

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



**北京汽车**  
BAIC MOTOR

北京汽车股份有限公司

**BAIC MOTOR CORPORATION LIMITED\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1958)**

**POLL RESULTS OF 2015 ANNUAL GENERAL MEETING, 2016 FIRST  
DOMESTIC SHAREHOLDERS CLASS MEETING AND 2016 FIRST H  
SHAREHOLDERS CLASS MEETING  
AND  
PAYMENT OF FINAL DIVIDEND FOR 2015**

**POLL RESULTS OF THE MEETINGS**

BAIC Motor Corporation Limited (the “**Company**”) is pleased to announce that the 2015 annual general meeting (the “**AGM**”), the 2016 first domestic shareholders class meeting and the 2016 first H shareholders class meeting (the “**Domestic Shareholders Class Meeting**” and “**H Shareholders Class Meeting**” respectively; together, the “**Shareholders Class Meetings**”) were held at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry R&D Base, No. 99 Shuanghe Road, Shunyi District, Beijing, the PRC at 9:30 a.m. on Friday, 20 May 2016.

Reference is made to the Company’s circular (the “**Circular**”) dated 5 April 2016. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the AGM and the Shareholders Class Meetings, the total number of issued Shares was 7,595,338,182, comprising 5,494,647,500 Domestic Shares and 2,100,690,682 H Shares, being the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM and the Shareholders Class Meetings.

Shareholders and proxies attending the AGM represented, in aggregate, 6,932,002,285 Shares carrying voting rights, being approximately 91.266539% of the entire issued Shares of the Company as at the date of the AGM. Shareholders and proxies attending the Domestic Shareholders Class Meeting represented, in aggregate, 5,425,969,670 Domestic Shares carrying voting rights, being approximately 98.750096% of the entire issued Domestic Shares of the Company as at the date of the Domestic Shareholders Class Meeting. Shareholders and proxies attending the H Shareholders Class Meeting represented, in aggregate, 1,502,667,615 H Shares carrying voting rights, being approximately 71.532074% of the entire issued H Shares of the Company as at the date of the H Shareholders Class Meeting.

No Shareholder was required to abstain from voting on any of the resolutions at the AGM and/or the Shareholders Class Meetings. There was no Share entitling the holder to attend and vote only against the resolutions of the AGM and/or Shareholders Class Meetings.

The AGM and the Shareholders Class Meetings were legally and validly convened in compliance with the requirements of the Company Law of the PRC. Each of the AGM and the Shareholders Class Meetings was chaired by Mr. Li Feng, the executive Director and the president of the Company.

To comply with the requirements under the Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, 2 Shareholder's representatives and 1 Supervisor acted as the scrutineers in respect of the voting at the AGM and the Shareholders Class Meeting.

## POLL RESULTS OF THE AGM

All of the resolutions proposed at the AGM set out below were duly passed by way of poll.

Ordinary Resolutions <sup>(1)</sup>		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(2)</sup>
1.	To consider and approve the report of the Board of Directors for 2015 of the Company	6,932,002,285 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the report of the Board of Supervisors for 2015 of the Company	6,932,002,285 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the financial report for 2015 of the Company	6,932,002,285 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the profits distribution and dividends distribution plan for 2015 of the Company	6,932,002,285 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the re-appointment of the international auditor and domestic auditor for 2016	6,932,002,285 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the remuneration plan for Independent Directors	6,932,002,285 (100%)	0 (0%)	0 (0%)
7.	To consider and approve the remuneration plan for Independent Supervisors	6,932,002,285 (100%)	0 (0%)	0 (0%)
Special Resolutions <sup>(1)</sup>		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(2)</sup>
8.	To consider and approve the General Mandate for the issuance of onshore and offshore corporate debt financing instruments <sup>(3)</sup>	6,932,002,285 (100%)	0 (0%)	0 (0%)
9.	To consider and approve the General Mandate for the issuance of Shares <sup>(4)</sup>	6,778,917,988 (97.791629%)	153,084,297 (2.208371%)	0 (0%)
10.	To consider and approve the General Mandate for the repurchase of Shares	6,931,772,785 (99.996689%)	229,500 (0.003311%)	0 (0%)

- (1) Please refer to the Circular for details of the resolutions.
- (2) The Shares abstained will be counted in the calculation of the required majority.
- (3) Onshore and offshore corporate debt financing instruments included but not limited to enterprise bonds, corporate bonds, ultra-short-term financing bonds, short-term financing bonds, medium-term notes, non-public targeted debt financing instruments and other onshore and offshore corporate debt financing instruments in RMB or foreign currency permitted to be issued by the regulatory authorities.
- (4) Shares included but not limited to domestic Shares and/or H Shares, securities convertible into shares and options, warrants or similar rights to subscribe for any Shares or such convertible securities.

As majority of more than half of the votes were cast in favour of resolutions 1 to 7 above (majority of more than half of the votes), such resolutions were duly passed as ordinary resolutions. As majority of more than two-thirds of the votes were cast in favour of resolutions 8 to 10 above, such resolutions were duly passed as special resolutions.

Save as resolution 1 to resolution 10 above, the Company has not received any proposal put forward by any Shareholders holding 3% or more of the voting Shares of the Company.

### **POLL RESULTS OF THE DOMESTIC SHAREHOLDERS CLASS MEETING**

The resolution proposed at the Domestic Shareholders Class Meeting set out below was duly passed by way of poll.

<b>Special Resolution<sup>(1)</sup></b>		<b>Number of votes cast and the percentage of total number of votes cast</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain<sup>(2)</sup></b>
1.	To consider and approve the General Mandate for the repurchase of Shares	5,425,969,670 (100%)	0 (0%)	0 (0%)

- (1) Please refer to the Circular for details of the resolution.
- (2) The Shares abstained will be counted in the calculation of the required majority.

As majority of more than two-thirds of the votes were cast in favour of resolution 1 above, such resolution was duly passed as special resolution.

Save as resolution 1 above, the Company has not received any proposal put forward by any Shareholders holding 3% or more of the voting Shares of the Company.

### **POLL RESULTS OF THE H SHAREHOLDERS CLASS MEETING**

The resolution proposed at the H Shareholders Class Meeting set out below was duly passed by way of poll.

<b>Special Resolution<sup>(1)</sup></b>		<b>Number of votes cast and the percentage of total number of votes cast</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain<sup>(2)</sup></b>
1.	To consider and approve the General Mandate for the repurchase of Shares	1,502,667,615 (100%)	0 (0%)	0 (0%)

- (1) Please refer to the Circular for the details of the resolution.
- (2) The Shares abstained will be counted in the calculation of the required majority.

As majority of more than two-thirds of the votes were cast in favour of resolution 1 above, such resolution was duly passed as special resolution.

Save as resolution 1 above, the Company has not received any proposal put forward by any Shareholders holding 3% or more of the voting Shares of the Company.

## **PAYMENT OF FINAL DIVIDENDS FOR 2015**

Following the approval by the Shareholders at the AGM, the Company is pleased to announce that details relating to payment of final dividend for the year ended 31 December 2015 to Shareholders of the Company are as follows:

The Company will distribute a final dividend for the year 2015 of RMB0.15 (tax inclusive) per Share with an aggregate amount of RMB1,139,300,727.30 to Shareholders on or before 19 August 2016 (Friday) whose names appear on the register of members of the Company on Tuesday, 31 May 2016. For H Shares of the Company, the ex-entitlement date is Tuesday, 24 May 2016. Final dividend will be paid to holders of Domestic Shares in RMB and to those of H Shares in Hong Kong dollar as converted based on the average closing exchange rate of Hong Kong dollar against RMB published by the People's Bank of China for the five consecutive business days immediately before 20 May 2016 (Friday). Accordingly, the final dividend payable per H Share is HK\$0.1782 (tax inclusive).

In order to ascertain the entitlements of the Shareholders to receive the proposed final dividend, the register of members of the Company will be closed from Thursday, 26 May 2016 to Tuesday, 31 May 2016 (both days inclusive), during which period no transfer of shares of the Company will be effected. To be eligible to receive the proposed final dividend, all transfer documents must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares no later than 4:30 p.m. on Wednesday, 25 May 2016, or China Securities Depository and Clearing Corporation Limited at No. 17 Tai Ping Qiao Street, Xicheng District, Beijing, the PRC for holders of Domestic Shareholders no later than 4:00 p.m. on Wednesday, 25 May 2016.

Pursuant to the Enterprise Income Tax Law of PRC effective from 1 January 2008 and its implementation provisions and relevant regulations, the Company is obliged to withhold and pay enterprise income tax at a rate of 10% when it distributes the 2015 final dividend to the non-resident enterprise shareholders whose names are registered in the register of members of H Shares. Any shares which are not registered in the name(s) of individual H Shareholder(s), including the HKSCC Nominees Limited, other agents or trustees, or other organizations and societies shall be deemed to be Shares held by non-resident enterprise shareholders, and therefore the PRC enterprise income tax shall be deducted from their dividends payable.

Pursuant to the provisions and relevant laws and regulations under Guoshui Han [2008] No.897 and Guoshui Han [2008] No. 112, the Company shall withhold and pay enterprise income tax on the dividends at the tax rate of 10% for overseas non-resident enterprise shareholders. Non-resident enterprise shareholders receiving the dividends may, or may entrust a withholding agent or our Company to, apply to the competent tax authorities for the entitlement of tax treatment under the tax treaty (arrangements) by providing all the materials of the actual beneficial owner in compliance with the provisions of the tax treaty (arrangements). The difference of the tax shall be refunded by the competent tax authority upon audit.

Pursuant to the provisions and relevant laws and regulations under Caishui [2014] No. 81, for individual domestic investors who receive dividend gains derived from investment via the Shanghai-Hong Kong Stock Connect, the Company shall withhold and pay individual income tax at the rate of 20% on their behalf in accordance with the register of individual domestic investor as provided by the China Securities Depository and Clearing Corporation Limited. For domestic securities investment funds receiving dividend gains derived from investment via the Shanghai-Hong Kong Stock Connect, the taxable personal income shall be in accordance with the aforesaid provisions.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders of the Company.

Should the H Shareholders of the Company have any doubts in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for the relevant tax impacts in Mainland China, Hong Kong (or Macau) and other countries (regions) on the possession and disposal of the H Shares of the Company.

The Company will determine the resident status of the individual holders of H Shares based on the registered address as recorded in the register of members of the Company on Tuesday, 31 May 2016. Shareholders of the Company should read this item carefully, if anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the identity of the Shareholders and will strictly comply with the relevant laws on withholding enterprise income taxes in accordance with the records of the H Share register as at the record date, and will not entertain any requests in relation to any delay or error in ascertaining the identity of the Shareholders.

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

Beijing, the PRC, 20 May 2016

*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, 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 purpose only