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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 2018 FIRST EXTRAORDINARY GENERAL MEETING**

The board of directors (the “**Board**”) of BAIC Motor Corporation Limited (the “**Company**”) is pleased to announce that the 2018 first extraordinary general meeting (the “**EGM**”) was held at Multi-purpose Hall, 1st Floor, the South Tower of Beijing Automotive Industry Research and Development Base, No. 99 Shuanghe Street, Renhe Town, Shunyi District, Beijing, the PRC at 9:30 a.m. on Monday, 16 April 2018.

Reference is made to the circular of the Company dated 21 March 2018 (the “**Circular**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the 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, which was the total number of Shares entitling the Shareholders to attend and vote on the resolution proposed at the EGM.

Shareholders and their proxies attending the EGM represented, in aggregate, 6,743,345,534 Shares with voting rights, being approximately 88.782690% of the total issued share capital of the Company as at the date of the EGM.

As Daimler AG, the connected person of the Company, was deemed to have material interest in the connected transaction where the Company proposed to dispose of the Transferred Assets of the Beijing Branch to Beijing Benz contemplated under the Asset Transfer Agreement, Daimler AG and its associates were required to abstain and have abstained from voting on the proposed ordinary resolution at the EGM. Therefore, 765,818,182 H Shares with voting rights held by Daimler AG and its associates as at the date of the EGM, representing approximately 10.08% of the total issued share capital of the Company, were not counted for the purpose of calculating the relevant votes on such ordinary resolution. Save for Daimler AG and its associates, none of the Shareholder, who was entitled to attend the EGM, was required to abstain from voting on the resolution proposed at the EGM as required by the Listing Rules. None of the Shareholders, who were entitled to attend the EGM, were entitled to vote against the proposed resolution at the EGM only.

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. 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, one Shareholder's representative and one Supervisor acted as the scrutineers for the vote-taking at the EGM.

## POLL RESULTS OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

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

Ordinary Resolution <sup>(1)</sup>		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(2)</sup>
1	<p>Connected transaction in relation to disposal of assets to Beijing Benz</p> <p>(a) the terms and conditions of the Asset Transfer Agreement entered into by the Company and Beijing Benz and the connected transaction of the Company contemplated under the Asset Transfer Agreement be and are hereby approved and confirmed; and</p> <p>(b) the Board (or other persons authorized by the Board) be and are hereby authorised to do all such acts and things or to sign or execute such other documents or supplemental agreements or amendments, as so required by the relevant regulatory authority, and to take such steps as it may in its absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Asset Transfer Agreement or any of the transactions contemplated thereunder and all other matters incidental thereto.</p>	<p>5,969,432,352 (99.864576%)</p>	<p>0 (0.000000%)</p>	<p>8,095,000 (0.135424%)</p>

(1) Please refer to the Circular for the full text of the resolution.

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

As more than 50% of the votes were cast in favour of the above ordinary resolution, such resolution were duly passed as an ordinary resolution.

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

By order of the Board  
**BAIC Motor Corporation Limited**  
**Gu Xin**  
*Secretary to the Board and Company Secretary*

Beijing, the PRC, 16 April 2018

*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 Directors; 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*