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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 2021 ANNUAL GENERAL MEETING,
2022 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING AND
2022 FIRST H SHAREHOLDERS CLASS MEETING
PROFITS DISTRIBUTION AND DIVIDENDS
DISTRIBUTION FOR 2021**

**APPOINTMENT OF EMPLOYEE REPRESENTATIVE SUPERVISOR AND
CHAIRMAN OF THE BOARD OF SUPERVISORS**

POLL RESULTS OF THE MEETINGS

BAIC Motor Corporation Limited (the “**Company**”) is pleased to announce that the 2021 annual general meeting (the “**AGM**”), the 2022 first domestic shareholders class meeting and the 2022 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 Research and Development Base, No. 99 Shuanghe Street, Shunyi District, Beijing, the PRC at 9:30 a.m. on Tuesday, 28 June 2022.

Reference is made to the Company’s circular (the “**Circular**”) dated 27 May 2022. 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, 7,012,820,488 Shares carrying voting rights, being approximately 87.49% 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 98.75% 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, 1,586,631,276 H Shares carrying voting rights, being approximately 62.94% 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. Huang Wenbing, the executive Director of the Company. Mr. Chen Hongliang and Mr. Hu Hanjun, as non-executive Directors, Mr. Huang Wenbing, as executive Director, Mr. Ye Qian and Mr. Gu Tiemin, as non-executive Directors, Ms. Yin Yuanping, Mr. Xu Xiangyang and Mr. Edmund Sit, as independent non-executive Directors attended the AGM and the Shareholders Class Meetings.

To comply with the requirements under the Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, a Shareholder's representative and a supervisor of the Company jointly acted as the scrutineers in respect of the voting at the AGM and the Shareholders Class Meetings.

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 ⁽¹⁾		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain ⁽²⁾
1	To consider and approve the report of the Board of Directors for 2021	7,008,142,988 (99.93%)	2,357,000 (0.03%)	2,320,500 (0.03%)
2	To consider and approve the report of the Board of Supervisors for 2021	7,008,142,988 (99.93%)	2,357,000 (0.03%)	2,320,500 (0.03%)
3	To consider and approve the Financial Report for 2021	7,008,142,988 (99.93%)	2,357,000 (0.03%)	2,320,500 (0.03%)

4	To consider and approve the profits distribution and dividends distribution plan for 2021	7,012,820,488 (100.00%)	0 (0.00%)	0 (0.00%)
5	To consider and approve the re-appointment of the international auditor and domestic auditor for 2022	6,962,995,520 (99.29%)	49,824,968 (0.71%)	0 (0.00%)
6	To consider and approve the proposed appointment of non-executive Director and executive Director			
	(a) To consider and approve the proposed appointment of Mr. Chen Wei as non-executive Director of the Company	6,673,900,856 (95.17%)	338,848,245 (4.83%)	71,387 (0.00%)
	(b) To consider and approve the proposed appointment of Mr. Zhang Guofu as executive Director of the Company	6,943,650,589 (99.01%)	69,098,512 (0.99%)	71,387 (0.00%)
7	To consider and approve the renewal of the continuing connected transactions with Beijing Automotive Group Co., Ltd.			
	(a) 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	3,596,160,784 (100.00%)	0 (0.00%)	0 (0.00%)
	(b) 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	3,596,160,784 (100.00%)	0 (0.00%)	0 (0.00%)
	(c) 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	3,596,160,784 (100.00%)	0 (0.00%)	0 (0.00%)

	(d) To consider and approve the deposit transactions between the Group and BAIC Group Finance Co., Ltd. under the Financial Services Framework Agreement	2,943,804,608 (81.86%)	652,356,176 (18.14%)	0 (0.00%)
Special Resolutions⁽¹⁾		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain⁽²⁾
8	To consider and approve the General Mandate for the issuance of debt financing instruments ⁽³⁾	7,012,820,488 (100.00%)	0 (0.00%)	0 (0.00%)
9	To consider and approve the General Mandate for the Issuance of Shares ⁽⁴⁾	6,376,624,937 (90.93%)	636,195,551 (9.07%)	0 (0.00%)
10	To consider and approve the General Mandate for the Repurchase of Shares	7,000,902,633 (99.83%)	11,917,855 (0.17%)	0 (0.00%)

(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, 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.

As majority of more than half of the votes were cast in favour of resolutions 1 to 7 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 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 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.

Special Resolution ⁽¹⁾		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain ⁽²⁾
1	To consider and approve the General Mandate for the Repurchase of Shares	5,425,969,670 (100.00%)	0 (0.00%)	0 (0.00%)

(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 a 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 ⁽¹⁾		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain ⁽²⁾
1	To consider and approve the General Mandate for the Repurchase of Shares	1,574,713,421 (99.25%)	11,917,855 (0.75%)	0 (0.00%)

(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 a 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.

PROFITS DISTRIBUTION AND DIVIDENDS DISTRIBUTION FOR 2021

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 2021 to Shareholders of the Company are as follows:

The Company will distribute a final dividend for the year 2021 of RMB0.16 (tax inclusive) per Share with an aggregate amount of RMB1,282,454,109.12 on Thursday, 15 September 2022 to Shareholders whose names appear on the register of members of the Company on Monday, 11 July 2022. 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. 28 June 2022). Accordingly, the final dividend payable per H Share is HK\$0.1875 (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 Wednesday, 6 July 2022 to Monday, 11 July 2022 (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 the transfer documents must be lodged with the 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 Tuesday, 5 July 2022, or China Securities Depository and Clearing Corporation Limited at 23 Floor, Shenzhen Stock Exchange Square, Futian District, Shenzhen, Guangzhou, the PRC for holders of Domestic Shares no later than 4:00 p.m. on Tuesday, 5 July 2022.

Pursuant to the Enterprise Income Tax Law of People's Republic of China (《中華人民共和國企業所得稅法》) 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 2021 final dividend to the non-resident enterprise shareholders whose names are registered in the register of members of H Shares. Any shares which are registered in the name(s) of non-individual holder(s) of H Shares, including the HKSCC Nominees Limited, other agents or trustees, or other organizations and societies shall be deemed to be Shares held by nonresident enterprise shareholders, and therefore the PRC enterprise income tax shall be deducted from their dividends payable to such shareholders.

Pursuant to the provisions under Guoshui Han [2008] No. 897 and Guoshui Han [2008] No. 112 and relevant laws and regulations, 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, after receiving the dividends, may apply or may entrust a withholding agent or the 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 under Caishui [2014] No. 81 and relevant laws and regulations, for domestic individual 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 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 holders of H Shares of the Company.

Should the holders of H Shares of the Company have any doubt in relation to the aforesaid arrangements, please consult their tax advisers for relevant tax impact 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 Monday, 11 July 2022. 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 EMPLOYEE REPRESENTATIVE SUPERVISOR AND CHAIRMAN OF THE BOARD OF SUPERVISORS

The Company is pleased to announce that, Mr. Zhang Ran (張然) was elected as the employee representative supervisor of the Company at the meeting of the employee representatives of the Company for a term commencing from 27 June 2022 until the expiration of the term of the fourth session of the board of supervisors.

At the fourth session of the board of supervisors held on 28 June 2022, Mr. Zhang Ran was elected as the chairman of the fourth session of the board of supervisors for a term commencing from 28 June 2022 until the expiration of the term of the fourth session of the board of supervisors.

The biographical details of Mr. Zhang Ran required to be disclosed pursuant to the Rule 13.51(2) of the Listing Rules are as follows:

Mr. Zhang Ran, born in October 1985, holds a master's degree in literature and is currently the deputy party secretary, the secretary of the discipline inspection committee and the leader of the labor union of the Company.

Mr. Zhang has more than ten years of experience in the automobile industry. Since 2008, he has successively served as various positions such as the person-in-charge of the recruitment of Beijing Hyundai Motor Co., Ltd., the person-in-charge of the recruitment and informatization of the human resources management department of Beijing Automotive Group Co., Ltd., the deputy head of the human resources department of the management center and the deputy director (leading the work) of the expatriate management office of the Company, the head of the human resources department of the management center and the director of the expatriate management office of the Company, and the head of the organization department of the party committee/the human resources department of the Company.

Save as disclosed above, Mr. Zhang Ran confirmed that, (1) he does not hold any other positions in the Company or any of its subsidiaries and also has not served as a director or a supervisor in any other listed companies in the past three years; (2) he does not have any relationship with any other directors, supervisors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interest in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this announcement.

Save as disclosed above, Mr. Zhang Ran confirmed that, there is no other information that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning the appointment that need to be brought to the attention of the shareholders of the Company.

The Company will enter into a service contract of supervisor with him as soon as possible. Mr. Zhang Ran will not receive any remuneration from the Company for serving as the employee representative supervisor of the Company.

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

Beijing, the PRC, 28 June 2022

As at the date of this announcement, the Board comprises Mr. Chen Wei, as Chairman of the Board and non-executive Director; Mr. Chen Hongliang and Mr. Hu Hanjun, as non-executive Directors; Mr. Huang Wenbing and Mr. Zhang Guofu, as executive Directors; Mr. Ye Qian, Mr. Hubertus Troska, Mr. Harald Emil Wilhelm, Mr. Gu Tiemin and Mr. Sun Li, as non-executive Directors; and Mr. Ge Songlin, Ms. Yin Yuanping, Mr. Xu Xiangyang, Mr. Tang Jun and Mr. Edmund Sit, as independent non-executive Directors.

* *For identification purpose only*