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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 8, 2021 ELECTION OF NON-EXECUTIVE DIRECTOR RETIREMENT OF NON-EXECUTIVE DIRECTOR CHANGE OF COMPOSITION OF BOARD COMMITTEE AND CHANGE OF AUDITOR

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JUNE 8, 2021

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 7, 2021. 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 8, 2021 (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:

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, 2020.	2,074,564,943 99.801750%	4,121,000 0.198250%	2,078,685,943
	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 of US\$0.0094 per ordinary share of HK\$0.10 each for the year ended December 31, 2020.	2,078,685,943 100.000000%	0 0.000000%	2,078,685,943
	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.	2,054,393,153 98.831339%	24,292,790 1.168661%	2,078,685,943
	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 Ms. ZHANG, Wendong as a non-executive director of the Company.	2,046,845,771 98.468255%	31,840,172 1.531745%	2,078,685,943
	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. LIU, Jianjun as an independent non-executive director of the Company.	2,054,983,079 98.859719%	23,702,864 1.140281%	2,078,685,943
	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. LEI, Zili as a non-executive director of the Company.	2,048,516,771 98.548642%	30,169,172 1.451358%	2,078,685,943
	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 “Board”) to fix the remuneration of the directors of the Company.	2,077,008,943 99.919324%	1,677,000 0.080676%	2,078,685,943
	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	
4.	To appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.	2,041,793,192 98.225189%	36,892,751 1.774811%	2,078,685,943
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 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 “ Issue Mandate ”).	1,706,768,698 82.108060%	371,917,245 17.891940%	2,078,685,943
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.	2,074,289,943 99.788520%	4,396,000 0.211480%	2,078,685,943
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.	1,744,070,205 83.902535%	334,615,738 16.097465%	2,078,685,943
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 17, 2021, the directors of the Company recommended the declaration and payment of a final dividend of US\$0.0094 per ordinary share of the Company (the “**Dividend**”). The Board’s recommendation was approved by the Shareholders at the AGM on June 8, 2021.

The Dividend is payable on June 28, 2021 and the record date for entitlement to the Dividend is June 17, 2021. For determining the entitlement to the Dividend, the register of members of the Company will be closed from June 15, 2021 to June 17, 2021, 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 June 11, 2021.

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\$7.729, 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 8, 2021. Accordingly, the Dividend payable in HK\$ on June 28, 2021 will be approximately HK\$0.0727 per ordinary share.

As at the date of the AGM, the total number of issued shares of the Company was 2,508,594,833 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 NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. LEI, Zili (“**Mr. LEI**”) has been duly elected as a non-Executive Director with immediate effect by the Shareholders at the AGM. The biographical details of Mr. LEI are set out below:

LEI, Zili (雷自力), aged 50, has over 25 years of relevant experience in the automotive industry. Mr. LEI serves as the director of and deputy general manager of AVIC Auto, the chairman and general manager of AVIC Hande (Beijing) Investment Holding Co., Ltd., a non-wholly-owned subsidiary of AVIC Auto, the chairman of Henniges Automotive Holdings, Inc. since July 2020. The chairman and general manager of PCM China, the director of Nexteer Hong Kong since November 2020. From March 2013 to July 2020, he served as the executive director and general manager of AVIC Hubei Aviation Precision Machinery Technology Co., Ltd. From September 2000 to March 2013, he served successively as the deputy general manager, general manager of Hubei Aviation Precision Machinery Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange, Stock Code: 002013). From April 1995 to September 2000, he served successively as the planner, deputy manager and manager of the Planning Department of China Aviation Life-support Research Institute Jiali Branch. From July 1990 to April 1995, he served as the technician in the Petrochemical Department of China Aviation Life-support Research Institute. Mr. LEI graduated from Department of Mechanical Engineering of Zhengzhou University of Aeronautics in July 1990, obtained a master’s degree in business administration from Zhongnan University of Economics and Law in October 2005. Mr. LEI is currently a senior economist awarded by the AVIC.

Save as disclosed above, Mr. LEI will enter into a service contract with the Company for a term of three years with effect from June 8, 2021, subject to re-election and retirement as required by the Articles of Association. Mr. LEI is entitled to receive a director’s fee of US\$42,000 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. LEI did not have any interest in the Shares within the meaning of Part XV of SFO. Save as disclosed above, Mr. LEI is independent from and has no relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company; and Mr. LEI 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. LEI 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. LEI in joining the Board.

RETIREMENT OF NON-EXECUTIVE DIRECTOR

The Board announces that Mr. LIU, Ping (“**Mr. LIU**”) has retired as a non-Executive Director and ceased to be a member of the Audit and Compliance Committee of the Board due to personal work adjustment with effect from the conclusion of the AGM.

Mr. LIU has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to thank Mr. LIU for his valuable contributions to the Company throughout the term of his service.

CHANGE OF COMPOSITION OF BOARD COMMITTEE

Pursuant to the nomination by the Remuneration and Nomination Committee of the Board, the Board is pleased to announce that Mr. LEI was appointed as a member of the Audit and Compliance Committee of the Board with immediate effect.

CHANGE OF AUDITOR

As disclosed in the announcement of the Company dated March 17, 2021 and the Circular, (i) PricewaterhouseCoopers would retire as auditor of the Company upon expiration of its current term of office at the conclusion of the AGM and (ii) the Board had resolved, with the recommendation of the Audit and Compliance Committee of the Board, that Deloitte Touche Tohmatsu be proposed to be appointed as the auditor of the Company following the retirement of PricewaterhouseCoopers, subject to the approval by the Shareholders at the AGM. Following the passing of resolution no. 4 at the AGM, the Board is pleased to announce that Deloitte Touche Tohmatsu has been appointed as the auditor of the Company with effect from the conclusion of the AGM to hold the office until the conclusion of the next annual general meeting of the Company.

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

Hong Kong, June 8, 2021

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