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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 5, 2014

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 April 25, 2014. 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 5, 2014 (the “**AGM**”), all proposed resolutions as set out in the Notice were duly approved by 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:

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast		Total number of votes cast
		For	Against	
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended December 31, 2013.	1,937,758,922 100.000000	0 0.000000	1,937,758,922
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.				
2.	To declare a final dividend for the year ended December 31, 2013.	1,937,834,922 100.000000	0 0.000000	1,937,834,922
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		
3(a)	(i)	To re-elect Mr. ZHAO Guibin as an executive Director of the Company.	1,922,563,922 99.215847	15,195,000 0.784153	1,937,758,922
	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. RICHARDSON Michael Paul as an executive Director of the Company.	1,933,763,922 99.793834	3,995,000 0.206166	1,937,758,922
	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. FAN Yi as an executive Director of the Company.	1,933,763,922 99.793834	3,995,000 0.206166	1,937,758,922
	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.				
	(iv)	To re-elect Mr. LU Daen as a non-executive Director of the Company.	1,930,206,922 99.610271	7,552,000 0.389729	1,937,758,922
	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.				
	(v)	To re-elect Mr. WANG Xiaobo as a non-executive Director of the Company.	1,930,206,922 99.610271	7,552,000 0.389729	1,937,758,922
	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.				
	(vi)	To re-elect Mr. TSANG Hing Lun as an independent non-executive Director of the Company.	1,931,723,922 99.688558	6,035,000 0.311442	1,937,758,922
	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.				
	(vii)	To re-elect Mr. LIU Jianjun as an independent non-executive Director of the Company.	1,933,763,922 99.793834	3,995,000 0.206166	1,937,758,922
	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.				
	(viii)	To re-elect Mr. WEI Kevin Cheng as an independent non-executive Director of the Company.	1,933,763,922 99.793834	3,995,000 0.206166	1,937,758,922
	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	
3(b)	To authorise the Board to fix the remuneration of the Directors.	1,936,701,922 100.000000	0 0.000000	1,936,701,922
	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 to authorise the Board to fix their remuneration.	1,933,763,922 99.793834	3,995,000 0.206166	1,937,758,922
	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(A)	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company (the “Issue Mandate”).	1,713,654,000 88.434840	224,104,922 11.565160	1,937,758,922
	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 to repurchase shares not exceeding 10% of the issued share capital of the Company.	1,936,701,922 100.000000	0 0.000000	1,936,701,922
	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.	1,718,657,000 88.741431	218,044,922 11.258569	1,936,701,922
	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 19, 2014, the Directors of the Company recommended the declaration and payment of a final dividend of US\$0.0087 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 5, 2014.

The Dividend is payable on June 20, 2014 and the record date for entitlement to the Dividend is June 13, 2014. For determining the entitlement to the Dividend, the register of members of the Company will be closed from June 11, 2014 to June 13, 2014, both days inclusive, during which no transfer of shares will be effected. 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 June 10, 2014.

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\$7.7225, 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) on June 5, 2014. Accordingly, the Dividend payable in HK\$ on June 20, 2014 will be approximately HK\$0.0672 per ordinary share.

As at the date of the AGM, the total number of issued shares of the Company was 2,497,804,000 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.

By order of the Board
Nexteer Automotive Group Limited
Guibin ZHAO
Chairman

Hong Kong, June 5, 2014

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. Daen LU and Mr. Xiaobo WANG, and the independent non-executive directors are Mr. Hing Lun TSANG, Mr. Jianjun LIU and Mr. Kevin Cheng WEI.