



**北京汽车**  
BAIC MOTOR

## **BAIC MOTOR CORPORATION LIMITED\***

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

### **Procedures for Nomination of Director by Shareholders**

**Article 1** To further specify the nomination procedures for Director candidates of BAIC Motor Corporation Limited (the “Company”), this code is hereby formulated according to the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other applicable laws, regulations, regulatory documents, the Articles of Association of the Company (the “Articles of Association”) as well as the actual conditions of the Company.

**Article 2** General nomination procedures for Director candidates

In accordance with Article 121 of the Articles of Association, Directors shall be elected at the general meeting, for a term office of 3 years. Directors are eligible for re-election upon the expiry of their terms. The chairman shall be elected and removed by more than half of all Directors, and has a term of office of 3 years, and is eligible for re-election.

In accordance with Paragraph (II) of Article 98 of the Articles of Association, written notices indicating the intent to nominate Director candidates and their acceptance of the nomination, as well as written information on the nominees shall be delivered to the Company at least 10 business days prior to the date of the general meeting.

**Article 3** Special nomination procedures for independent non-executive Director candidates

Unless otherwise specified by relevant laws, regulations and the listing rules of the stock exchange where the shares of the Company are listed, an independent Director has a term of office of 3 years and is eligible for re-election, subject to the maximum term of office of up to 6 years, in accordance with Article 145 of the Articles of Association.

Except as provided above, the nomination of independent non-executive Director candidates by Shareholders of the Company is subject to the general nomination procedures for Director candidates in Article 2, and is not subject to any other special provisions.

\* For identification purpose only

**Article 4** Independent Directors shall satisfy the following general requirements:

- (I) to be qualified for Directors of a listed company as provided in laws, administrative regulations, listing rules of the stock exchange where the Company's shares are listed and other relevant regulations;
- (II) to be independent as specified in the listing rules of the stock exchange where the Company's shares are listed;
- (III) to be in command of the basic knowledge of the operations of listed companies, and familiar with the relevant laws, administrative regulations, and rules and regulations;
- (IV) having at least five years of work experience in legal or economic areas, or other experience indispensable for performing the duties as independent Directors;
- (V) other criteria as provided in the Articles of Association.