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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)**

**POLL RESULTS OF 2018 ANNUAL GENERAL MEETING,  
2019 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING AND  
2019 FIRST H SHAREHOLDERS CLASS MEETING  
PAYMENT OF FINAL DIVIDEND FOR 2018  
APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND  
MEMBER OF THE REMUNERATION COMMITTEE**

**POLL RESULTS OF THE MEETINGS**

BAIC Motor Corporation Limited (the “**Company**”) is pleased to announce that the 2018 annual general meeting (the “**AGM**”), the 2019 first domestic shareholders class meeting and the 2019 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, Renhe Town, Shunyi District, Beijing, the PRC at 9:30 a.m. on Tuesday, 18 June 2019.

References are made to the Company’s circular (the “**Circular**”) dated 24 May 2019. 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 of the Company was 8,015,338,182, comprising 5,494,647,500 Domestic Shares and 2,520,690,682 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, 6,837,269,840 Shares carrying voting rights, being approximately 85.302325% 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, 5,072,598,752 Domestic Shares carrying voting rights, being approximately 92.318911% 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, 1,776,962,488 H Shares carrying voting rights, being approximately 70.495063% of the entire issued H Shares of the Company as at the date of the H Shareholders Class Meeting.

BAIC Group, a connected person of the Company, and its associates were required to, and did, abstain from voting on the proposed ordinary resolution 6.1 to ordinary resolution 6.4 and ordinary resolution 8 at the AGM. Therefore, the 3,416,659,704 Domestic Shares (representing approximately 42.63% of the entire issued Shares of the Company) held by BAIC Group and its associates as at the date of the AGM were not counted for the purpose of calculating the votes on ordinary resolution 6.1 to ordinary resolution 6.4 and ordinary resolution 8. Save for BAIC Group and its associates, no Shareholder was required to abstain from voting on any of the AGM resolutions. There was no Share entitling the holder to attend and vote only against the AGM resolutions.

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. Chen Hongliang, 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, 1 Shareholder's representative 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 2018	6,834,906,052 (99.965428%)	1,546,788 (0.022623%)	817,000 (0.011949%)
2	To consider and approve the report of the Board of Supervisors for 2018	6,834,906,052 (99.965428%)	1,546,788 (0.022623%)	817,000 (0.011949%)
3	To consider and approve the Financial Report for 2018	6,834,906,052 (99.965428%)	1,546,788 (0.022623%)	817,000 (0.011949%)
4	To consider and approve the profits distribution and dividends distribution plan for 2018	6,837,269,840 (100%)	0 (0.000000%)	0 (0.000000%)
5	To consider and approve the re-appointment of the international auditor and domestic auditor for 2019	6,835,975,340 (99.981067%)	1,294,500 (0.018933%)	0 (0.000000%)
6	To consider and approve the Renewal of Continuing Connected Transactions with Beijing Automotive Group Co., Ltd.:			
6.1	To consider and approve the purchase of products transactions between the Group and Beijing Automotive Group Co., Ltd. and its associates under the Products and Services Purchasing Framework Agreement	3,419,063,348 (99.954780%)	1,546,788 (0.045220%)	0 (0.000000%)

Ordinary Resolutions <sup>(1)</sup>		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(2)</sup>
6.2	To consider and approve the purchase of services transactions between the Group and Beijing Automotive Group Co., Ltd. and its associates under the Products and Services Purchasing Framework Agreement	3,419,063,348 (99.954780%)	1,546,788 (0.045220%)	0 (0.000000%)
6.3	To consider and approve the sale of products transactions between the Group and Beijing Automotive Group Co., Ltd. and its associates under the Provision of Products and Services Framework Agreement	3,419,063,348 (99.954780%)	1,546,788 (0.045220%)	0 (0.000000%)
6.4	To consider and approve the deposit transactions between the Group and BAIC Group Finance Co., Ltd. under Financial Services Framework Agreement	2,652,597,215 (77.547487%)	768,012,921 (22.452513%)	0 (0.000000%)
7	To consider and approve the appointment of Mr. Jin Wei (金偉) as the Non-executive Director of the Company	6,795,137,508 (99.383784%)	42,132,332 (0.616216%)	0 (0.000000%)
8	To consider and approve the provision of guarantee for BAIC Automobile SA Proprietary Limited	3,419,063,348 (99.954780%)	1,546,788 (0.045220%)	0 (0.000000%)
Special Resolutions <sup>(1)</sup>		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(2)</sup>
9	To consider and approve the General Mandate for the issuance of debt financing instruments <sup>(3)</sup>	6,835,723,052 (99.977377%)	1,546,788 (0.022623%)	0 (0.000000%)
10	To consider and approve the General Mandate for the Issuance of Shares <sup>(4)</sup>	6,016,674,385 (87.998200%)	820,595,455 (12.001800%)	0 (0.000000%)
11	To consider and approve the General Mandate for the Repurchase of Shares	6,836,607,840 (99.990318%)	475,500 (0.006954%)	186,500 (0.002728%)
Ordinary Resolution <sup>(5)</sup>		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(2)</sup>
12	To consider and approve the appointment of Mr. Harald Emil Wilhelm as Non-executive Director of the Company	6,796,898,008 (99.409533%)	40,371,832 (0.590467%)	0 (0.000000%)

- (1) Please refer to the Circular for the full text of the resolutions.
- (2) The Shares abstained will be counted in the calculation of the required majority.
- (3) Debt financing instruments included but were not limited to enterprise bonds, corporate bonds, ABS, ultra-short-term financing bonds, short-term financing bonds, medium-term notes, non-public targeted debt financing instruments and other debt financing instruments in RMB or foreign currency permitted to be issued by the regulatory authorities.
- (4) Shares included but were 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.
- (5) Please refer to the Circular for the full text of the resolutions.

As majority of more than half of the votes were cast in favour of resolutions 1 to 8 and resolution 12 above, such resolutions were duly passed as ordinary resolutions. As majority of more than two-thirds of the votes were cast in favour of resolutions 9 to 11 above, such resolutions were duly passed as special resolutions.

Save as resolution 1 to resolution 12 above, the Company has not received any proposal put forward by any Shareholders holding 3% or more of the Shares carrying voting rights 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	5,072,598,752 (100.000000%)	0 (0.000000%)	0 (0.000000%)

- (1) Please refer to the Circular for the full text 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 Shares carrying voting rights 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.

Special Resolution <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 General Mandate for the Repurchase of Shares	1,776,300,488 (99.962745%)	475,500 (0.026760%)	186,500 (0.010495%)

(1) Please refer to the Circular for the full text 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 Shares carrying voting rights of the Company.

## PAYMENT OF FINAL DIVIDEND FOR 2018

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 2018 to Shareholders of the Company are as follows:

The Company will distribute a final dividend for the year 2018 of RMB0.19 (tax inclusive) per Share with an aggregate amount of RMB1,522,914,254.58 on Friday, 13 September 2019 to Shareholders whose names appear on the register of members of the Company on Saturday, 29 June 2019. 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 business days preceding the date of approval of distribution of dividends (i.e. 18 June 2019). Accordingly, the final dividend payable per H Share is HK\$0.2158 (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 Monday, 24 June 2019 to Saturday, 29 June 2019 (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 Friday, 21 June 2019, or China Securities Depository and Clearing Corporation Limited at No. 17 Tai Ping Qiao Street, Xicheng District, Beijing, the PRC for holders of Domestic Shares no later than 4:00 p.m. on Friday, 21 June 2019.

Pursuant to the Enterprise Income Tax Law of People's Republic of China 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 2018 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 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.

Pursuant to the provisions and relevant laws and regulations under Caishui [2016] No.127, for individual domestic investors who receive dividend gains derived from investment via the Shenzhen-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 Shenzhen-Hong Kong Stock Connect, the taxable personal income shall be in accordance with the aforesaid provisions.

The record date of equity of the southbound investors of Shanghai-Hong Kong Stock Connect and the date of distribution of cash dividends and time arrangements 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 Saturday, 29 June 2019. Shareholders of the Company should read this item carefully, if anyone would like to change the resident status of the Shareholder, please enquire about the relevant procedures with the nominees or trustees. The Company is neither obligated nor responsible for ascertaining the resident status of the Shareholders and will strictly comply with the relevant laws on withholding and paying 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 resident status of the Shareholders.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTORS AND MEMBER OF THE REMUNERATION COMMITTEE**

The Company is pleased to announce that at the AGM, Mr. Jin Wei was appointed as non-executive Director and a member of the Remuneration Committee and Mr. Harald Emil Wilhelm was appointed as non-executive Director, each for a term commencing from 18 June 2019 until the expiration of the term of the third session of the Board. Please refer to the Circular for the biographical details of the above Directors. The Company will enter into relevant Director's service contract with each of them as soon as possible. Mr. Jin Wei and Mr. Harald Emil Wilhelm will not receive any remuneration from the Company for their role as non-executive Directors.

Due to other job assignment, from the effective date of the above appointment of Mr. Jin Wei as the Director, Ms. Jiao Ruifang has ceased to be non-executive Director. Ms. Jiao Ruifang confirmed that she has no disagreement with the Board in any respect and there are no other matters relating to her resignation that need to be brought to the attention of the Shareholders.

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

Beijing, the PRC, 18 June 2019

*As at the date of this announcement, the Board comprises Mr. Xu Heyi, as Chairman of the Board and non-executive Director; Ms. Shang Yuanxian and Mr. Yan Xiaolei, as non-executive Directors; Mr. Chen Hongliang, as executive Director; Mr. Xie Wei, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Harald Emil Wilhelm, Mr. Jin Wei and Mr. Lei Hai, as non-executive Directors; and Mr. Ge Songlin, Mr. Wong Lung Tak Patrick, Mr. Bao Robert Xiaochen, Mr. Zhao Fuquan and Mr. Liu Kaixiang, as independent non-executive Directors.*

\* *For identification purpose only*