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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Nexteer Automotive Group Limited (the “**Company**”) as requisitioned by one of its shareholders in accordance with the articles of association of the Company (the “**Articles**”) will be convened and held at Huashan Room, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, June 14, 2022 at 9 a.m. for the purpose of considering and, if thought fit, passing with or without amendment(s) the following resolutions of the Company:

ORDINARY RESOLUTIONS

A. Proposed Resolutions By the Requisitionist

1. **THAT** Mr. ZHAO, Guibin be and is hereby removed as a director of the Company pursuant to article 16.6 of the Articles with immediate effect upon passing of this resolution;
2. **THAT** Mr. YICK, Wing Fat Simon be and is hereby removed as a director of the Company pursuant to article 16.6 of the Articles with immediate effect upon passing of this resolution;
3. **THAT** Mr. SHI, Shiming be appointed as a non-executive director of the Company pursuant to article 16.3 of the Articles with immediate effect upon passing of this resolution;
4. **THAT** Dr. WANG, Bin be appointed as an independent non-executive director of the Company pursuant to article 16.3 of the Articles with immediate effect upon passing of this resolution;
5. **THAT** Mr. YUE, Yun be appointed as an independent non-executive director of the Company pursuant to article 16.3 of the Articles with immediate effect upon passing of this resolution; and

B. Proposed Resolution By the Company

6. **THAT** the board of directors of the Company be authorised to fix the remuneration of the respective director(s).

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

Hong Kong, May 24, 2022

<i>Registered office:</i>	<i>Corporate headquarters:</i>	<i>Principal place of business in</i>
P.O. Box 309	1272 Doris Road	<i>Hong Kong:</i>
Ugland House	Auburn Hills, Michigan 48326	31/F, Tower Two, Times Square
Grand Cayman	United States	1 Matheson Street
KY1-1104		Causeway Bay
Cayman Islands		Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder. The Company strongly recommends you to closely monitor the development of the situation with the COVID-19 pandemic and to assess, based on the social distancing policies, the necessity for attending the above meeting in person, and the board of directors of the Company respectfully requests that, for the same reason, the shareholders to appoint the chairman of the above meeting as their proxy rather than a third party to attend and vote on their behalf at the above meeting (or any adjournment thereof).
- (ii) In the case of joint holders of any Share, any one of such persons may vote at the EGM, 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 EGM 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 shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be completed, signed and returned to 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 notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.
- (iv) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, June 9, 2022 to Tuesday, June 14, 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, 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 Wednesday, June 8, 2022.

- (v) Taking into account of the recent development of the epidemic caused by COVID-19, the Company will adopt the following prevention and control measures at the EGM to ensure the safety of the Shareholders and other participants attending the EGM:
- a) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius will not be permitted to access to the meeting venue. Furthermore, any person who is subject to any quarantine prescribed by the Hong Kong Government will be denied entry into or be required to leave the meeting venue. In any case, denied entry to the meeting venue means the person will not be allowed to attend the EGM;
 - b) all persons who attend the EGM are required to wear surgical face masks before they are permitted to attend, and during their attendance of, the EGM; and
 - c) no refreshments or souvenirs will be served or distributed at the EGM.

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. Zili LEI (Chairman), Mr. Jian WANG and Ms. Wendong ZHANG, and the Independent non-Executive Directors are Mr. Jianjun LIU, Mr. Kevin Cheng WEI and Mr. Wing Fat Simon YICK.