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Under our weighted voting rights structure, our share capital comprises Class A ordinary shares and Class B ordinary shares. Each Class A ordinary share entitles the holder to exercise one vote, and each Class B ordinary share entitles the holder to exercise 10 votes, respectively, on all matters subject to the vote at general meetings of the Company. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a weighted voting rights structure. Our American depositary shares, each representing eight of our Class A ordinary shares, are listed on Nasdaq in the United States under the symbol BIDU.



Baidu, Inc.

百度集團股份有限公司

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

((Stock Codes: 9888 (HKD counter) and 89888 (RMB counter))

INSIDE INFORMATION

ADOPTION OF 2023 SHARE INCENTIVE PLAN

This announcement is issued by Baidu, Inc. (the “**Company**”) pursuant to Rules 13.09 and 13.10B of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors (the “**Board**”) of Company and the compensation committee of the Board have recently approved and authorized the adoption of its 2023 Share Incentive Plan (the “**2023 Plan**”). Under the 2023 Plan, the maximum aggregate number of Class A ordinary shares which may be issued pursuant to all awards shall be 281,230,346. The purpose of the 2023 Plan is to promote the success and enhance the value of the Company by linking the personal interests of the members of the board of directors, employees, and consultants to those of the Company’s shareholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to the Company’s shareholders.

Attached hereto as Schedule 1 is the full text of the Form 6-K furnished by the Company to the Securities and Exchange Commission of the United States on September 1, 2023 announcing the adoption of the 2023 Plan.

By order of the Board
Baidu, Inc.
Mr. Robin Yanhong Li
*Chairman of the Board
and Chief Executive Officer*

Hong Kong, September 3, 2023

As at the date of this announcement, the board of directors of the Company comprises Mr. Robin Yanhong Li as director, and Mr. James Ding, Mr. Brent Callinicos, Mr. Yuanqing Yang and Mr. Jixun Foo as independent directors.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of September 2023

Commission File Number: 000-51469

BAIDU, INC.

Baidu Campus
No. 10 Shangdi 10th Street
Haidian District, Beijing 100085
The People's Republic of China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

X

Form 40-F _____

Baidu, Inc. Adopted 2023 Share Incentive Plan

The board of directors of Baidu, Inc. (the “**Company**”) and the compensation committee of the board of directors of the Company have recently approved and authorized the adoption of its 2023 Share Incentive Plan (the “**2023 Plan**”). Under the 2023 Plan, the maximum aggregate number of Class A ordinary shares which may be issued pursuant to all awards shall be 281,230,346. The purpose of the 2023 Plan is to promote the success and enhance the value of the Company by linking the personal interests of the members of the board of directors, employees, and consultants to those of the Company’s shareholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to the Company’s shareholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BAIDU, INC.

By : /s/ Rong Luo
Name : Rong Luo
Title : Chief Financial Officer

Date: September 1, 2023