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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)**

**POLL RESULTS OF 2016 ANNUAL GENERAL MEETING,  
2017 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING AND  
2017 FIRST H SHAREHOLDERS CLASS MEETING  
PAYMENT OF FINAL DIVIDEND FOR 2016  
APPOINTMENT OF EXECUTIVE DIRECTOR  
APPOINTMENT OF MEMBERS OF SPECIAL COMMITTEES OF THE BOARD  
AND  
CHANGE OF AUTHORISED REPRESENTATIVE**

**POLL RESULTS OF THE MEETINGS**

BAIC Motor Corporation Limited (the “**Company**”) is pleased to announce that the 2016 annual general meeting (the “**AGM**”), the 2017 first domestic shareholders class meeting and the 2017 first H shareholders class meeting (the “**Domestic Shareholders Class Meeting**” and “**H Shareholders Class Meeting**” respectively; together, the “**Shareholders Class Meetings**”) were 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 Friday, June 23, 2017.

Reference is made to the Company’s circular (the “**Circular**”) dated May 9, 2017. Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the AGM and the Shareholders Class Meetings, the total number of the Company’s 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 AGM and the Shareholders Class Meetings.

Shareholders and proxies attending the AGM represented, in aggregate, 6,790,539,276 Shares carrying voting rights, being approximately 89.404041% of the entire issued Shares of the Company as at the date of the AGM. Shareholders and proxies attending the Domestic Shareholders Class Meeting represented, in aggregate, 5,425,969,670 Domestic Shares carrying voting rights, being approximately 98.750096% of the entire issued Domestic Shares of the Company as at the date of the Domestic Shareholders Class Meeting. Shareholders and proxies attending the H Shareholders Class Meeting represented, in aggregate, 1,364,569,606 H Shares carrying voting rights, being approximately 64.958141% of the entire issued H Shares of the Company as at the date of the H Shareholders Class Meeting.

No Shareholder was required to abstain from voting on any of the resolutions at the AGM and/or the Shareholders Class Meetings. There was no Share entitling the holder to attend and vote only against the resolutions of the AGM and/or Shareholders Class Meetings.

The AGM and the Shareholders Class Meetings were legally and validly convened in compliance with the requirements of the Company Law of the PRC. Each of the AGM and the Shareholders Class Meetings was chaired by Mr. Chen Hongliang, president 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 AGM and the Shareholders Class Meeting.

## POLL RESULTS OF THE AGM

All of the resolutions proposed at the AGM set out below were duly passed by way of poll.

Ordinary Resolutions <sup>(1)</sup>		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(2)</sup>
1.	To consider and approve the report of the Board of Directors for 2016 of the Company	6,790,539,276 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the report of the Board of Supervisors for 2016 of the Company	6,790,539,276 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the financial report for 2016 of the Company	6,790,539,276 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the profits distribution and dividends distribution plan for 2016 of the Company	6,790,539,276 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the re-appointment of the international auditor and domestic auditor for 2017	6,790,539,276 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the appointment of executive Director	6,762,965,647 (99.593941%)	27,573,629 (0.406059%)	0 (0%)

Special Resolutions <sup>(1)</sup>		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(2)</sup>
7.	To consider and approve the General Mandate for the issuance of onshore and offshore corporate debt financing instruments <sup>(3)</sup>	6,790,539,276 (100%)	0 (0%)	0 (0%)
8.	To consider and approve the General Mandate for the issuance of Shares <sup>(4)</sup>	6,661,613,510 (98.101391%)	128,925,766 (1.898609%)	0 (0%)
9.	To consider and approve the General Mandate for the repurchase of Shares	6,790,539,276 (100%)	0 (0%)	0 (0%)

(1) Please refer to the Circular for details of the resolutions.

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

(3) Onshore and offshore corporate debt financing instruments included but not limited to enterprise bonds, corporate bonds, ultra-short-term financing bonds, short-term financing bonds, medium-term notes, non-public targeted debt financing instruments and other onshore and offshore corporate debt financing instruments in RMB or foreign currency permitted to be issued by the regulatory authorities.

(4) Shares included but not limited to Domestic Shares and/or H Shares, securities convertible into shares and options, warrants or similar rights to subscribe for any Shares or such convertible securities.

As majority of more than half of the votes were cast in favor of resolutions 1 to 6 above, such resolutions were duly passed as ordinary resolutions. As majority of more than two-thirds of the votes were cast in favor of resolutions 7 to 9 above, such resolutions were duly passed as special resolutions.

Save as resolution 1 to resolution 9 above, the Company has not received any proposal put forward by any Shareholders holding 3% or more of the voting Shares of the Company.

## POLL RESULTS OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

The resolution proposed at the Domestic Shareholders Class Meeting set out below was duly passed by way of poll.

Special Resolution <sup>(1)</sup>		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(2)</sup>
1.	To consider and approve the General Mandate for the repurchase of Shares	5,425,969,670 (100%)	0 (0%)	0 (0%)

- (1) Please refer to the Circular for details of the resolution.
- (2) The Shares abstained will be counted in the calculation of the required majority.

As majority of more than two-thirds of the votes were cast in favor of resolution 1 above, such resolution was duly passed as a special resolution.

Save as resolution 1 above, the Company has not received any proposal put forward by any Shareholders holding 3% or more of the voting Shares of the Company.

## **POLL RESULTS OF THE H SHAREHOLDERS CLASS MEETING**

The resolution proposed at the H Shareholders Class Meeting set out below was duly passed by way of poll.

<b>Special Resolution <sup>(1)</sup></b>		<b>Number of votes cast and the percentage of total number of votes cast</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain<sup>(2)</sup></b>
1.	To consider and approve the General Mandate for the repurchase of Shares	1,364,569,606 (100%)	0 (0%)	0 (0%)

- (1) Please refer to the Circular for the details of the resolution.
- (2) The Shares abstained will be counted in the calculation of the required majority.

As majority of more than two-thirds of the votes were cast in favor of resolution 1 above, such resolution was duly passed as a special resolution.

Save as resolution 1 above, the Company has not received any proposal put forward by any Shareholders holding 3% or more of the voting Shares of the Company.

## **PAYMENT OF FINAL DIVIDENDS FOR 2016**

Following the approval by the Shareholders at the AGM, the Company is pleased to announce that details relating to payment of final dividend for the year ended December 31, 2016 to Shareholders of the Company are as follows:

The Company will distribute a final dividend for the year 2016 of RMB0.29 (tax inclusive) per Share with an aggregate amount of RMB2,202,648,072.78 to Shareholders on Friday, September 8, 2017 whose names appear on the register of members of the Company on Tuesday, July 4, 2017. Final dividend will be paid to holders of Domestic Shares in RMB and to those of H Shares in Hong Kong dollar as converted based on the average closing exchange rate of Hong Kong dollar against RMB published by the People's Bank of China for the five consecutive business days before the date of approval of distributing dividends (i.e. June 23, 2017). Accordingly, the final dividend payable per H Share is HK\$0.3320 (tax inclusive).

In order to ascertain the entitlements of the Shareholders to receive the proposed final dividend, the register of members of the Company will be closed from Thursday, June 29, 2017 to Tuesday, July 4, 2017 (both days inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to receive the proposed final dividend, all transfer documents must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares no later than 4:30 p.m. on Wednesday, June 28, 2017, or China Securities Depository and Clearing Corporation Limited at No. 17 Tai Ping Qiao Street, Xicheng District, Beijing, the PRC for holders of Domestic Shareholders no later than 4:00 p.m. on Wednesday, June 28, 2017.

Pursuant to the Enterprise Income Tax Law of PRC effective from January 1, 2008 and its implementation provisions and relevant regulations, the Company is obliged to withhold and pay enterprise income tax at a rate of 10% when it distributes the 2016 final dividend to the non-resident enterprise shareholders whose names are registered in the register of members of H Shares. Any shares which are not registered in the name(s) of individual H Shareholder(s), including the HKSCC Nominees Limited, other agents or trustees, or other organizations and societies shall be deemed to be Shares held by non-resident enterprise shareholders, and therefore the PRC enterprise income tax shall be deducted from their dividends payable.

Pursuant to the provisions and relevant laws and regulations under Guoshui Han [2008] No. 897 and Guoshui Han [2008] No. 112, the Company shall withhold and pay enterprise income tax on the dividends at the tax rate of 10% for overseas non-resident enterprise shareholders. Non-resident enterprise shareholders receiving the dividends may, or may entrust a withholding agent or the Company to, apply to the competent tax authorities for the entitlement of tax treatment under the tax treaty (arrangements) by providing all the materials of the actual beneficial owner in compliance with the provisions of the tax treaty (arrangements). The difference of the tax shall be refunded by the competent tax authority upon audit.

Pursuant to the provisions and relevant laws and regulations under Caishui [2014] No. 81, for individual domestic investors who receive dividend gains derived from investment via the Shanghai-Hong Kong Stock Connect, the Company shall withhold and pay individual income tax at the rate of 20% on their behalf in accordance with the register of individual domestic investor as provided by the China Securities Depository and Clearing Corporation Limited. For domestic securities investment funds receiving dividend gains derived from investment via the Shanghai-Hong Kong Stock Connect, the taxable personal income shall be in accordance with the aforesaid provisions.

Pursuant to the provisions and relevant laws and regulations under Caishui [2016] No. 127, for individual domestic investors who receive dividend gains derived from investment via the Shenzhen-Hong Kong Stock Connect, the Company shall withhold and pay individual income tax at the rate of 20% on their behalf in accordance with the register of individual domestic investor as provided by the China Securities Depository and Clearing Corporation Limited. For domestic securities investment funds receiving dividend gains derived from investment via the Shenzhen-Hong Kong Stock Connect, the taxable personal income shall be in accordance with the aforesaid provisions.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders of the Company.

Should the H Shareholders of the Company have any doubts in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for the relevant tax impacts in Mainland China, Hong Kong (or Macau) and other countries (regions) on the possession and disposal of the H Shares of the Company.

The Company will determine the identities of the holders of H Shares based on the registered address as recorded in the register of members of the Company on Tuesday, July 4, 2017. Shareholders of the Company should read this item carefully, if anyone would like to change the identity of the Shareholder, please enquire about the relevant procedures with the agents or trustees. The Company is neither obligated nor responsible for ascertaining the identity of the Shareholders and will strictly comply with the relevant laws on withholding enterprise income taxes in accordance with the records of the H Share register as at the record date, and will not entertain any requests in relation to any delay or error in ascertaining the identity of the Shareholders.

## **APPOINTMENT OF EXECUTIVE DIRECTOR**

Mr. Chen Hongliang was appointed as an executive Director at the AGM for a term commencing from the date of approval at the AGM until the expiration of the term of the third session of the Board. Mr. Chen Hongliang will receive senior management's remuneration from the Company pursuant to the relevant requirements, but he will not receive any Director's allowance from the Company. The Company will enter into a service contract with Mr. Chen Hongliang as soon as possible. With effect from the date of appointment of Mr. Chen Hongliang, Mr. Li Feng will cease to be the executive Director of the Company due to work arrangements.

Mr. Li Feng confirms that he has no disagreement in any respect with the Board and there is no other matter relating to his resignation that should be brought to the attention of the shareholders of the Company or the Stock Exchange.

The biographical details of Mr. Chen Hongliang to be disclosed 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 vice 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, and the deputy general manager of passenger vehicle department of Beijing Automotive Industry Holding Co., Ltd. (the predecessor of Beijing Automotive Group Co., Ltd.), and vice president of the head office of operation and production, chief project director of the Company, and general manager and secretary of the party committee of Zhuzhou branch from February 2009 to January 2014. He was the vice president of the Company, and the senior executive vice president and the secretary of the party committee of Beijing Benz Automotive Co., Ltd. ("**Beijing Benz**") from January 2014 to March 2017, the director of Beijing Benz from January 2014 to now, and the president and vice secretary of the party committee of the Company since March 2017.

Save as disclosed above, Mr. Chen Hongliang confirmed that (1) he had not held any position in the Company or any of its subsidiaries, and over the past three years, had not served as a director or supervisor in any other listed companies; (2) he had no relationship with any other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company or any of its subsidiaries; (3) as of the date of this announcement, he had not owned any interest in the Shares of the Company within the meaning of Part XV of the SFO of Hong Kong.

Save as disclosed above, Mr. Chen Hongliang confirmed there was no other information that was required to be disclosed under Rule 13.51(2) (h) to (v) of the Listing Rules, and there were no other matters related to the appointment of Mr. Chen Hongliang as the executive Director of the Company that were required to be brought to the Shareholders' attention.

## APPOINTMENT OF MEMBERS OF SPECIAL COMMITTEES OF THE BOARD

Mr. Chen Hongliang was appointed as the member of the Strategy Committee and the Remuneration Committee of the Board of the Company for a term commencing from the date of approval as the executive Director at the AGM until the expiration of the term of the third session of the Board.

Following the appointment of Mr. Chen Hongliang, Mr. Li Feng will also cease to be the member of the Strategy Committee and the Remuneration Committee of the Board of the Company, with effect from the date of AGM.

## CHANGE OF AUTHORISED REPRESENTATIVE

Mr. Chen Hongliang was appointed as an authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules (the “**Authorised Representative**”), with effect from the date of AGM.

Following the appointment of Mr. Chen Hongliang, Mr. Li Feng will also cease to be the Authorised Representative, with effect from the date of AGM.

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

Beijing, the PRC, June 23, 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. Zhang Jianyong, as non-executive Director; 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