

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The board (the “**Board**”) of BAIC Motor Corporation Limited (the “**Company**”) announces that due to work commitment, Ms. Sun Ke (“**Ms. Sun**”) ceased to be the company secretary of the Company (“**Company Secretary**”) 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**”) (the “**Authorised Representative**”) with effect from the date of this announcement.

Ms. Sun has confirmed that there is no disagreement with the Board and there is no matter relating to her 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 Ms. Sun for her valuable contribution to the Company during her term of office.

The Board is pleased to announce that Mr. Gu Xin (“**Mr. Gu**”), the present secretary to the Board, has been appointed as the Company Secretary and the Authorised Representative. These appointments shall be effective from the date of this announcement.

Mr. Gu, born in 1976, holds the bachelor degree of management and the master degree of business administration. He is currently the secretary to the Board of the Company and is in charge of the investor relationship management center. Mr. Gu possesses over 10 years of experience in capital operation and business management. Mr. Gu has served as the secretary to the Board of the Company with effect from August 2017; the vice minister of capital operation department and

the vice minister of securities and financial management department of Beijing Automotive Group Co., Ltd. (“**BAIC Group**”) successively from April 2015 to August 2017; the industry analyst of strategy and operation management department, the deputy minister of strategy and operation management department and the deputy minister of securities and reform department of Beijing Jingcheng Machinery Electric Holding Co., Ltd. (北京京城機電控股有限責任公司) successively from April 2009 to April 2015; the brand and strategy supervisor of business development department of China Quality Certification Centre (中國質量認證中心) from July 2005 to March 2009.

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.

Mr. Gu 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. One of the reasons is that the Company appointed Ms. Mok Ming Wai (“**Ms. Mok**”) as the company secretary assistant on September 23, 2016. Ms Mok is a director of KCS Hong Kong Limited. She has over 20 years of professional and inhouse 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. She holds the professional qualifications as a company secretary as required under Rule 3.28 of the Listing Rules, in assisting Mr. Gu to discharge his functions of Company Secretary. Secondly, the Company appointed Mr. Gu, the secretary to the Board, as the Company Secretary, which will be more beneficial to carrying out the duties of Company Secretary. The reason behind is that the responsibilities of the secretary to the Board and the Company Secretary are highly consistent with each other. With one person simultaneously serving the two positions, this arrangement will largely improve work efficiency as well as maintain close and healthy relationship with onshore and offshore investors. Thirdly, Mr. Gu is not only well familiarized with the internal administration and business operations of the PRC entities, his previous working experience in BAIC Group and the Company will also be beneficial to his anticipated role as the Company Secretary due to his comprehensive knowledge and understanding of the affairs of BAIC Group and the Company. In addition, Mr. Gu has obtained rich corporate governance experience and has engaged in communications with the board of directors of a number of listed companies. Given the above, the Company is of the view that Mr. Gu is a suitable candidate for the position of Company Secretary.

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 this announcement, on the condition that, (i) Mr. Gu 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 Mr. Gu 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 re-visit the situation. The Stock Exchange expects that, after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Gu 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 20, 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 and Mr. Zhang Jianyong, as non-executive directors; Mr. Chen Hongliang, as executive director; 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*