

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

## **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 30, 2020 AND ELECTION OF EXECUTIVE DIRECTOR**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 30, 2020**

Reference is made to the circular (the “**Circular**”) and the notice of the annual general meeting (the “**Notice**”) of Nexteer Automotive Group Limited (the “**Company**”) both dated May 29, 2020. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that at the annual general meeting held on June 30, 2020 (the “**AGM**”), all proposed resolutions as set out in the Notice were duly approved by shareholders of the Company (the “**Shareholders**”) by way of poll.

Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed by the Company as the scrutineer for the vote-taking at the AGM.

The poll results in respect of each resolution proposed at the AGM were as follows:

<b>Ordinary Resolutions</b>		<b>Number of votes cast and approximate percentage of total number of votes cast</b>		<b>Total number of votes cast</b>
		<b>For</b>	<b>Against</b>	
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2019.	2,170,449,732 99.980192%	430,000 0.019808%	2,170,879,732
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution.				

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
2.	To declare a final dividend of US\$0.0325 per ordinary share of HK\$0.10 each for the year ended December 31, 2019.	2,173,369,132 99.976374%	513,600 0.023626%	2,173,882,732
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution.				
3(a).	(i) To re-elect Mr. ZHANG, Jianxun as a non-executive director of the Company.	2,112,865,123 97.289864%	58,856,609 2.710136%	2,171,721,732
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution.				
	(ii) To re-elect Mr. WEI, Kevin Cheng as an independent non-executive director of the Company.	2,083,067,146 95.822425%	90,815,586 4.177575%	2,173,882,732
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution.				
	(iii) To re-elect Mr. YICK, Wing Fat Simon as an independent non-executive director of the Company.	2,036,186,878 93.665902%	137,695,854 6.334098%	2,173,882,732
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution.				
3(b).	To elect Mr. MILAVEC, Robin Zane as an executive director of the Company.	2,141,365,519 98.504187%	32,517,213 1.495813%	2,173,882,732
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution.				
3(c).	To authorise the board of directors of the Company (the “ <b>Board</b> ”) to fix the remuneration of the directors of the Company.	2,160,110,732 99.465355%	11,611,000 0.534645%	2,171,721,732
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution.				
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix their remuneration.	2,165,214,851 99.601272%	8,667,881 0.398728%	2,173,882,732
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution.				

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
5(A).	To give a general mandate to the directors of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares of the Company (the “ <b>Issue Mandate</b> ”).	1,767,657,616 81.313384%	406,225,116 18.686616%	2,173,882,732
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution.				
5(B).	To give a general mandate to the directors of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares of the Company.	2,173,369,132 99.976374%	513,600 0.023626%	2,173,882,732
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution.				
5(C).	To extend the Issue Mandate by the number of Shares repurchased by the Company.	1,768,223,688 81.339424%	405,659,044 18.660576%	2,173,882,732
As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as ordinary resolution.				

On March 29, 2020, the directors of the Company recommended the declaration and payment of a final dividend of US\$0.0325 per ordinary share of the Company (the “**Dividend**”). The Board’s recommendation was approved by the Shareholders of the Company at the AGM on June 30, 2020.

The Dividend is payable on July 20, 2020 and the record date for entitlement to the Dividend is July 9, 2020. For determining the entitlement to the Dividend, the register of members of the Company will be closed from July 7, 2020 to July 9, 2020, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for the Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on July 6, 2020.

The payment shall be made in US dollars, except that payment to Shareholders whose names appear on the register of members in Hong Kong shall be paid in Hong Kong dollars. The exchange rate is US\$1.00 to HK\$7.7205, being the opening buying rate of Hong Kong dollars to US dollars as announced by the Hong Kong Association of Banks ([www.hkab.org.hk](http://www.hkab.org.hk)) on June 30, 2020. Accordingly, the Dividend payable in HK\$ on July 20, 2020 will be approximately HK\$0.2509 per ordinary share.

As at the date of the AGM, the total number of issued shares of the Company was 2,507,544,833 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. No Shareholders were required under the Listing Rules to abstain from voting on any of the resolutions at the AGM and no Shareholders were entitled to attend and abstain from voting in favour as set out in rule 13.40 of the Listing Rules. No Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

## **ELECTION OF EXECUTIVE DIRECTOR**

Following the approval by the Shareholders at the AGM, the Board is pleased to announce that Mr. MILAVEC, Robin Zane has been appointed as an executive director of the Company with effect from June 30, 2020.

**MILAVEC, Robin Zane**, aged 52, was appointed as Senior Vice President, Chief Technology Officer and Chief Strategy Officer of the Company on July 1, 2019. He is responsible for integrating corporate strategy, driving product and process innovation, and positioning the Company as a technology leader with new market opportunities. He also has responsibility for Global Engineering, including research and development, technology, product portfolio and production support. Mr. MILAVEC is a member of the Company's Global Strategy Council. He has over 28 years of relevant experience in the automotive industry, including positions in Product Engineering, Manufacturing Engineering, Operations and Quality. At the Company, he served as Vice President of Global Engineering from January 2018 to July 2019, Vice President of Global Current Product Engineering from June 2017 to January 2018, Executive Director of Global Product Engineering from August 2016 to June 2017, Director of Corporate Engineering and Global Programme Office from 2012 to 2016 and Chief Product Engineer for electric power steering from 2009 to 2012. At Delphi Saginaw Steering Systems, he served as Chief Product Engineer for driveline from 2005 to 2009, Chief Manufacturing Engineer for driveline from 2003 to 2005, and as Quality Manager for Saginaw plants 4 and 5 from 2000 to 2003. He served as an Engineering Supervisor at the Delphi Automotive Mexico Technical Centre in Juarez, Mexico from 1995 to 1997. Mr. MILAVEC began his career with General Motors in 1989 as a Product Engineer at the former Saginaw Steering Gear Division, and held several positions in engineering, quality and operations prior to his Mexico assignment in 1995. He obtained a Bachelor's degree in mechanical engineering from New Mexico State University in Las Cruces, the US, in 1989 and a Masters' degree in mechanical engineering from the University of Michigan in Ann Arbor, the US, in 1992.

Save as disclosed above, Mr. MILAVEC will enter into a service contract with the Company for a term of three years with effect from June 30, 2020, subject to re-election and retirement as required by the Articles of Association. As an executive Director, he does not receive any emoluments; as the Senior Vice President, Chief Technology Officer and Chief Strategy Officer, he is entitled to receive emoluments of US\$375,000 per annum and a discretionary bonus as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, emoluments paid by comparable companies and performance of the Group.

As at the date of this announcement, Mr. MILAVEC has an interest in 2,019,120 underlying Shares of the Company in respect of the share options granted under the share option scheme of the Company within the meaning of Part XV of SFO. Mr. MILAVEC has not exercised the share option. Save as disclosed above, Mr. MILAVEC is independent from and has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and Mr. MILAVEC did not hold any directorship in any other listed public companies in the past three years or any other position with the Company or any of its subsidiaries.

Save as disclosed above, Mr. MILAVEC confirms that there is no other information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules, and there is no other matter relating to his appointment which needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. MILAVEC in joining the Board.

By order of the Board  
**Nexteer Automotive Group Limited**  
**Yi FAN**  
*Executive Director, Company Secretary*

Hong Kong, June 30, 2020

*As at the date of this announcement, the Company's Executive Directors are Mr. Guibin ZHAO (Chief Executive Officer and Vice Chairman), Mr. Robin Zane MILAVEC and Mr. Yi FAN, the non-Executive Directors are Mr. Jian WANG (Chairman), Mr. Jianxun ZHANG, and Mr. Ping LIU, and the Independent non-Executive Directors are Mr. Jianjun LIU, Mr. Kevin Cheng WEI and Mr. Wing Fat Simon YICK.*