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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 2016

APPOINTMENT OF NON-EXECUTIVE DIRECTORS OF THE COMPANY APPOINTMENT OF MEMBERS OF SPECIAL COMMITTEES OF THE BOARD APPOINTMENT OF SUPERVISOR OF THE COMPANY

The board of directors (the “**Board**”) of BAIC Motor Corporation Limited (the “**Company**”) is pleased to announce that the first extraordinary general meeting for 2016 (the “**EGM**”) was held 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 at 9:30 a.m. on Wednesday, December 28, 2016.

Reference is made to the circular (the “**EGM Circular**”) dated November 12, 2016. 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, 6,705,689,466 Shares carrying voting rights, being approximately 88.286911% of the entire issued Shares of the Company as at the date of the EGM.

BAIC Group, the connected person of the Company, and its associates were required to, and did, abstain from voting on the proposed ordinary resolution 1 at the EGM. Therefore, the 3,416,659,704 domestic Shares (representing approximately 44.98% of the entire issued Shares of the Company) held by BAIC Group and its associates as at the date of the EGM were not counted for the purpose of calculating the votes on ordinary resolution 1. Save for BAIC Group and its associates, no Shareholder was required to abstain from voting on any of the EGM resolutions. 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. The EGM was chaired by Mr. Li Feng, executive Director and President of the Company.

The resolutions proposed at the EGM set out below were duly passed by way of poll.

(1) POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2016

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.	Renewal of Continuing Connected Transactions with Beijing Automotive Group Co., Ltd. (“BAIC Group”)			
1.1	Deposit transactions between our Group and BAIC Group Finance Co., Ltd. under Financial Services Framework Agreement	3,177,596,268 (96.611965%)	111,433,494 (3.388035%)	0 (0%)
1.2	Products purchasing transactions between our Group and BAIC Group and its associates under the Products and Services Purchasing Framework Agreement	3,289,029,762 (100%)	0 (0%)	0 (0%)
1.3	Services purchasing transactions between our Group and BAIC Group and its associates under the Products and Services Purchasing Framework Agreement	3,289,029,762 (100%)	0 (0%)	0 (0%)
1.4	Provision of products transactions between our Group and BAIC Group and its associates under the Provision of Products and Services Framework Agreement	3,289,029,762 (100%)	0 (0%)	0 (0%)
2.	Appointment of Non-executive Directors of the Company			
2.1	Appointment of Mr. Zhang Jianyong as the Non-executive Director of the Company	6,691,404,260 (99.786969%)	14,285,206 (0.213031%)	0 (0%)
2.2	Appointment of Ms. Shang Yuanxian as the Non-executive Director of the Company	6,691,404,260 (99.786969%)	14,285,206 (0.213031%)	0 (0%)
3.	Appointment of Mr. Wang Min as the Supervisor of the Company	6,691,478,714 (99.788079%)	14,210,752 (0.211921%)	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, such resolutions were duly passed as ordinary resolutions.

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

(2) APPOINTMENT OF NON-EXECUTIVE DIRECTORS OF THE COMPANY

Ordinary resolution 2 as stated above was duly passed by Shareholders at the EGM. According to relevant laws and regulations including the Company Law of the PRC and the Articles of Association, Mr. Zhang Jianyong and Ms. Shang Yuanxian were appointed as non-executive Directors of the Company for a term commencing from the date on which the relevant resolutions being passed at the EGM until expiration of the term of office of the Directors of the current session of the Board.

The biographical details of Mr. Zhang Jianyong and Ms. Shang Yuanxian (collectively, the "**Newly Appointed Directors**") which are discloseable pursuant to Rule 13.51(2) of the Listing Rules are as follows:

Mr. Zhang Jianyong, aged 39, holds a doctoral degree in management science and engineering and is a senior accountant. At present, he is the deputy general manager of BAIC Group, a director of Foton, an executive director and secretary of the Communist Party of China (CPC) committee of BAIC Group Industrial Investment Co., Ltd. (北京汽車集團產業投資有限公司), a director of Shandong Binzhou Bohai Piston Co., Ltd. and the chairman and secretary of the Communist Party of China (CPC) committee of BAIC Group Finance Co., Ltd.

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, served as the assistant manager of asset and finance department, deputy manager of finance department and manager of finance department of Beijing Automotive Industry Holding Co., Ltd. from December 2003 to December 2010, served as 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 deputy general manager of BAIC International Development Co. Ltd. from April 2013 to June 2014.

Ms. Shang Yuanxian, aged 50, holds a bachelor degree in Commercial Enterprise Management and is a senior accountant and a certified public accountant. At present, she is the secretary of the board of directors of BAIC Group and the director of the office under the board of directors, the director of Foton, and the supervisor of Jiangxi Changhe Motor Co., Ltd. as well as the director of Shandong Binzhou Bohai Piston Co., Ltd. Ms. Shang Yuanxian has about 30 years of experience in financial, auditing, capital operation and management and she has consecutively held many posts. Specifically, from August 1988 to December 1999, she was the member of the Auditing Bureau of Shizuishan City of Ningxia as well as the director and deputy head of the Auditing Department of the bureau; from December 1999 to December 2001, she served as the manager of the Auditing Department of SHINEWING CPA Limited; from December 2001 to May 2005, she consecutively served as the deputy manager and manager of the Auditing Department and the manager of the

Financial Department of China Huan Dao (Group) Ltd. (中國寰島(集團)公司); from May 2005 to December 2010, she worked as the deputy manager and the head of the Department of the Management of State-owned Assets in Beijing Automotive Industry Holding Co., Ltd.; from December 2010 to December 2015, she was the head of the Department of Management of State-owned Assets, the supervisor of capital operation and the head of the Department of Capital Operation of BAIC Group.

As of the date of this announcement, save as disclosed above, each of the Newly Appointed Directors 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 SFO; (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. Save as disclosed in the biographical details, each of the Newly Appointed Directors confirmed that he/she did not hold any directorship in other listed companies in the last three years, nor was he/she holding any positions in any members of the Group.

The Company will enter into a service contract with each of the Newly Appointed Directors as soon as possible after their terms of office become effective. Mr. Zhang Jianyong and Ms. Shang Yuanxian will not receive any remuneration from the Company as they do not hold any position (other than Director) in the Company.

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

Immediately following the end of the EGM, the Board was pleased to announce the election of Mr. Zhang Jianyong as the member of the Audit Committee and the member of the Strategic Committee and Mr. Zhang Xiyong as the member of the Nomination Committee of the Board of the Company until expiration of the term of office of the second session of the Board.

(4) APPOINTMENT OF SUPERVISOR OF THE COMPANY

Ordinary resolution 3 as stated above was duly passed by Shareholders at the EGM. According to relevant laws and regulations including the Company Law of the PRC and the Articles of Association, Mr. Wang Min was appointed as a Supervisor of the Company for a term commencing from the date on which the relevant resolution being passed at the EGM until expiration of the term of office of the Supervisors of the current session of the Board of Supervisors.

The biographical details of Mr. Wang Min are as follows:

Mr. Wang Min, aged 50, holds a master degree in industrial engineering from the University of Science and Technology Beijing and is a senior accountant. At present, he is the designated full-time supervisor of BAIC Group. Mr. Wang Min has about 30 years of experience in financial management and business management. He served in various positions, including consecutively served as the price officer of profits tax division, cost officer of cost division, responsible officer and deputy department head of capital division and deputy department head of profits tax division of finance department of Shougang's Beigang Company (北鋼公司) from August 1989 to November 1995, served as the profit tax administrator (deputy chief level), office head assistant (chief level) and deputy office head of price and tax office of audit and finance department of Shougang's headquarter from November 1995 to October 1999, served as the chief accountant of Beijing Shougang Company Limited from October 1999 to December 2010, consecutively

served as the vice president and committee member of the party committee of the Company from December 2010 to December 2013, served as the party secretary of the party committee and general manager of Beijing Rocar Automotive Trading Co., Ltd. (北京鵬龍行汽車貿易有限公司) (“**Rocar**”) from December 2013 to December 2014, simultaneously served as the party secretary of the party committee and general manager of Rocar and BAIC Rocar Automobile Services & Trade Co. Ltd. (“**BAIC Rocar**”) from December 2014 to December 2015 and simultaneously served as the joint party secretary of the party committee of BAIC Rocar Services & Trade (北汽鵬龍服務貿易) and general manager of BAIC Rocar and Rocar from December 2015 to April 2016.

As of the date of this announcement, save as disclosed above, Mr. Wang Min 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 SFO; (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. Save as disclosed in the biographical details, Mr. Wang Min 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 Company will enter into a service contract with Mr. Wang Min as soon as possible after his term of office becomes effective. Mr. Wang Min will not receive any remuneration from the Company for serving as Supervisor.

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

Beijing, the PRC, December 28, 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, 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