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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)

(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 job reassignment, Mr. Gu Xin (“**Mr. Gu**”) ceased to be the company secretary of the Company (the “**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**”), both with effect from 29 January 2019. The current company secretary assistant (the “**Company Secretary Assistant**”) Mr. Lee Kwok Fai (“**Mr. Lee**”) will continue to act as the Company Secretary Assistant.

Mr. Gu 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. Gu for his valuable contribution to the Company during his term of office.

The Board is pleased to announce that Mr. Wang Jianhui (“**Mr. Wang**”) has been appointed in replacement of Mr. Gu as the Company Secretary and the Authorised Representative, both with effect from the date of this announcement.

Mr. Wang, born in 1977, holds the bachelor degree in metallurgical machinery and the master degree in business administration. He is currently the secretary to the Board and is in charge of the investment management center and the planning center of the Company. Mr. Wang possesses rich experience in corporate governance, investment management and capital operations. Mr. Wang has served as the deputy director of planning center of the Company with effect from March 2018; the professional chief officer of planning center of the Company from October 2017 to February 2018; the director of production, the director of integrated management and the deputy general manager of Beijing Bai Das Auto System Co., Ltd. successively from September 2011 to September 2017; the manager of investment management department of the Company from July 2011 to August 2011; and, among others, the manager of project management department of BAIC Investment Co., Ltd. from August 2007 to June 2011.

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. Wang 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. The reason is that the Company continues to appoint Mr. Lee as the Company Secretary Assistant, who holds the professional qualifications as a company secretary as required under Rule 3.28 of the Listing Rules, in assisting Mr. Wang to discharge his 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 Mr. Wang, i.e. 29 January 2019.

The waiver is granted on the conditions that, (i) Mr. Wang will be assisted by Mr. Lee during the Waiver Period and the waiver will be revoked immediately if and when Mr. Lee ceases to provide assistance to Mr. Wang; (ii) the Company shall 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. Wang satisfies Rule 3.28 of the Listing Rules, having had the benefit of Mr. Lee’s assistance such that a further waiver will not be necessary; and (iii) the Company will announce 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, 29 January 2019

As at the date of this announcement, the Board comprises Mr. Xu Heyi, as Chairman of the Board and non-executive Director; Ms. Shang Yuanxian and Mr. Yan Xiaolei, as non-executive Directors; Mr. Chen Hongliang, as executive Director; Mr. Xie Wei, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Bodo Uebber, Ms. Jiao Rui Fang and Mr. Lei Hai, 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*