent to delegate authority in the power of attorney, the representative shall not delegate others the authority in respect of the matters entrusted to him/her. If a shareholder does not attend the general meeting in person and does not authorise any representatives to attend the meeting, he/she shall be deemed to have waived the voting rights in the meeting.	Where the shareholder appoints a representative to attend the meeting, the representative shall exercise the power of a shareholder within the scope of authorisation. Unless the shareholder states his/her consent to delegate authority in the power of attorney, the representative shall not delegate others the authority in respect of the matters entrusted to him/her. If a shareholder does not attend the general meeting in person and does not authorise any representatives to attend the meeting, he/she shall be deemed to have waived the voting rights in the meeting.

Article	Original	Revised
Article 27	The <u>entrusted</u> shareholder shall submit the power of attorney to the secretary to the board of directors and state his/her entrusted attendance on the attendance sheet of the meeting. The power of attorney and other authorisation document shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting.	The <u>proxy</u> shall submit the power of attorney to the secretary to the board of directors and state his/her entrusted attendance on the attendance sheet of the meeting. The power of attorney and other authorisation document shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting.
Original Article 34	<u>The Company shall, on the premise of ensuring the lawfulness and validity of the general meeting, enable the shareholders to attend general meetings by various means.</u>	<u>Deleted</u>

Article	Original	Revised
<p>Original Article 40</p>	<p>A shareholder shall exercise his/her voting rights according to the number of voting shares which he/she represents. Each share shall carry one vote. The shares of the Company held by itself shall have no voting rights, and shall be excluded from the total number of voting shares at general meeting. When a connected transaction is being considered at a general meeting, the connected shareholders shall abstain from voting and the number of voting shares represented by them shall be excluded from the total number of effective votes according to the listing rules of the stock exchange(s) on which the shares of the Company are listed. Where any shareholder is required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution according the applicable laws and regulations and the listing rules of the stock exchange(s) on which the shares of the Company are listed, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. The board of directors and qualified shareholders have the right to solicit voting rights from shareholders.</p>	<p>A shareholder shall exercise his/her voting rights according to the number of voting shares which he/she represents. Each share shall carry one vote. The shares of the Company held by itself shall have no voting rights, and shall be excluded from the total number of voting shares at general meeting. When a connected transaction is being considered at a general meeting, the connected shareholders shall abstain from voting and the number of voting shares represented by them shall be excluded from the total number of effective votes according to the listing rules of the stock exchange(s) on which the shares of the Company are listed. Where any shareholder is required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution according the applicable laws and regulations and the listing rules of the stock exchange(s) in the place where the shares of the Company are listed, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted. The board of directors and qualified shareholders have the right to solicit voting rights from shareholders.</p>

Article	Original	Revised
<p>Original Article 47</p>	<p>The voting options of shareholders include: for, against, or abstain. <u>Shareholders present at the general meeting or their proxies shall select one of the above options.</u> Ballot papers that are left in blank, unduly completed, <u>simultaneously filled with more than two options</u> or illegible or that have not been used are deemed as abstained from voting by the voters, and the voting results corresponding to the shares in their possession shall be treated as “Abstain”.</p> <p>Shareholders present at the general meeting or their proxies shall vote on the proposals within reasonable timeframe confirmed by the convener of the meeting. Failure to submit their vote within reasonable timeframe shall be treated as “Abstain”.</p>	<p>The voting options of shareholders include: for, against, or abstain. Ballot papers that are left in blank, unduly completed or illegible or that have not been used are deemed as abstained from voting by the voters, and the voting results corresponding to the shares in their possession shall be treated as “Abstain”.</p> <p>Shareholders present at the general meeting or their proxies shall vote on the proposals within reasonable timeframe confirmed by the convener of the meeting. Failure to submit their vote within reasonable timeframe shall be treated as “Abstain”.</p>

Article	Original	Revised
<p>Original Article 52</p>	<p>The following resolutions shall be adopted as ordinary resolutions at a general meeting:</p> <p>(1) working reports of the board of directors and board of supervisors;</p> <p>(2) profit distribution proposals and plans for making up losses formulated by the board of directors;</p> <p>(3) election and dismissal of directors and shareholder representative supervisors, and their remuneration and payment method;</p> <p>(4) corporate policy and investment plans of the Company;</p> <p>(5) annual financial budgets, final accounts, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(6) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws, administrative regulations, listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association.</p>	<p>The following resolutions shall be adopted as ordinary resolutions at a general meeting:</p> <p>(1) working reports of the board of directors and board of supervisors;</p> <p>(2) profit distribution proposals and plans for making up losses formulated by the board of directors;</p> <p>(3) election and dismissal of directors and non-employee representative supervisors, and their remuneration and payment method;</p> <p>(4) corporate policy and investment plans of the Company;</p> <p>(5) annual financial budgets, final accounts, balance sheets, profit and loss accounts and other financial statements of the Company;</p> <p>(6) other matters unless otherwise required to be adopted as special resolutions in accordance with the applicable laws, administrative regulations, listing rules of the stock exchange on which the shares of the Company are listed or the Articles of Association.</p>

Article	Original	Revised
<p>Original Article 56</p>	<p><u>Signature</u> of the resolution of the general meeting</p> <p>The resolutions proposed at the general meeting shall be recorded in writing. The resolution of the general meeting shall generally include the following:</p> <p>(1) the date, venue and means for the convention of meeting and name of person summoning the meeting;</p> <p>(2) the number of shareholders attending the meeting and their respective shareholdings;</p> <p>(3) the explanation on the relevant procedures of the meeting and the lawfulness and validity of the resolutions of the meeting;</p> <p>(4) the explanation on the details of the proposals considered and put to vote at the meeting and the voting results;</p> <p>(5) other matters that should be explained and recorded in the resolutions.</p>	<p>Resolution of the general meeting</p> <p>The resolutions proposed at the general meeting shall be recorded in writing. The resolution of the general meeting shall generally include the following:</p> <p>(1) the date, venue and means for the convention of meeting and name of person summoning the meeting;</p> <p>(2) the number of shareholders attending the meeting and their respective shareholdings;</p> <p>(3) the explanation on the relevant procedures of the meeting and the lawfulness and validity of the resolutions of the meeting;</p> <p>(4) the explanation on the details of the proposals considered and put to vote at the meeting and the voting results;</p> <p>(5) other matters that should be explained and recorded in the resolutions.</p>
<p>Original Article 63</p>	<p>Rights conferred to any class of shareholders may not be varied or abrogated unless approved by a special resolution at the general meeting and by shareholders of the affected class at a separate meeting conducted in accordance with Articles 64 to 69.</p> <p>Any change or abolition of any rights of holders of class shares resulted from a change of domestic or overseas laws, administrative regulations and the listing rules of the stock exchange(s) where the shares of the Company are listed and as a result of any decisions legally announced by domestic or overseas regulatory authorities shall not be subject to approvals of general meeting or meeting of holders of class shares.</p>	<p>Article 62 Rights conferred to any class of shareholders may not be varied or abrogated unless approved by a special resolution at the general meeting and by shareholders of the affected class at a separate meeting conducted in accordance with Articles 63 to 68.</p> <p>Any change or abolition of any rights of holders of class shares resulted from a change of domestic or overseas laws, administrative regulations and the listing rules of the stock exchange(s) where the shares of the Company are listed and as a result of any decisions legally announced by domestic or overseas regulatory authorities shall not be subject to approvals of general meeting or meeting of holders of class shares.</p>

Article	Original	Revised
<p>Original Article 65</p>	<p>Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 64, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The interested shareholders referred to in the preceding paragraph have the following meanings:</p> <p>(1) In the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with the Articles of Association, “interested shareholder” shall refer to the controlling shareholder as defined in the Articles of Association;</p> <p>(2) In the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of the Articles of Association, “interested shareholder” shall refer to the shareholder to which the proposed agreement relates;</p> <p>(3) In the case of a restructuring of the Company, “interested shareholder” shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.</p>	<p>Shareholders of the affected class, whether or not having the right to vote at general meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 63, but interested shareholder(s) shall not be entitled to vote at class meetings.</p> <p>The interested shareholders referred to in the preceding paragraph have the following meanings:</p> <p>(1) In the case of a repurchase of its own shares by the Company by making offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with the Articles of Association, “interested shareholder” shall refer to the controlling shareholder as defined in the Articles of Association;</p> <p>(2) In the case of a repurchase of its own shares by the Company through an off-market agreement in accordance with the provisions of the Articles of Association, “interested shareholder” shall refer to the shareholder to which the proposed agreement relates;</p> <p>(3) In the case of a restructuring of the Company, “interested shareholder” shall refer to a shareholder within a class who bears liabilities less than the proportion burden imposed on other shareholders of that class or who has interests different from those held by shareholders of the same class.</p>

Article	Original	Revised
Original Article 74	For the purpose of these Rules, the terms “not less than”, “within”, “including” and “by” shall include the number itself, while the terms “lower than”, “less than”, “over” and “more than” shall not include the number itself or the prevailing date.	For the purpose of these Rules, the terms “not less than”, “within”, “including” and “by” shall include the number itself, while the terms “lower than”, “less than”, “over” and “more than” shall not include the number itself.
Original Article 75	The general meeting is conducted in Chinese language. All meeting documents are prepared in Chinese language. In case of any discrepancy between the Chinese version and versions in any other language, the Chinese version shall prevail.	The general meeting is conducted in Chinese language. All meeting documents are prepared in Chinese language. In case of any discrepancy between the Chinese version and versions in any other language, the Chinese version shall prevail. <u>If the listing rules of the stock exchange(s) in the place where the shares of the Company are listed have other provisions on the matters specified hereinabove, such provisions shall be complied with.</u>

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

Beijing, 12 May 2015

As at the date of this announcement, the Board comprises Mr. Xu Heyi, as Chairman of the Board and non-executive Director; Mr. Zhang Xiyong and Mr. Li Zhili, as non-executive Directors; Mr. Li Feng, as executive Director; 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.

* *for identification purposes only*