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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: 01316)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF REMUNERATION AND NOMINATION COMMITTEE AND MEMBER OF AUDIT AND COMPLIANCE COMMITTEE

Reference is made to the announcement of Nexteer Automotive Group Limited (the “**Company**”) dated June 5, 2017 concerning the passing away of Mr. TSANG Hing Lun (“**Mr. TSANG**”) as an independent non-executive director of the Company, the chairman of the remuneration and nomination committee, and a member of the audit and compliance committee of the board (the “**Board**”) of directors (the “**Directors**”) of the Company.

The Board announces that Mr. YICK Wing Fat, Simon (“**Mr. YICK**”) has been appointed as an independent non-executive Director of the Company, the chairman of the remuneration and nomination committee and a member of the audit and compliance committee of the Board in place of Mr. TSANG with effect from August 15, 2017.

Set out below are the biographical details of Mr. YICK:

Mr. YICK, aged 59, has over 30 years of experience in audit, direct investment, investment banking and corporate advisory services. As at the date of this announcement, Mr. YICK serves as an independent non-executive director, chairman of the audit committee and member of remuneration committee and member of nomination committee of China Singyes Solar Technologies Holdings Limited (Stock Code: 750), Shenzhen Neptunus Interlong Biotechnology Company Limited (Stock Code: 8329) and Shanghai International Shanghai Growth Investment Limited (Stock Code: 770) (all of which are listed on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”). Mr. YICK is also an independent non-executive director, convener of the nomination committee and member of the strategy committee and the audit committee of Chengdu Xingrong Environment Co., Ltd. (Stock Code: 000598.SZ), a company listed on the Shenzhen Stock Exchange.

Mr. YICK holds a bachelor's degree in business administration, majoring in accounting, from the Chinese University of Hong Kong. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Chartered Association of Certified Accountants in England.

Mr. YICK was a director of the following companies, all of which were Hong Kong incorporated private companies limited by shares and were dissolved by way of deregistration:

- China Q-Buy Food Company Limited (dissolved on March 2, 2012), which was dormant;
- Grace Silver Investments Limited (dissolved on October 3, 2008), which was dormant;
- Daytune Corporate Services Limited (dissolved on August 20, 2004), which provided corporate secretarial services; and
- Continental Race Limited (dissolved on October 27, 2000), which principally engaged in the leasing of office premises.

Mr. YICK confirmed that the aforementioned companies were solvent at the time of dissolution by deregistration and that no misconduct or misfeasance on his part as director led to the relevant company's dissolution, nor is he aware of any actual or potential claim that has been or will be made against him as a result of any of the above dissolutions.

Mr. YICK will enter into a service agreement with the Company for a term of 3 years with effect from August 15, 2017, subject to re-election and retirement as required by the articles of association of the Company. Mr. YICK is entitled to receive a director's fee of US\$65,000 per annum as determined by the Board with reference to the experience, responsibility, workload, time devoted, emoluments paid by comparable companies and performance of the Group.

As at the date of this announcement, Mr. YICK is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. YICK is independent from and has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, nor has he held 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. YICK confirms that there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "**Listing Rules**"), and there is no other matter relating to his appointment which needs to be brought to the attention of the shareholders of the Company.

Following the above appointment, (1) the Board comprises three independent non-executive Directors and the Company has appointed independent non-executive Directors representing a minimum of one-third of the Board as required under Rules 3.10(1) and 3.10A of the Listing Rules; (2) the audit and compliance committee comprises three members which fulfils the requirement under Rule 3.21 of the Listing Rules; and (3) the remuneration and nomination committee is chaired by an independent non-executive Director as required under Rule 3.25 and code provision A.5.1 of the Corporate Governance Code and Corporate Governance Report in Appendix 14 to the Listing Rules.

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

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

Hong Kong, August 15, 2017

As of the date of this announcement, the Company's executive Directors are Mr. Guibin ZHAO, Mr. Michael Paul RICHARDSON and Mr. Yi FAN, the non-executive Directors are Mr. Shengqun YANG and Mr. Xiaobo WANG, and the independent non-executive Directors are Mr. Jianjun LIU, Mr. Kevin Cheng WEI and Mr. Simon Wing Fat YICK.