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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 SECOND EXTRAORDINARY
GENERAL MEETING FOR 2017
APPOINTMENT OF SUPERVISORS OF THE COMPANY

The board of directors (the “**Board**”) of BAIC Motor Corporation Limited (the “**Company**”) is pleased to announce that the second extraordinary general meeting for 2017 (the “**EGM**”) was held at 9:30 a.m. on Tuesday, December 5, 2017 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.

Reference is made to the circular of the Company (the “**EGM Circular**”) dated October 31, 2017. 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, 6,872,425,302 Shares carrying voting rights, being approximately 90.48215% of the entire issued Shares of the Company as at the date of the EGM.

No Shareholder was required to abstain from voting on the resolutions proposed at the EGM as required by the Listing Rules, and no Shareholder has stated his or her intention in the EGM Circular to vote against or abstain from voting on the resolutions proposed at the EGM. 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 of the Company. The EGM was chaired by Mr. Chen Hongliang, the executive Director and 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, two Shareholder's representatives and one Supervisor acted as the scrutineers in respect of the voting at the EGM.

POLL RESULTS OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR 2017

At the EGM, the following resolutions were considered and passed by way of poll and the poll results are set out as below:

Special Resolutions ⁽¹⁾		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain ⁽²⁾
1	the A Share Offering	6,872,425,302 100%	0 0%	0 0%
2	the authorisation to the Board to have the full power to deal with matters relating to the issue and listing of A Shares	6,872,425,302 100%	0 0%	0 0%
3	the amendments to the Articles to be valid after the issue and listing of A Shares	6,872,425,302 100%	0 0%	0 0%
4	the change of registered office and amendments to the Articles	6,872,425,302 100%	0 0%	0 0%
Ordinary Resolutions ⁽¹⁾		For	Against	Abstain ⁽²⁾
1	proposal on the adoption of the use of proceeds from the issue of A Shares	6,872,425,302 100%	0 0%	0 0%
2	the dilution of current returns as a result of the issue and proposed remedial measures	6,872,425,302 100%	0 0%	0 0%
3	the undertakings on the disclosure of information in the prospectus published in connection with the Issue of A Shares	6,872,425,302 100%	0 0%	0 0%
4	the A Share Price Stabilisation Plan	6,872,425,302 100%	0 0%	0 0%
5	proposal on the distribution of the accumulated profits before the issue and listing of A Shares	6,872,425,302 100%	0 0%	0 0%
6	the Shareholder dividend plan for the three-year after the Issue of A Shares	6,872,425,302 100%	0 0%	0 0%
7	the report on the use of proceeds from previous fund raising activities	6,872,425,302 100%	0 0%	0 0%
8	the amendments to the rules of procedures for the shareholders general meeting to be valid after the issue and listing of A Shares	6,872,425,302 100%	0 0%	0 0%

Ordinary Resolutions ⁽¹⁾		For	Against	Abstain ⁽²⁾
9	the amendments to the rules of procedures for the Board to be valid after the issue and listing of A Shares	6,872,425,302 100%	0 0%	0 0%
10	the adoption of working system for independent Directors	6,872,425,302 100%	0 0%	0 0%
11	the adoption of administrative measures on related party transactions to be valid after the issue and listing of A Shares	6,872,425,302 100%	0 0%	0 0%
12	the adoption of the administrative measures on the use of proceeds	6,872,425,302 100%	0 0%	0 0%
13	the adoption of the administrative measures on external guarantees	6,872,425,302 100%	0 0%	0 0%
14	the engagement of Pricewaterhousecoopers Zhong Tian LLP (Special General Partnership) as the auditor for the A Share Offering	6,872,425,302 100%	0 0%	0 0%
15	the amendments to the rules of procedures for the Board of Supervisors to be valid after the issue and listing of A Shares	6,872,425,302 100%	0 0%	0 0%
16.	appointment of the Non-employee Representative Supervisors of the third session of the Board of Supervisors of the Company			
16.1	appointment of Mr. Gu Zhangfei (顧章飛) as the shareholder representative Supervisor of the Company	6,872,420,302 99.999927%	0 0%	5,000 0.000073%
16.2	appointment of Mr. Wang Min (王敏) as the shareholder representative Supervisor of the Company	6,872,420,302 99.999927%	0 0%	5,000 0.000073%
16.3	appointment of Mr. Yao Shun (姚舜) as the shareholder representative Supervisor of the Company	6,872,420,302 99.999927%	0 0%	5,000 0.000073%
16.4	appointment of Mr. Jiang Dali (姜大力) as the shareholder representative Supervisor of the Company	6,867,358,949 99.926280%	5,061,353 0.073647%	5,000 0.000073%
16.5	appointment of Mr. Pang Minjing (龐民京) as the Independent Supervisor of the Company	6,872,420,302 99.999927%	0 0%	5,000 0.000073%
16.6	appointment of Mr. Zhan Zhaohui (詹朝暉) as the Independent Supervisor of the Company	6,872,420,302 99.999927%	0 0%	5,000 0.000073%

(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 two-thirds of the votes were cast in favour of the above special resolutions 1 to 4, such resolutions were duly passed as special resolutions. As majority of more than half of the votes were cast in favour of the above ordinary resolutions 1 to 16, such resolutions were duly passed as ordinary resolutions.

Save as the above special resolutions 1 to 4 and the above ordinary resolutions 1 to 16, the Company has not received any proposal put forward by any Shareholders holding 3% or more of the voting Shares of the Company.

APPOINTMENT OF SUPERVISORS OF THE COMPANY

Mr. Gu Zhangfei, Mr. Wang Min, Mr. Yao Shun and Mr. Jiang Dali were appointed as the shareholder representative Supervisors of the Company at the EGM, Mr. Pang Minjing and Mr. Zhan Zhaohui were appointed as the independent Supervisors of the Company at the EGM and Mr. Zhang Guofu, Mr. Li Shuangshuang and Ms. Wang Bin were appointed as the employee representative Supervisors of the Company at the employee representative congress held on November 29, 2017. The terms of shareholder representative Supervisors, independent Supervisors and employee representative Supervisors will take effect from the date of this announcement and end upon the expiry of the term of office of the third session of the Board of Supervisors. Mr. Gu Zhangfei was elected as the chairman of the third session of the Board of Supervisors on the same date as the first meeting of the third session of the Board of Supervisors. His term will take effect from the date of this announcement and end upon the expiry of the term of office of the third session of the Board of Supervisors. The Company will enter into service contracts with all the Supervisors of the third session of the Board of Supervisors as soon as possible. Shareholder representative Supervisors will not receive any remuneration from the Company and the remuneration to be received by independent Supervisors is RMB120,000 per year, while employee representative Supervisors will receive salary based on his/her positions in the Company but will not receive any remuneration from the Company for serving as Supervisors.

The biographies of the above Supervisors and further details related to their appointments are set out in the appendix to this announcement.

Save as disclosed above, each of the Supervisors confirmed that (i) he/she is not connected with the Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders; (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 Rules Governing the Listing of Securities on the Stock Exchange (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; and (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, each of the Supervisors 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 Company or its subsidiaries.

With the establishment of the third session of the Board of Supervisors, Mr. Zhang Yuguo, Mr. Yu Wei, Mr. Zhu Zhenghua, Ms. Li Chengjun and Mr. Wang Jianping ceased to be the Supervisors of the Company with effect from the date of this announcement. They have confirmed that there is no disagreement between them and the Board, and the Board of Supervisors, and there is no other matter in relation to their retirement that needs to be brought to the attention of the Shareholders or the Stock Exchange.

By order of the Board
BAIC Motor Corporation Limited
Gu Xin

Secretary to the Board and Company Secretary

Beijing, the PRC, December 5, 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 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*

APPENDIX BIOGRAPHIES OF SUPERVISORS

Mr. Gu Zhangfei (顧章飛), aged 51, holds a bachelor's degree in management and a master's degree in business administration and is a senior engineer. Since September 2017, he has been the full-time deputy director-level supervisor of the Beijing Municipal State-owned Enterprises Supervisory Board (北京市國有企業監事會). Mr. Gu has over 20 years of experience in business management. He successively worked as a specialist, section chief and deputy division chief of the spare parts division, division chief of the raw materials division and assistant to the general manager of Shougang's Beigang (首鋼北鋼) from July 1988 to November 1995. He successively served as the deputy division chief and division chief of the spare parts division of the mechanics department of Shougang Corporation (首鋼總公司) from November 1995 to December 2004, and worked as the deputy general manager and general manager of the sales company of Shougang Corporation and the deputy general manager of Xingang Company (新鋼公司) from December 2004 to September 2010. He was a director, the general manager and the deputy secretary of the party committee of Qinhuangdao Shouqin Metal Material Co., Ltd. (秦皇島首秦金屬材料有限公司) from September 2010 to October 2012. He successively served as the assistant to the general manager of Shougang Corporation (首鋼總公司), the deputy secretary of the party committee and the secretary of the discipline inspection commission of Shougang Jingtang United Iron and Steel Company Limited (首鋼京唐鋼鐵聯合有限責任公司), the secretary of the party committee and the secretary of the discipline inspection commission of Shougang Jingtang United Iron and Steel Company Limited (首鋼京唐鋼鐵聯合有限責任公司), and the secretary of the party committee and the chairman of Beijing Shougang Shareholding Investment Management Co., Ltd. (北京首鋼股權投資管理有限公司) from October 2012 to September 2017.

Mr. Wang Min (王敏), aged 51, holds a master's degree in industrial engineering and is a senior accountant. At present, Mr. Wang is a supervisor of the Company. Mr. Wang is also the director of the first office of the full-time supervisor office of Beijing Automotive Group Co., Ltd. ("**BAIC Group**"). Mr. Wang Min has about 30 years of experience in financial management and business management. He served in various positions, including consecutively serving as the price officer of profit tax division, cost officer of cost division, responsible officer and deputy department head of capital division and deputy department head of profit tax division of finance department of Shougang's Beigang Company (首鋼北鋼公司) from August 1989 to November 1995; serving as the profit tax administrator, office head assistant and deputy office head of price and tax office of audit and finance department of Shougang Corporation (首鋼總公司) from November 1995 to October 1999; serving as the chief accountant of Beijing Shougang Company Limited ("**Shougang Shares**") from October 1999 to December 2010; serving as a member of the party committee and the vice president of the Company from December 2010 to December 2013; serving as the secretary of the party committee and the 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 serving as the secretary of the party committee and general manager of Rocar and BAIC ROCAR Automobile Services & Trade Co., Ltd. (北京北汽鵬龍汽車服務貿易股份有限公司) ("**BAIC ROCAR**") from December 2014 to December 2015 and simultaneously serving as the joint 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; serving as the designated full-time supervisor of BAIC Group from April 2016 to June 2016. Since June 2016, he has been the director of the first office of the full-time supervisor office of BAIC Group. Since December 2016, he has been a supervisor of the Company.

Mr. Yao Shun (姚舜), aged 36, holds a bachelor's degree and a master's degree in material processing engineering and a part-time master's degree in finance and is a middle class steel-rolling engineer. Since August 2017, he has been the deputy secretary of the party committee and the general manager of Beijing Shougang Cold-Rolled Sheet Co., Ltd. (北京首鋼冷軋薄板有限公司). Mr. Yao has more than 10 years of working experience in relevant business and management. He served successively as a researcher of the plate and strip department, a specialist of the technology management division, the team head of the general management team of the automobile sheet marketing division, the assistant to director of the automobile sheet marketing division, and the deputy director of the automobile sheet marketing division of Shougang Technology Research Institute (首鋼技術研究院) from April 2006 to May 2015; he served as the deputy general manager of Shougang Cold-Rolled Sheet Co., Ltd. (首鋼冷軋薄板有限公司) from May 2015 to June 2016; he successively served as the deputy director of the technology and quality control department of Shougang Shares and the deputy general manager of Shougang Cold-Rolled Company (首鋼冷軋公司) and the deputy director of the manufacturing department of Shougang Shares and the deputy general manager of Beijing Shougang Cold-Rolled Sheet Co., Ltd. from June 2016 to May 2017; and he served as the general manager of Beijing Shougang Cold-Rolled Sheet Co., Ltd. and the deputy director of the manufacturing department of Shougang Shares from June 2017 to July 2017.

Mr. Jiang Dali (姜大力), aged 37, holds a bachelor's degree in law and a master's degree in sociology. Since June 2017, he has been serving as the deputy general manager of Beijing Industry Investment Management Co., Ltd. (北京工業發展投資管理有限公司). Mr. Jiang has more than 10 years of working experience in relevant business and management. He was a clerk of Yong Shun Township, Tongzhou District, Beijing, and the deputy head and the secretary of the committee of Investment Promotion Center successively from July 2003 to June 2007. He worked as the deputy general manager of Beijing Tongzhou Business Park Development Co., Ltd. (北京通州商務園開發建設有限公司) from June 2007 to September 2008 and the deputy head of the administration commission of Beijing Tongzhou Xincheng Financial Service District (北京市通州新城金融服務區) from September 2008 to July 2011. He served as the chairman, general manager and a consultant of Beijing Tongzhou Business Park Development Co., Ltd. (北京通州商務園開發建設有限公司) from July 2011 to February 2014, and a consultant of the administration commission of Beijing Tongzhou Xincheng Financial Service District (北京市通州新城金融服務區) from February 2014 to May 2017.

Mr. Pang Minjing (龐民京), aged 61, holds a bachelor's degree in law and is a senior lawyer. At present, Mr. Pang is an independent supervisor of the Company. Mr. Pang has more than 30 years of experience in the law industry. He also worked at Beijing Automobile Repair Company from April 1975 to August 1979. He worked as a cadre of Beijing Municipal Security Bureau from September 1983 to April 1985 and a lawyer at Beijing Municipal Second Law Firm from April 1985 to October 1988. Mr. Pang was a partner of Beijing North Law Firm between November 1988 and August 2002. Since September 2002, he has been working as a director of Beijing North Law Firm. Since July 2015, he has been serving as an independent supervisor of the Company.

Mr. Zhan Zhaohui (詹朝暉), aged 48, holds a master's degree in mineral processing engineering and is a certified accountant, certified public valuer, certified tax agent, and international certified internal auditor. At present, Mr. Zhan is an independent supervisor of the Company. Mr. Zhan has more than 20 years of experience in accounting and corporate management. He was a clerk of the business operation division of Shaowu Branch of Fujian Province Petroleum Corporation from August 1989 to June 1993 and worked as an assistant to general manager of the lubricant company of Shaowu Branch of Fujian Province Petroleum Corporation from July 1993 to July 1995. He was a project team leader of Environmental Science Institute in Beijing General Research Institute of Mining and Metallurgy from August 1998 to May 2002. He worked as a project manager of Beijing Huaxia Tianhai Certified Public Accountants and Beijing Huarongjian Asset Appraisal Firm from November 2002 to March 2007 and a department manager of Huaxia Zhongcai (Beijing) Certified Public Accountants from April 2007 to December 2008. He was a partner of Huaxia Zhongcai (Beijing) Certified Public Accountants and chairman of the board of directors of Huaxia Jiacheng (Beijing) Asset Appraisal Co. Ltd. from January 2009 to October 2012. Since September 2012, he has been working as a deputy general manager of Beijing Tianyuankai Asset Appraisal Co. Ltd. Since January 2013, he has been an expert in the evaluation report review committee of the SASAC of Beijing Municipality.

Mr. Zhang Guofu (張國富), aged 40, holds a master's degree of engineering in project management and is an engineer. At present, Mr. Zhang is the deputy secretary of the party committee and chairman of the labor union of the Company. Mr. Zhang has about 20 years of experience in business management. He successively worked as a staff of training department, head of equipment management department, deputy chief of equipment energy department of MP-X factory of Beiqi Foton Motor Co., Ltd. (北汽福田汽車股份有限公司蒙派克工廠) and deputy secretary of the youth league committee and deputy head of the general office of party and mass department of Beiqi Foton Motor Co., Ltd. from September 2001 to April 2007. From April 2007 to January 2011, he successively worked as the deputy secretary of the youth league committee and the secretary of the youth league committee of Beijing Automotive Industry Holding Co., Ltd., the deputy secretary of the party committee and chairman of the labor union of BAIC ROCAR Automobile Services & Trade Co., Ltd. He was the deputy secretary of the party committee, secretary of the discipline inspection commission and chairman of the labor union of Beijing Hainachuan Automotive Parts Co., Ltd. from January 2011 to September 2013. He was a member of the party committee of the Company, secretary of the party committee and chairman of the labor union of automobile research institute from September 2013 to December 2015. Since December 2015, he has been working as the deputy secretary of the party committee and chairman of the labor union of the Company.

Mr. Li Shuangshuang (李 雙 雙), aged 35, holds a master's degree in material processing engineering and is an engineer. At present, Mr. Li is the deputy secretary of the party committee, secretary of the discipline inspection commission and chairman of the labor union of Beijing Hyundai Motor Co., Ltd. Mr. Li has extensive party building, cadre management organization building and business management experience. He successively worked as a workshop staff, office staff of labor union of the party committee, deputy secretary of the youth league committee and secretary of the youth league committee of Beijing Hyundai Motor Co., Ltd. from August 2006 to October 2009. He was the party building officer of organization division of the party committee of Beijing Automotive Industry Holding Co., Ltd. from October 2009 to February 2011. He successively worked as the head of the organising department, deputy secretary of the party committee of head office and deputy head of expatriate administration office of the Company from February 2011 to June 2013. He was the deputy secretary of the party committee, secretary of the discipline inspection commission and chairman of the labor union of BAIC International Development Co. Ltd. from June 2013 to December 2015. He was a member of the party committee and secretary of the discipline inspection commission of the Company from December 2015 to December 2016. Since December 2016, he has been working as the deputy secretary of the party committee, secretary of the discipline inspection commission and chairman of the labor union of Beijing Hyundai Motor Co., Ltd.

Ms. Wang Bin (王 彬), aged 35, holds a bachelor's degree in law and a master's degree in business administration and is an assistant political work professional. At present, Ms. Wang is the deputy secretary of the party committee, secretary of the discipline inspection commission and chairman of the labor union of the Company. Ms Wang has extensive experience in the work of party committee. She successively worked as the reception manager of public relation department and secretary of the youth league committee of the party committee office of Beijing Hyundai Motor Co., Ltd. from August 2004 to September 2008. She was the vice director (in-charge of work) of administration affair department of Beijing Automobile Research Institute from September 2008 to January 2010. She was the deputy secretary of the youth league committee of Beijing Automotive Industry Holding Co., Ltd. from January 2010 to September 2010. From September 2010 to October 2015, she successively worked as the deputy secretary of the youth league committee and secretary of the youth league committee of Beijing Automotive Group Co., Ltd., and also served as various positions including the secretary of the youth league committee, deputy head and head of work department of party committee and director of party committee office of the Company. She was the secretary of the party committee and chairman of the labor union of automobile research institute of the Company from October 2015 to December 2016. Since December 2016, she has been working as the deputy secretary of the party committee, secretary of the discipline inspection commission and chairman of the labor union of automobile research institute of the Company.