



**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: 01316)**

### **Procedures for Shareholders to Propose a Person for Election as a Director**

The procedures for shareholders to propose a person for election as a director (the “**Candidate**”) of Nexteer Automotive Group Limited (the “**Company**”) are governed by Article 16.4 of the Articles of Association of the Company (as adopted by special resolution of the board of the Company passed on June 15, 2013). At each annual general meeting or any general meeting of the Company for the election or removal of directors, any shareholder of the Company who wishes to nominate a person for election as a director shall give the company secretary (i) a notice of intention signed by such shareholder (other than the Candidate) duly qualified to attend and vote at the meeting; and (ii) a notice signed by the Candidate of his or her willingness to be elected as a director. Such notices should be given during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting.

Shareholders shall provide the biography and particulars relating to the Candidate as set out in Rule 13.51(2) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The shareholder providing the above particulars and the Candidate shall ensure the truth, accuracy and completeness of such information.

The Company will, upon receipt of the properly lodged notices referred to above, make disclosure on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the requirements under the Listing Rules.