



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)

Procedures for Nomination of Director by Shareholders

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.

2. General nomination procedures for director candidates

Directors shall be elected at the shareholders’ general meeting and shall hold office for a term of three years. Upon maturity of the term of office, a director shall be eligible to offer himself for re-election and reappointment. The chairman shall be elected and removed by more than half of all directors. The term of office of the chairman shall be three years, renewable upon re-election.

Written notice specifying the intention to nominate candidates for directors and the acceptance of nomination by the candidates concerned shall be given to the Company no earlier than the date on which the notice of the shareholders’ general meeting is despatched and no later than fourteen business days before holding of the meeting.

3. Special nomination procedures for independent non-executive director candidates

The term of office of independent directors shall be three years, and renewable upon re-election, but shall not exceed six years, unless otherwise provided by the relevant laws, regulations and the listing rules of the stock exchange where the Company’s shares are listed.

4. Independent directors shall satisfy the following general requirements:

- (1) 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;

* For identification purpose only.

- (2) to comply with the requirements of independence as stipulated in the listing rules of the stock exchange where the Company's shares are listed;
- (3) 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;
- (4) having at least five years of work experience in legal or economic areas, or other experience indispensable for performing the duties as independent directors;
- (5) other criteria as may be provided in the Articles of Association.