



# Nexteer Automotive Group Limited

## 耐世特汽車系統集團有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1316)

### FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING TO BE HELD ON JUNE 5, 2014

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.1 each in the capital of  
Nexteer Automotive Group Limited (the "Company") hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_  
of <sup>(Note 3)</sup> \_\_\_\_\_

or failing him/her, the chairman of the extraordinary general meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting to be held at Meeting Room 1, Level 4, Jinjiang Fuyuan Hotel, No. 11 Ronghua Road, Beijing Economic-Technological Development Area, Beijing, China on June 5, 2014 at 10:00 a.m. (the "Extraordinary General Meeting"), and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolution as set out in the notice of the Extraordinary General Meeting and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the Extraordinary General Meeting in such manner as he/she thinks fit.

Ordinary Resolution <sup>(Note 4)</sup>	For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
To approve and adopt the share option scheme of the Company (the "Scheme") (the principal terms of which are set out in the Appendix to the Company's circular dated May 20, 2014) and to authorize the board of directors of the Company to administer the Scheme.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

Notes:

1. Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
3. Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of Extraordinary General Meeting will act as your proxy.
4. The above description of the proposed ordinary resolution is by way of summary only. The full text appears in the notice of the Extraordinary General Meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against"**. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. In the case of joint holders of any share, any one of such persons may vote at the above Extraordinary General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above Extraordinary General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share.
8. To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
9. A proxy need not be a shareholder of the Company.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person or at any adjournment thereof (as the case maybe) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.