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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)

ANNOUNCEMENT
POLL RESULTS OF THE FIRST EXTRAORDINARY
GENERAL MEETING FOR 2017
APPOINTMENT OF CHAIRMAN OF THE COMPANY
APPOINTMENT OF PRESIDENT OF THE COMPANY
APPOINTMENT OF MEMBERS OF SPECIAL COMMITTEES OF
THE BOARD

The board of directors (the “**Board**”) of BAIC Motor Corporation Limited (the “**Company**”) is pleased to announce that the first extraordinary general meeting for 2017 (the “**EGM**”) was held at 9:30 a.m. on Friday, April 21, 2017 at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry R&D Base, No. 99 Shuanghe Road, Shunyi District, Beijing, the PRC.

Reference is made to the circular (the “**EGM Circular**”) dated March 7, 2017. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the EGM Circular.

As at the date of the EGM, the total number of issued Shares was 7,595,338,182, comprising 5,494,647,500 domestic Shares and 2,100,690,682 H Shares, being the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM.

Shareholders and proxies attending the EGM represented, in aggregate, 6,644,193,107 Shares carrying voting rights, being approximately 87.477252% of the entire issued Shares of the Company as at the date of the EGM.

No Shareholder was required to abstain from voting on the resolution proposed at the EGM as required by the Listing Rules, and no Shareholder has stated his or her intention in the EGM Circular to vote against the resolution proposed at the EGM or to abstain from voting. There was no Share entitling the holder to attend and vote only against the EGM resolutions.

The EGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The EGM was chaired by Mr. Wang Min, a shareholder representative of Beijing Automotive Group Co., Ltd., a shareholder of the Company.

To comply with the requirements under the Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H share registrar, 2 Shareholder's representatives and 1 Supervisor acted as the scrutineers in respect of the voting at the EGM.

(1) POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2017

At the EGM, the following resolutions were considered and passed by way of poll and the poll results are set out as below:

Ordinary Resolutions ⁽¹⁾		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain ⁽²⁾
1.	Appointment of Directors of the third session of the Board of Directors of the Company			
1.1	Appointment of Mr. Xu Heyi as the non-executive Director of the Company	6,627,371,430 (99.746821%)	16,821,677 (0.253179%)	0 (0%)
1.2	Appointment of Mr. Zhang Xiyong as the non-executive Director of the Company	6,634,803,743 (99.858683%)	9,389,364 (0.141317%)	0 (0%)
1.3	Appointment of Mr. Li Feng as the executive Director of the Company	6,626,189,784 (99.729037%)	18,003,323 (0.270963%)	0 (0%)
1.4	Appointment of Mr. Zhang Jianyong as the non-executive Director of the Company	6,633,537,243 (99.839621%)	10,655,864 (0.160379%)	0 (0%)
1.5	Appointment of Mr. Qiu Yinfu as the non-executive Director of the Company	6,635,128,243 (99.863567%)	9,064,864 (0.136433%)	0 (0%)
1.6	Appointment of Mr. Hubertus Troska as the non-executive Director of the Company	6,635,128,243 (99.863567%)	9,064,864 (0.136433%)	0 (0%)
1.7	Appointment of Mr. Bodo Uebber as the non-executive Director of the Company	6,635,128,243 (99.863567%)	9,064,864 (0.136433%)	0 (0%)
1.8	Appointment of Mr. Guo Xianpeng as the non-executive Director of the Company	6,636,909,607 (99.890378%)	7,283,500 (0.109622%)	0 (0%)
1.9	Appointment of Ms. Wang Jing as the non-executive Director of the Company	6,635,008,243 (99.861761%)	9,184,864 (0.138239%)	0 (0%)
1.10	Appointment of Mr. Zhu Baocheng as the non-executive Director of the Company	6,636,909,607 (99.890378%)	7,283,500 (0.109622%)	0 (0%)
1.11	Appointment of Mr. Ge Songlin as the independent non-executive Director of the Company	6,644,193,107 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions ⁽¹⁾		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain ⁽²⁾
1.12	Appointment of Mr. Wong Lung Tak Patrick as the independent non-executive Director of the Company	6,562,955,222 (98.777310%)	81,237,885 (1.222690%)	0 (0%)
1.13	Appointment of Mr. Bao Robert Xiaochen as the independent non-executive Director of the Company	6,643,998,107 (99.997065%)	195,000 (0.002935%)	0 (0%)
1.14	Appointment of Mr. Zhao Fuquan as the independent non-executive Director of the Company	6,644,193,107 (100%)	0 (0%)	0 (0%)
1.15	Appointment of Mr. Liu Kaixiang as the independent non-executive Director of the Company	6,643,998,107 (99.997065%)	195,000 (0.002935%)	0 (0%)

(1) Please refer to the EGM Circular for the full text of the resolutions.

(2) The Shares abstained will be counted in the calculation of the required majority.

As majority of more than half of the votes were cast in favour of the above resolutions 1.1 to 1.15, such resolutions were duly passed as ordinary resolutions.

Save as the above resolutions 1.1 to 1.15, the Company has not received any proposal put forward by any Shareholders holding 3% or more of the voting Shares of the Company.

The Company will enter into service contracts with all the Directors of the third session of the Board as soon as possible.

(2) APPOINTMENT OF CHAIRMAN OF THE COMPANY AND APPOINTMENT OF PRESIDENT OF THE COMPANY

Immediately after the conclusion of the EGM, the Company convened the first meeting of the third session of the Board to elect Mr. Xu Heyi as the Chairman of the Company and Mr. Chen Hongliang as the President of the Company for a term commencing from the date of this announcement until expiration of the term of office of the Directors of the current session of the Board.

The biographical details of Mr. Xu Heyi which are discloseable pursuant to Rule 13.51(2) of the Listing Rules are as follows:

Mr. Xu Heyi (徐和誼), aged 59, holds a doctoral degree in management and is a senior engineer (professor level) enjoying special government allowances of the State Council. At present, Mr. Xu is the chairman of the Board of Directors, as well as the secretary of the party committee and a non-executive Director of the Company. Mr. Xu is also the chairman of the board of directors and secretary of the party committee of Beijing Automotive Group Co., Ltd. (“**BAIC Group**”), and also serves as the chairman of the board of directors of Beiqi Foton Motor Co., Ltd., the chairman of the board of directors of Beijing Benz Automotive Co., Ltd. (“**Beijing Benz**”), the chairman of the board of directors of Beijing Hyundai Motor Company Limited, the chairman of the board of directors of Fujian Benz Automotive Co.,

Ltd., the chairman of the board of directors of Beijing Electric Vehicle Co., Ltd., the vice chairman of the board of directors of Beijing Mercedes-Benz Sales Service Co., Ltd.. Mr. Xu also serves as a representative of the 18th National Congress of the Communist Party of China, a representative of the 12th National People's Congress, a member of the 11th Beijing Municipal Committee, a standing member of the 12th Beijing Municipal Committee of the Chinese People's Political Consultative Conference and the deputy chairman of the China Association of Automobile Manufacturers, among others. Mr. Xu has more than 30 years of experience in the industry and in management. He has held various positions since he served in BAIC Group in July 2002, including as the chairman of the board of directors and the secretary of the party committee of Beijing Automotive Industry Holding Co., Ltd (“**BAIC Holding**”). and BAIC Group. He has been the chairman of the Board of Directors and non-executive Director of the Company since its establishment on September 20, 2010.

Currently, Mr. Xu Heyi will not receive any remuneration from the Company as he does not hold any position (other than Director) in the Company.

Save as disclosed above, Mr. Xu Heyi confirmed that (i) he is not connected with the Directors, Supervisors, senior management, substantial shareholders or controlling shareholder; (ii) he does not hold any equity interest in the Company as defined in Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong); (iii) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is he being involved or has been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; (iv) there is no other matter that shall be brought to the attention of the Shareholders or the Stock Exchange. Save as disclosed in the biographical details, Mr. Xu Heyi confirmed that he did not hold any directorship in other listed companies in the last three years, nor was he holding any positions in any members of the Group.

The biographical details of Mr. Chen Hongliang which are discloseable pursuant to Rule 13.51(2) of the Listing Rules are as follows:

Mr. Chen Hongliang (陳宏良), aged 52, holds a master's degree in engineering and is a researcher-level senior engineer. At present, Mr. Chen is the president and deputy secretary of the party committee of the Company.

Mr. Chen has more than 20 years of experience in the automobile industry. He has held various positions from January 1996 to September 2008, including the deputy director of the chassis plant (mainly responsible for the technical quality system), head of the procurement department, director of the assembly plant and deputy general manager of NAVECO Ltd. He was the vice secretary of the party committee of NAVECO Ltd. from September 2008 to February 2009; the deputy general manager of passenger vehicle department of BAIC Holding, and vice president, and chief project director of the head office of operation and production of the Company, general manager and secretary of the party committee of Zhuzhou branch from February 2009 to January 2014; and vice president of the Company, senior executive vice president and the secretary of the party committee of Beijing Benz from January 2014 to March 2017.

Mr. Chen Hongliang will receive remuneration as senior management of the Company according to relevant regulations. Save as disclosed above, Mr. Chen Hongliang confirmed that (i) he is not connected with the Directors, Supervisors, senior management, substantial shareholders or controlling shareholder; (ii) he does not hold any equity interest in the Company as defined in Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong); (iii) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is he being involved or has been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; (iv) there is no other matter that shall be brought to the attention of the Shareholders or the Stock Exchange.

Save as disclosed in the biographical details, Mr. Chen Hongliang confirmed that he did not hold any directorship in other listed companies in the last three years, nor was he holding any positions in any members of the Group.

(3) APPOINTMENT OF MEMBERS OF SPECIAL COMMITTEES OF THE BOARD

At the first meeting of the third session of the Board held on the same date, chairmen and members of Audit Committee, Remuneration Committee, Nomination Committee and Strategy Committee were elected for a term commencing from the date of this announcement until expiration of the term of office of the Directors of the current session of the Board.

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

Beijing, the PRC, April 21, 2017

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, as non-executive Director; Mr. Li Feng, as executive Director; Mr. Zhang Jianyong, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Bodo Uebber, Mr. Guo Xianpeng, Ms. Wang Jing and Mr. Zhu Baocheng, as non-executive Directors; and Mr. Ge Songlin, 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*