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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)**

**CHANGE OF COMPANY SECRETARY AND  
AUTHORISED REPRESENTATIVE AND  
APPOINTMENT OF COMPANY  
SECRETARY ASSISTANT**

**WAIVERS FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF  
THE LISTING RULES**

**CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE AND  
APPOINTMENT OF COMPANY SECRETARY ASSISTANT**

The board (the “**Board**”) of BAIC Motor Corporation Limited (the “**Company**”) announces that due to work commitment, Mr. Yan Xiaolei (“**Mr. Yan**”) ceased to be the company secretary of the Company and the authorised representative of the Company for the purpose of Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from September 23, 2016.

Mr. Yan has confirmed that there is no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Company would like to express its sincere gratitude to Mr. Yan for his valuable contribution to the Company during his term of office.

The Board is pleased to announce that Ms. Sun Ke (“**Ms. Sun**”) has been appointed as the company secretary of the Company and Ms. Mok Ming Wai (“**Ms. Mok**”) has been appointed as the company secretary assistant of the Company. Ms. Sun has also been appointed in replacement of Mr. Yan as the authorised representative for the purpose of Rule 3.05 of the Listing Rules. These appointments shall be effective from September 23, 2016.

Ms. Sun, borned in 1975, joined the Company in June 2016. She is currently the secretary to the Board of the Company and the chief of the investor relations management centre. Ms. Sun holds bachelor of laws majoring in international finance and law. Ms. Sun possesses over 10 years of experiencing in TMT and capital industry. Ms. Sun successively served as the senior investment director of global investment and financing department of Le Holdings (Beijing) Co., Ltd.(樂視控股(北京)有限公司), the general manager of automobile investment and financing department of Le and the investment and financing vice president and director of Beijing Dongfangcheyun Information Technology Co., Ltd. (Yidao Yongche) (北京東方車雲信息技術有限公司(易到用車)) from September 2013 to June 2016; the investment director of Beijing Zhongchengyongdao Investment Management Center (Limited Partnership) (北京中誠永道投資管理中心(有限合夥)) from July 2010 to September 2013; the strategic investment and development senior manager of Beijing representative office of News Corp. from July 2006 to June 2008; the government affairs manager and senior project manager of international business department of China Netcom Corporations (中國網通公司) from March 2001 to June 2006; and the project assistant of major events department of Beijing Gehua Cultural Development Group from September 1998 to February 2001.

Ms. Mok is a director of KCS Hong Kong Limited. She has over 20 years of professional and in-house experience in the company secretarial field. She is also a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom.

## **WAIVERS FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Ms. Sun currently does not possess the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules. The Company has applied to the Stock Exchange for a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules as Ms. Sun will be assisted by Ms. Mok, the company secretary assistant to be appointed by the Company, who holds the professional qualifications as a company secretary as required under Rule 3.28 of the Listing Rules, in discharging her functions of company secretary of the Company. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years (the “**Waiver Period**”) with effect from the date of appointment of Ms. Sun, being September 23, 2016, on the condition that, (i) Ms. Sun will be assisted by Ms. Mok during the Waiver Period and the waiver will be revoked immediately if and when Ms. Mok ceases to assist Ms. Sun in discharging her functions as the company secretary; (ii) the Company will notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to revisit the situation. The Stock Exchange expects that, after the end of the Waiver Period, the Company will be able to demonstrate that Ms. Sun can satisfy Rule 3.28 of the Listing Rules after having the benefit of Ms. Mok’s assistance such that a further waiver will not be necessary; and (iii) the Company announces

the details of the waiver, including its reasons for the waiver and the waiver conditions, by way of an announcement.

By order of the Board  
**BAIC Motor Corporation Limited**  
**Xu Heyi**  
*Chairman*

Beijing, the PRC, September 23, 2016

*As at the date of this announcement, the Board comprises Mr. Xu Heyi, as Chairman of the Board and non-executive Director; Mr. Zhang Xiyong, Mr. Li Zhili as non-executive Directors, Mr. Li Feng, as executive Director; Mr. Ma Chuanqi, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Bodo Uebber, Ms. Wang Jing and Mr. Yang Shi, as non-executive Directors; and Mr. Fu Yuwu, 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*