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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, 2017

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 10, 2017. 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, 2017 (the “**AGM**”), all proposed resolutions as set out in the Notice were duly approved by the 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:

| 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 for the year ended December 31, 2016. | 2,287,206,948<br>100.000000%  | 0<br>0.000000% | 2,287,206,948              |
| 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\$0.024 per Share for the year ended December 31, 2016.                             | 2,288,437,948<br>99.978898%   | 483,000<br>0.021102%    | 2,288,920,948              |
| 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. ZHAO Guibin as an executive Director of the Company.   | 2,211,508,670<br>96.989148%   | 68,652,278<br>3.010852% | 2,280,160,948              |
| 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. FAN Yi as an executive Director of the Company.  |  |   |                         |                            |
| 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. YANG Shengqun as a non-executive Director of the Company.   |  |   |                         |                            |
| 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. LIU Jianjun as an independent non-executive Director of the Company.   |  |   |                         |                            |
| 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 authorise the Board to fix the remuneration of the Directors.   | 2,275,064,038<br>99.438440%   | 12,848,000<br>0.561560% | 2,287,912,038              |
| 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. | 2,241,034,920<br>97.907921%   | 47,886,028<br>2.092079% | 2,288,920,948              |
| 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 to allot, issue and deal with additional Shares not exceeding 20% of the issued Shares of the Company (the “ <b>Issue Mandate</b> ”). | 1,754,558,090<br>76.654377%   | 534,362,858<br>23.345623% | 2,288,920,948              |
|       | 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 Shares of the Company (the “ <b>Repurchase Mandate</b> ”).                       | 2,287,769,038<br>99.983873%   | 369,000<br>0.016127%      | 2,288,138,038              |
|       | 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 under the Repurchase Mandate.   | 1,804,447,047<br>78.833961%   | 484,473,901<br>21.166039% | 2,288,920,948              |
|       | 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 14, 2017, the Directors recommended the declaration and payment of a final dividend of US\$0.024 per Share of the Company (the “**Dividend**”). The Board’s recommendation was approved by the Shareholders at the AGM on June 5, 2017.

The Dividend is payable on June 21, 2017 and the record date for entitlement to the Dividend is June 13, 2017. For determining the entitlement to the Dividend, the register of members of the Company will be closed from June 9, 2017 to June 13, 2017, 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 branch 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 8, 2017.

The payment shall be made in US dollar, except that payment to the Shareholders whose names appear on the register of members in Hong Kong shall be paid in Hong Kong dollar. The exchange rate is US\$1.00 to HK\$7.759, being the opening buying rate of Hong Kong dollar to US dollar as announced by the Hong Kong Association of Banks ([www.hkab.org.hk](http://www.hkab.org.hk)) on June 5, 2017. Accordingly, the Dividend payable in Hong Kong dollar on June 21, 2017 will be approximately HK\$0.1862 per Share.

As at the date of the AGM, the total number of issued Shares of the Company was 2,502,723,823 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, 2017

*As at 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 and Mr. Kevin Cheng WEI.*