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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)**

**NOMINATION OF DIRECTOR CANDIDATES OF THE THIRD  
SESSION OF THE BOARD OF DIRECTORS  
APPOINTMENT OF PRESIDENT  
FURTHER POSTPONEMENT OF THE RE-ELECTION AND  
APPOINTMENT OF THE BOARD OF SUPERVISORS**

**NOMINATION OF DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD  
OF DIRECTORS**

Reference is made to the announcement of BAIC Motor Corporation Limited (the “**Company**”) dated August 19, 2016 in respect of the postponed re-election and appointment of the Company’s second session of the board of directors (the “**Board of Directors**”) and the board of supervisors (the “**Board of Supervisors**”). As the term of the second session of the Board of Directors expired on September 8, 2016, the Board of Directors hereby nominates the director (the “**Director(s)**”) candidates of the third session of the Board of Directors as follows:

Non-executive Directors	Mr. Xu Heyi, Mr. Zhang Xiyong, Mr. Zhang Jianyong, Mr. Qiu Yinfu, Mr. Hubertus Troska, Mr. Bodo Uebber, Mr Guo Xianpeng, Ms. Wang Jing, Mr. Zhu Baocheng
Executive Director	Mr. Li Feng
Independent non-executive Directors	Mr. Ge Songlin, Mr. Wong Lung Tak Patrick, Mr. Bao Robert Xiaochen, Mr. Zhao Fuquan, Mr. Liu Kaixiang

An extraordinary general meeting will be held in due course for considering the above list of Director candidates of the third session of the Board of Directors for the purpose of electing 15 Directors as the third session of the Board of Directors. The term of the third session of the Board of Directors shall be three years, with effect from the date of approval at the extraordinary general meeting of the Company.

The biographies of the Director candidates of the third session of the Board of Directors and further details related to their appointments are set out in Appendix I to this announcement.

After the third session of the Board of Directors has taken office, Ms. Shang Yuanxian, Mr. Yang Shi and Mr. Fu Yuwu, all being the Directors of the second session of the Board of Directors, shall cease to be Directors. Ms. Shang Yuanxian, Mr. Yang Shi and Mr. Fu Yuwu have confirmed that there is no disagreement between them and the Board of Directors and there is no other matter in relation to their retirement that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

## **APPOINTMENT OF PRESIDENT**

The Board of Directors hereby announces that Mr. Li Feng will cease to act as the president of the Company with effect from March 6, 2017, due to work arrangement.

Mr. Li Feng has confirmed that there is no disagreement between him and the Board of Directors and there is no other matter in relation to his resignation as the president that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board of Directors would like to take this opportunity to express its sincere gratitude to Mr. Li Feng for his outstanding contributions to the Company during his term of office as the president of the Company.

Furthermore, the Board of Directors is pleased to announce that Mr. Chen Hongliang has been appointed as the president of the Company on March 6, 2017, for a term commencing from the date of approval of the Board of Directors until expiration of the term of office of the second session of the Board of Directors. The biography of Mr. Chen Hongliang and further details related to his appointment are set out in Appendix II to this announcement.

## **FURTHER POSTPONEMENT OF THE RE-ELECTION AND APPOINTMENT OF THE BOARD OF SUPERVISORS**

Reference is made to the announcement of the Company dated August 19, 2016 in respect of the postponed re-election and appointment of the second session of the Board of Directors and the Board of Supervisors. Due to job adjustments, the procedures of appointment and retirement of relevant supervisor candidates have not been completed. Therefore, the re-election and appointment of the Board of Supervisors shall be further postponed until a new session of the Board of Supervisors is approved and established by the Shareholders at the Shareholders' general meeting of the Company as required by the articles of association of the Company. The Company will try to complete the re-election and appointment of the Board of Supervisors as soon as possible and separately publish an announcement and a circular containing particulars of the proposed candidates for members of the new session of the Board of Supervisors of the Company. All the members of the second session of the Board of Supervisors of the Company will continue to fulfill their respective responsibilities in accordance with the relevant requirements of the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the articles of association of the Company until the re-election and appointment work is completed.

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

Beijing, the PRC, March 6, 2017

*As at the date of this announcement, the Board of Directors comprises Mr. Xu Heyi, as Chairman of the board of directors and non-executive director; Mr. Zhang Xiyong, as non-executive director; Mr. Li Feng, as executive director; Mr. Zhang Jianyong, Ms. Shang Yuanxian, 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

## APPENDIX I BIOGRAPHIES OF DIRECTOR CANDIDATES

**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. (“**Foton**”), the chairman of the board of directors of BAIC Investment Co., Ltd. (“**BAIC Investment**”), 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 (“**Beijing Hyundai**”), 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. (“**Beijing Electric Vehicle**”), the chairman of the board of directors of Beijing General Aviation Co., Ltd., the chairman of the board of directors of Beijing Pan Pacific Aerospace Technology Co., Ltd., the chairman of the board of directors of Pacific Aerospace Limited in New Zealand, the vice chairman of the board of directors of Beijing Mercedes-Benz Sales Service Co., Ltd. (“**Benz Sales**”). 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**”, the predecessor of BAIC Group) 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.

**Mr. Zhang Xiyong** (張夕勇), aged 53, holds a doctoral degree in management and is a senior accountant, senior economist and senior engineer. At present, Mr. Zhang is a non-executive Director of the Company. He is also a director, deputy secretary of the party committee and general manager of BAIC Group. In addition, he is the chairman of the board of directors of BAIC (Zhenjiang) Motor Co., Ltd., the vice chairman of the board of directors Foton and the chairman of Jiangxi Chang He Automotive Co., Ltd. (“**Chang He Automotive**”).

Mr. Zhang has more than 30 years of experience in the industry and in management. He held various positions from January 1994 to June 2013, including as the standing deputy factory manager of Zhucheng Motor Factory of Beijing Automobile and Motor Joint Manufacturing Company and the standing deputy general manager, the deputy secretary of the party committee and vice chairman of the board of directors of Foton and the chairman of the board of directors of Beijing BAIC Rocar Automobile Services & Trading Co., Ltd. (“**Rocar**”). Since September 6, 2013, Mr. Zhang has been a non-executive Director of the Company.

**Mr. Li Feng** (李峰), aged 53, holds a master’s degree in power engineering, master’s degree in Business Administration for senior management and is a senior engineer. At present, Mr. Li is the executive Director of the Company. He is also a director of Beijing Benz, the chairman of the board of directors of BAIC MBtech Development Center Co., Ltd., a director of Benz Sales, a director of Mercedes-Benz Leasing Co., Ltd. and a director of Beijing Hyundai. In addition, Mr. Li is a vice president of the Academic Committee of Beijing Automotive Engineering Society and a member of the Marketing Expert Committee (Automotive) of China Association of Marketing.

Mr. Li has more than 30 years of experience in the industry and in management. From October 1996, he began to serve as the head of the Automobile Engineering Research Institute of Foton, the general manager of the marketing company and the deputy general manager of Foton, a member of the economic management committee and the deputy general manager of Chery Automobile Co., Ltd. He also served as the standing deputy general manager, secretary of the party committee and director of Beijing Hyundai from December 2009 to June 2013, and the president and deputy secretary of the party committee of the Company from August 2013 to March 2017. Since September 6, 2013, he has been the executive Director of the Company.

**Mr. Zhang Jianyong** (張建勇), aged 40, holds a doctoral degree in management science and engineering and is a senior accountant. At present, Mr. Zhang is a non-executive Director of the Company. He is also the deputy general manager of BAIC Group, a director of Foton, an executive director and secretary of the party committee of BAIC Group Industrial Investment Co., Ltd., a director of Shandong Binzhou Bohai Piston Co., Ltd., the chairman of the board of directors and secretary of the party committee of BAIC Group Finance Co., Ltd., the chairman of the board of supervisors of Beijing Electric Vehicle, a director of Beijing Hainachuan Automobile Components Corporation Limited, a supervisor of Inalfa Roof Systems Group B.V., a director of Pacific Aerospace Limited in New Zealand, a director of Chang He Automotive and a supervisor of Rocar, among others.

Mr. Zhang Jianyong has about 15 years of experience in finance and management. He served in various positions, including as the chief accountant of the finance and asset department of the State Electric Power Research Institute from July 2001 to December 2003, the assistant manager of asset and finance department, deputy manager of finance department and manager of finance department of BAIC Holding from December 2003 to December 2010, the head of finance department and deputy chief financial officer and concurrently the head of finance department of BAIC Group from December 2010 to May 2015, and the deputy general manager of BAIC International Development Co. Ltd. from April 2013 to June 2014.

**Mr. Qiu Yinfu** (邱銀富), aged 49, holds a master's degree in business administration and is a senior engineer of metallurgical equipment. At present, Mr. Qiu is a non-executive Director of the Company. He is also a director of BAIC Investment, the deputy secretary of the party committee, chairman of the labor union and deputy general manager of Beijing Shougang Company Limited, the secretary of the party committee of Hebei Shougang Qian'an Iron & Steel Co., Ltd. and a director of Foton.

Mr. Qiu has more than 20 years of experience in the industry and in management. He served in various positions from August 1989 to November 2012, including as the deputy general manager of Hebei Shougang Qian'an Iron & Steel Co., Ltd.

**Mr. Hubertus Troska**, aged 57, German, holds a bachelor's degree in English language and literature. At present, Mr. Troska is a non-executive Director of the Company, the deputy chairman of the board of directors and director of Beijing Benz. He is also a member of the board of management of Daimler AG ("**Daimler AG**"), responsible for its businesses in Greater China, and serves as the chairman and chief executive officer of Daimler Greater China.

Mr. Troska has nearly 30 years of experience in the automobile industry. He was a director and a member of the board of management of Mercedes-Benz (Turkey) Company from September 1997 to February 2000, responsible for the sales and aftersales of cars and businesses of vans, trucks and buses. He was the president of Mercedes-Benz AMG GmbH from October 2003 to April 2005. He was the global executive vice president of Daimler AG (the head of Mercedes-Benz truck, in charge of the truck business in Europe and Latin America) from April 2005 to December 2012.

**Mr. Bodo Uebber**, aged 57, German, holds a master's degree in industrial economics. At present, Mr. Uebber is a non-executive Director of the Company and a member of the board of management of Daimler AG.

Mr. Uebber has more than 30 years of experience in finance and management. He was a member of the board of management and chief financial officer of Daimler Financial Services AG (former name: DaimlerChrysler Services AG) in Berlin from 2001 to 2003, a representative member of the board of management of Daimler AG and the chairman of the board of management of Daimler Financial Services AG from 2003 to 2004.

Furthermore, he was a member of the supervisory board of TALANX AG from May 2006 to August 2011, and a member and the chairman of the board of directors of EADS N.V. from May 2007 to March 2013.

**Mr. Guo Xianpeng** (郭先鹏), aged 50, holds a master's degree in automotive engineering. He is currently the deputy general manager of China Aerospace Investment Holdings Co., Ltd.

Mr. Guo has more than 20 years of experience in the industry. From 2002 to 2015, he served as the deputy director general of the business investment department of China Aerospace Science & Technology Corporation, the vice chairman of the board of directors of Beijing Lantianda Automobile Purgation Fuel Technology Co., Ltd., an executive director, vice president and member of the party committee of China Aerospace International Holdings Limited in Hong Kong, the vice president and member of the party committee of China Aerospace International Holdings Limited and a director of China Aerospace New World Technology Co., Ltd., among others.

**Ms. Wang Jing** (王京), aged 45, holds a master's degree in laws, MBA, a senior economist and corporate legal advisor. At present, Ms. Wang is a non-executive Director of the Company, a director of Beijing Electric Vehicle, a director of BOE Technology Group Co., Ltd., a director of China Resources Pharmaceutical Group Limited, and a supervisor of CSC Financial Co., Ltd.

Ms. Wang has more than 20 years of experience in the industry and management. She served as an assistant for the manager and deputy manager of the financing department of the Hong Kong headquarters of Beijing Enterprises Holdings Limited, the manager of the corporate department in Beijing Enterprises Holdings Investment Management Co., Ltd., the deputy general manager of Beijing Jingtai Investment Management Center, the manager of the enterprise management department and the assistant to general manager of Jingtai Industry (Group) Co., Ltd., the chairman of the board of directors and the general manager of Beijing Inland Port International Logistics Co., Ltd., the general manager of the investment management department and general manager of investment management division No. 1 of Beijing State-owned Capital Operation and Management Center ("BSAMAC") and she has been the deputy general manager of BSAMAC since January 2014.

**Mr. Zhu Baocheng** (朱保成), aged 43, holds a doctoral degree in accounting and is a senior accountant. Mr. Zhu currently serves as the chief financial officer of Beijing Energy Group Co., Ltd., a director of BEIH Finance Co., Ltd., a director of Beijing Jing Guo Rui Equity Investment Funds Management Co., Ltd., a director of Beijing Jingneng Clean Energy Co., Limited and a director of Bank of Chengdu Corporation Limited.

Mr. Zhu has more than 10 years of experience in energy and management. From 2007 to 2014, he served as the manager of finance department of Beijing Jingneng International Power Co., Ltd., the chief accountant of Beijing Jingneng Thermal Power Co., Ltd., the chief accountant of Beijing Jingneng Clean Energy Co., Limited and the chief financial officer of Beijing Energy Investment Holding Co., Ltd.

**Mr. Ge Songlin** (葛松林), aged 61, holds a doctoral degree in mechanical engineering. At present, Mr. Ge is the deputy secretary of Society of Automotive Engineering of China and a senior engineer at researcher level.

Mr. Ge has more than 20 years of experience in the automobile industry. From 1997 to 2016, he served as a senior engineer in the auto industry department of the Ministry of Machine Industry, an associate professor of the automotive department of Hefei University of Technology and senior engineer in the industry department of the Ministry of Machine Industry. He also served as editor-in-chief of the academic journal Automotive Engineering, part-time professor at Hefei University of Technology, part-time professor at Jiangsu University, part-time professor at Changsha University of Science and Technology and a member of the academic committee of Shanghai Jiaotong University from 2012 to 2016.

**Mr. Wong Lung Tak Patrick** (黃龍德), aged 68, holds a doctoral degree in science of commerce, a fellow member of the Association of Chartered Certified Accountants and certified tax adviser of the Taxation Institute of Hong Kong. At present, Mr. Wong is an independent non-executive Director of the Company and also the chief practicing director of Patrick Wong C.P.A. Limited.

Mr. Wong has more than 40 years of experience in financing and management. Mr. Wong has received various honors including the Queen's Badge of Honor, was appointed by the government of Hong Kong Special Administrative Region as Non-official Justice of the Peace and awarded the Bronze Bauhinia Star by the government of Hong Kong Special Administrative Region.

Currently, Mr. Wong serves as an independent non-executive director of C C Land Holdings Limited, Galaxy Entertainment Group Limited, Guangzhou Baiyunshan Pharmaceutical Holdings Co., Ltd. (formerly known as Guangzhou Pharmaceutical Company Limited), National Arts Entertainment and Culture Group Limited, Real Nutraceutical Group Limited, Sino Oil and Gas Holdings Limited, Water Oasis Group Limited, Winox Holdings Limited and Li Bao Ge Group Limited. Mr. Wong served as an independent non-executive director of Munsun Capital Group Limited (formerly known as China Precious Metal Resources Holdings Co., Ltd.) from June 19, 2004 to October 3, 2016 and Bisu Technology Group International Limited (formerly known as Excel Development (Holdings) Limited) from November 21, 2013 to August 10, 2015.

**Mr. Bao Robert Xiaochen** (包曉晨), aged 50, American, holds a bachelor's degree in engineering, MSc, MBA, certified quality manager, certified reliability engineer and certified quality engineer. At present, Mr. Bao is an independent non-executive Director of the Company and is the director and general manager of Meihe (China) Management Consultancy Co., Ltd.

Mr. Bao has more than 20 years of experience in the industry and management. He held various positions from June 1992 to September 2013, including North America product quality engineer, product reliability expert, finished vehicle development product assurance expert of Chrysler Corporation, warranty cost expert for suppliers in North America of Daimler Chrysler AG, associate/project manager in the China divisions of EDS/A.T. Kearney of the US, director of automobile business in Greater China of EDS PLM/UGS Solutions of the US, China operation and sales general manager of Motorola Automotive Electronics Co., Asia-Pacific sales and marketing director/Asia-Pacific business platform director of electronics and safety of Delphi Automotive System (China) Holdings Co., Limited, and managing director of Accenture (China) Co., Ltd and Accenture (Detroit, U.S.) Co., Ltd. Currently, Mr. Bao serves as an independent director of Foton.

**Mr. Zhao Fuquan** (趙福全), aged 53, holds a doctoral degree in engineering. At present, Mr. Zhao is an independent non-executive Director of the Company, a professor and doctoral supervisor of the department of automotive engineering, the head of the Automotive Strategy Research Institute in Tsinghua University, a visiting professor of Jilin University and an independent director of China Automotive Engineering Research Institute Co., Ltd.

Mr. Zhao has more than 20 years of experience in the industry. Mr. Zhao served as the senior engineering specialist and research director of US Daimler Chrysler from April 1997 to March 2004, vice president and general manager of research & development center of Shenyang HuaChen Jinbei Vehicle Manufacturing Co., Ltd. from April 2004 to September 2006, president of Geely Automobile Research Institute from February 2007 to April 2013, vice president of Zhejiang Geely Holding Group and executive director of Geely Automobile Holdings Limited from November 2006 to May 2013.

**Mr. Liu Kaixiang** (劉凱湘), aged 52, holds a doctoral degree in law. At present, Mr. Liu is an independent non-executive Director of the Company. He is also a professor and doctoral supervisor of Peking University Law School, vice president of China Commercial Law Research Society and an arbitrator of China International Economic and Trade Arbitration Commission and Singapore International Arbitration Centre.

Mr. Liu has more than 20 years of experience in legal affairs. He served as the deputy director in the faculty of law and professor of Beijing Technology and Business University from July 1987 to May 1999 and has been a professor and doctoral supervisor of Peking University Law School since May 1999.

Currently, Mr. Liu serves as the independent director of Taiji Computer Corporation Ltd., Beijing Orient Landscape Co., Ltd., Beijing Ultrapower Software Co., Ltd. and Beijing Hanjian Heshan Pipe Co., Ltd.

If the appointment of the above Director candidates is approved at the extraordinary general meeting of the Company, the Company will enter into a service contract with each of the Director candidates. Currently, the above executive Director and non-executive Directors will not receive any remuneration from the Company as they do not hold any position (other than director) in the Company. The remuneration standard of independent non-executive Directors is determined in accordance with the Company's actual situation and with reference to the average market level. The remuneration standard of each independent non-executive Director is RMB120,000 per year (before tax), which shall be calculated starting from the effective date of their term of office.

Save as disclosed above, each of the Director candidates confirmed that (i) he/she is not connected with the Directors, Supervisors, senior management, substantial shareholders or Controlling Shareholder; (ii) he/she 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/she 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/she 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's no other matter that shall be brought to the attention of the Shareholders or the Stock Exchange. Save as disclosed in the biographical details, each of the Director candidates confirmed that he/she did not hold any directorship in other listed companies in the last three years, nor is he/she holding any positions in any members of the Group.

## APPENDIX II BIOGRAPHIES OF PRESIDENT

**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 of the head office of operation and production, chief project director, 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 is he holding any positions in any members of the Group.