



**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)  
(根據開曼群島法例註冊成立的有限公司)

**GLOBAL OFFERING**

<b>Total number of Offer Shares under the Global Offering</b>	<b>:</b>	<b>720,000,000 Shares (subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>:</b>	<b>72,000,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>:</b>	<b>648,000,000 Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>:</b>	<b>HK\$3.50 per Hong Kong Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.10 per Share</b>
<b>Share Stock code</b>	<b>:</b>	<b>01316</b>

**全球發售**

<b>全球發售的發售股份總數</b>	<b>:</b>	<b>720,000,000股股份(視乎超額配股權而定)</b>
<b>香港發售股份數目</b>	<b>:</b>	<b>72,000,000股股份(可予調整)</b>
<b>國際發售股份數目</b>	<b>:</b>	<b>648,000,000股股份(可予調整,視乎超額配股權而定)</b>
<b>最高發售價</b>	<b>:</b>	<b>每股香港發售股份3.50港元,另加1%經紀佣金、0.003%證監會交易費及0.005%香港聯交所交易費(須於申請時以港元繳足並可予退還多繳款項)</b>
<b>面值</b>	<b>:</b>	<b>每股股份0.10港元</b>
<b>股份代號</b>	<b>:</b>	<b>01316</b>

**Application Form 申請表格**

Please read carefully the prospectus (the “Prospectus”) of Nexteer Automotive Group Limited (the “Company”) dated June 20, 2013 (in particular, the section headed “How to apply for Hong Kong Offer Shares” in the Prospectus) and the guide on the back of this Application Form before completing this Application Form. Terms defined in the Prospectus shall have the same meanings when used in this Application Form unless otherwise defined herein.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

A copy of this Application Form, together with a copy of each of the WHITE and YELLOW Application Forms, the Prospectus and the other documents specified in the paragraph headed “Documents Delivered to the Registrar of Companies” in Appendix VI to the Prospectus have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. The Securities and Futures Commission (the “SFC”) and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Your attention is drawn to the paragraph headed “Personal Information Collection Statement” in this Application Form which sets out the policies and practices of the Company and the Hong Kong Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Hong Kong Offer Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful. This Application Form and the Prospectus are not for publication, release or distribution, directly, or indirectly, in or into the United States (including its territories and dependencies, any state of the United States and the District of Columbia). The Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933 as amended (the “U.S. Securities Act”) and may not be offered or sold within the United States except pursuant to registration or an applicable exemption from the registration requirements of the U.S. Securities Act. No offering of the Hong Kong Offer Shares will be or currently intended to be made in the United States.

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. This Application Form and the Prospectus are addressed to you personally. Any forwarding or distribution or reproduction of this Application Form or the Prospectus in whole or in part is unauthorized. Failure to comply with this directive may result in a violation of the U.S. Securities Act or the applicable laws of other jurisdictions.

To: Nexteer Automotive Group Limited  
BOCI Asia Limited  
J.P. Morgan Securities (Asia Pacific) Limited  
The Hong Kong Underwriters

香港交易及結算所有限公司、香港聯合交易所有限公司(「香港聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示概不因本申請表格全部或任何部分內容而產生或因依賴該等內容而引發的任何損失承擔任何責任。

本申請表格連同白色及黃色申請表格各一份、招股章程及招股章程附錄六(送呈香港公司註冊處處長文件)一段所列其他文件,已遵照公司條例第342C條的規定送呈香港公司註冊處處長登記。證券及期貨事務監察委員會(「證監會」)及香港公司註冊處處長對任何此等文件的內容概不負責。

閣下敬請留意本申請表格「個人資料收集聲明」一段,當中載有本公司及香港股份過戶登記處有關個人資料及遵守個人資料(私隱)條例(香港法例第486章)的政策及常規。

本申請表格或招股章程所載任何內容概不構成要約出售或要約購買之招攬,而在任何作出有關要約、招攬或出售即屬違法之司法權區內,概不得出售任何香港發售股份。本申請表格及招股章程不得於美國境內(包括其領土及屬地、美國各州及哥倫比亞特區)直接或間接刊發、發佈或派發。香港發售股份未曾亦不會適用根據1933年美國證券法(經修訂)(「美國證券法」)登記,惟根據美國證券法的登記規定登記或獲其適用豁免登記除外,概不可於美國境內供提呈發售或出售。香港發售股份將不會或目前意圖不會在美國發售。

在任何根據有關法例不得發送、派發或複製本申請表格及招股章程之司法權區內,本申請表格及招股章程概不得以何種方式發送或派發或複製(全部或部分)。本申請表格及招股章程僅致予閣下本人,任何發送或派發或複製本申請表格或招股章程之全部或部分均屬未經授權。如未能遵守此項指示,則可能違反美國證券法或其他司法權區之適用法例。

致: 耐世特汽車系統集團有限公司  
中銀國際亞洲有限公司  
摩根大通證券(亞太)有限公司  
香港包銷商

I We confirm that we have (i) complied with the Guidelines for Electronic Public Offering and the Operational Procedures for White Form eIPO Applications submitted via Banks/Stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our White Form eIPO services in connection with the Hong Kong Public Offering; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agreed to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

- apply for the number of Hong Kong Offer Shares set out below, on the terms and conditions of the Prospectus and this Application Form, and subject to the Articles of Association;
- enclose payment in full for the Hong Kong Offer Shares applied for, calculated at the maximum offer price of HK\$3.50 per Hong Kong Offer Share and subject to refund, plus 1% brokerage fee, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee;
- confirm that the underlying applicants have undertaken and agreed to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to such underlying applicants on this application;
- understand that these declarations and representations will be relied upon by the Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Sponsors, the Joint Lead Managers and the Underwriters in deciding whether or not to make any allotment of Hong Kong Offer Shares in response to this application;
- authorize the Company to place the name(s) of the underlying applicant(s) on the branch register of members of the Company as the holder(s) of any Hong Kong Offer Shares to be allotted to them, and (subject to the terms and conditions set out in this Application Form) the Company and/or Company's agents to send any share certificate(s) and/or any refund check(s) (where applicable) by ordinary post at that underlying applicant's own risk to the address stated on this Application Form in accordance with the procedures prescribed in this Application Form, the designated website for the White Form eIPO Service ([www.eipo.com.hk](http://www.eipo.com.hk)) and the Prospectus;
- request that any e-Refund payment instructions be despatched to the application payment bank account where the applicant(s) had paid the application monies from a single bank account;
- request that any refund check(s) be made payable to the underlying applicant(s) who had used multiple bank accounts to pay the application monies;
- confirm that each underlying applicant has read the terms and conditions and application procedures set out in this Application Form, the designated website for the White Form eIPO Service ([www.eipo.com.hk](http://www.eipo.com.hk)) and the Prospectus and agrees to be bound by them;
- represent, warrant and undertake that the allotment of or application for the Hong Kong Offer Shares to the underlying applicant or by underlying applicant or for whose benefit this application is made would not require the Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Sponsors, the Joint Lead Managers and/or the Underwriters to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; and
- agree that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

The Company, the Joint Global Coordinators, the Joint Bookrunners, the Joint Sponsors, the Joint Lead Managers, the Underwriters, and their respective directors, officers, advisers and agents and other parties involved in the Global Offering are entitled to rely on any warranty, representation or declaration made by you in this application.

吾等確認,吾等已(i)遵守電子公開發售指引及經由銀行/股票經紀提交白表eIPO申請之操作程序以及與吾等就香港公開發售提供白表eIPO服務有關的所有適用法例及規則(法定或其他);及(ii)閱讀招股章程及本申請表格所載條款及條件及申請手續,並同意受其約束。為代表與本申請有關的每一相關申請人作出申請,吾等:

- 按照招股章程及本申請表格的條款及條件,並在遵守組織章程細則的情況下,申請下列數目的香港發售股份;
- 隨附申請香港發售股份的全數股款(按最高發售價每股香港發售股份3.50港元計算,並可予退還,另加包括1%經紀佣金、0.003%證監會交易費及0.005%香港聯交所交易費);
- 確認相關申請人已承諾及同意接納彼等根據本申請所申請的香港發售股份或獲分配的任何較少數目的香港發售股份;
- 明白 貴公司、聯席全球協調人、聯席賬簿管理人、聯席保薦人、聯席牽頭經辦人及包銷商將依賴此等聲明及陳述,以決定是否就本申請配發任何香港發售股份;
- 授權 貴公司將相關申請人的姓名/名稱列入 貴公司股東名冊分冊內,作為相關申請人所獲配發任何香港發售股份的持有人,並(在符合本申請表格所載條款及條件的情況下) 貴公司及/或 貴公司代理人根據本申請表格、白表eIPO服務指定網站([www.eipo.com.hk](http://www.eipo.com.hk))及招股章程所載程序按本申請表格所示地址以平郵方式寄發任何股票及/或任何退款支票(如適用),郵誤風險概由該相關申請人承擔;
- 要求把任何電子退款指示發送到申請人以單一銀行賬戶繳交申請股款之付款銀行賬戶內;
- 要求退還予以多個銀行戶口支付申請股款的申請人的任何退款支票以相關申請人為抬頭人;
- 確認各相關申請人已細閱本申請表格、白表eIPO服務指定網站([www.eipo.com.hk](http://www.eipo.com.hk))及招股章程所載條款及條件以及申請手續,並同意受其約束;
- 聲明、保證及承諾相關申請人或相關申請人為其利益而提出本申請的人士獲配發或申請香港發售股份,不會引致 貴公司、聯席全球協調人、聯席賬簿管理人、聯席保薦人、聯席牽頭經辦人及/或包銷商須遵從香港以外任何地區的法例或規例的任何規定(不論是否具有法律效力);及
- 同意本申請、其接納及因而訂立之合約受香港法例規管,並按其詮釋。

貴公司、聯席全球協調人、聯席賬簿管理人、聯席保薦人、聯席牽頭經辦人、包銷商及彼等各自的董事、高級職員、顧問及代理人以及參與全球發售的其他各方均可依賴 閣下在本申請中所作的保證、陳述或聲明。

Signature  
簽名

Date  
日期

Name of applicant  
申請人姓名

Capacity  
身份

2 We, on behalf of the underlying applicants, offer to subscribe for 吾等(代表相關申請人)提出認購

Total number of Shares 股份總數

Hong Kong Offer Shares on behalf of the underlying applicants whose details are contained in the read-only CD-ROM submitted with this Application Form. 香港發售股份(代表相關申請人,其詳細資料載於連同本申請表格遞交的唯讀光碟)。

3 A total of 合共

checks 張支票

are enclosed for a total sum of 總金額為

HK\$ 港元

Check number(s) 支票編號

4 Please use BLOCK letters 請以正楷填寫

Name of White Form eIPO Service Provider 白表eIPO服務供應商名稱	White Form eIPO Service Provider ID 白表eIPO服務供應商身份識別編碼		
Chinese Name 中文名稱	Contact Number 聯絡電話號碼	Fax number 傳真號碼	
Name of contact person 聯絡人姓名	Lodged by 由以下經紀遞交 For Broker use 此欄供經紀填寫		
Address 地址	Broker No. 經紀號碼		
	Broker's Chop 經紀印章		

For Bank Use 此欄供銀行填寫

