

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Nexteer Automotive Group Limited, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
FOR REMOVAL AND APPOINTMENT OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A letter from the Board is set out on pages 5 to 8 of this circular.

A notice convening the extraordinary general meeting (“EGM”) of Nexteer Automotive Group Limited (the “Company”) to be held at Huashan Room, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong, on Tuesday, June 14, 2022 at 9 a.m. is set out on pages 12 to 13 in this circular. A proxy form for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM (i.e. 9 a.m. on June 12, 2022). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the EGM should you so wish.

May 24, 2022

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PRECAUTIONARY MEASURES FOR THE EGM

Taking into account of the recent development of the epidemic caused by COVID-19, the Company will adopt the following prevention and control measures at the EGM to ensure the safety of the Shareholders and other participants attending the EGM:

- (i) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius will not be permitted to access to the meeting venue. Furthermore, any person who is subject to any quarantine prescribed by the Hong Kong Government will be denied entry into or be required to leave the meeting venue. In any case, denied entry to the meeting venue means the person will not be allowed to attend the EGM;
- (ii) all persons who attend the EGM are required to wear surgical face masks before they are permitted to attend, and during their attendance of, the EGM; and
- (iii) no refreshments or souvenirs will be served or distributed at the EGM.

For the health and safety of the Shareholders, the Company reminds attendees that they should carefully consider the risks of attending the EGM, taking into account the current outbreak of COVID-19.

The Company will closely monitor the current COVID-19 situation and may implement additional measures at short notice, which will be announced closer to the date of the EGM, if any. If Shareholders have any questions relating to the EGM, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar, as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel: (852) 2862 8555

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

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| “Articles of Association” | the articles of association of the Company as amended and restated, supplemented or modified from time to time |
| “Board” | the board of Directors |
| “Company” | Nexteer Automotive Group Limited (耐世特汽車系統集團有限公司), a company incorporated as an exempted company with limited liability under the laws of the Cayman Islands on August 21, 2012 and the issued Shares of which are listed on the main board of the Stock Exchange |
| “controlling shareholder” | has the meaning ascribed to it under the Listing Rules |
| “COVID-19” | the disease caused by the coronavirus known as SARS-COV-2 |
| “Director(s)” | the director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to be held at Huashan Room, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong, on Tuesday, June 14, 2022 at 9 a.m., a notice of which is set out on pages 12 to 13 of this circular, or any adjourned meeting thereof |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Latest Practicable Date” | May 17, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |

DEFINITIONS

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| “Nexteer Hong Kong” | Nexteer Automotive (Hong Kong) Holdings Limited (耐世特汽車系統(香港)控股有限公司), a company incorporated in Hong Kong which, through CCASS Depository (a recognised clearing house), is the beneficial owner of approximately 64.94% of the issued share capital of the Company carrying the right of voting at general meetings of the Company as at the date of deposit of the Requisition, and which is a controlling shareholder of the Company |
| “PRC” | the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan |
| “Proposed Resolutions” | the proposed ordinary resolutions set out in the Requisition Notice from the Requisitionist to the Company in relation to, among others, the removal and appointment of Directors as referred to in this circular |
| “Registrar” | Computershare Hong Kong Investor Services Limited, the Company’s share registrar in Hong Kong located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong |
| “Requisition” | the subject requisition contained in the Requisition Notice relating to, among other things, the proposed appointment of certain new Directors and proposed removal of certain existing Directors as referred to in this circular |
| “Requisition Notice” | a letter received on May 3, 2022 by the Company from the Requisitionist setting out the Requisition made pursuant to article 12.3 of the Articles of Association |
| “Requisitionist” | HKSCC Nominees Limited, in its capacity as the nominee of CCASS Depository (a recognised clearing house), who made the Requisition pursuant to the instruction of Nexteer Hong Kong |
| “Share(s)” | ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company |
| “Shareholder(s)” | the holder(s) of Share(s) |

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent



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)

Executive Directors:

Mr. ZHAO, Guibin
(Chief Executive Officer and Vice Chairman)
Mr. MILAVEC, Robin Zane
Mr. FAN, Yi

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Non-executive Directors:

Mr. LEI, Zili *(Chairman)*
Mr. WANG, Jian
Ms. ZHANG, Wendong

Corporate headquarters:

1272 Doris Road
Auburn Hills, Michigan 48326
United States

Independent non-executive Directors:

Mr. LIU, Jianjun
Mr. WEI, Kevin Cheng
Mr. YICK, Wing Fat Simon

Principal place of business in

Hong Kong:
31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

May 24, 2022

To the Shareholders,

Dear Sir or Madam,

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING
FOR REMOVAL AND APPOINTMENT OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (i) the information in relation to the Proposed Resolutions under the Requisition; and (ii) the notice of EGM.

REQUISITIONS BY A SHAREHOLDER

The Board received the Requisition Notice on May 3, 2022 from HKSCC Nominees Limited as the nominee holder for the shares held in the CCASS Depository (a recognised

LETTER FROM THE BOARD

clearing house), who made the Requisition pursuant to the instruction of Nexteer Hong Kong, requesting the Board to convene an extraordinary general meeting for considering and, if thought fit, passing the following ordinary resolutions:

1. THAT Mr. ZHAO, Guibin be and is hereby removed as a Director of the Company pursuant to article 16.6 of the Articles of Association of the Company with immediate effect upon passing of this resolution;
2. THAT Mr. YICK, Wing Fat Simon be and is hereby removed as a Director of the Company pursuant to article 16.6 of the Articles of Association of the Company with immediate effect upon passing of this resolution;
3. THAT Mr. SHI, Shiming be appointed as a non-executive Director of the Company pursuant to article 16.3 of the Articles of Association of the Company with immediate effect upon passing of this resolution;
4. THAT Dr. WANG, Bin be appointed as an independent non-executive Director of the Company pursuant to article 16.3 of the Articles of Association of the Company with immediate effect upon passing of this resolution; and
5. THAT Mr. YUE, Yun be appointed as an independent non-executive Director of the Company pursuant to article 16.3 of the Articles of Association of the Company with immediate effect upon passing of this resolution.

RELEVANT PROVISIONS UNDER THE ARTICLES OF ASSOCIATION

Pursuant to article 12.3 of the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF DIRECTORS

The Requisition Notice had set out the biographical details of the proposed Directors. The Company is required to disclose the details referred to under Rule 13.51(2) of the Listing Rules in respect of any proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting. Details of the proposed Directors, which have been reproduced from and are solely based upon the information provided by the Requisitionist in the Requisition Notice, are set out in Appendix I to this circular. Shareholders should note that the Board has not verified the particulars of the proposed Directors as set out in Appendix I to this circular.

REASONS FOR THE PROPOSED RESOLUTIONS

Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolutions. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Resolution for consideration.

EGM AND PROXY ARRANGEMENT

A notice convening the EGM with the resolutions is set out on pages 12 to 13 of this circular. Whether or not you are able to attend the meeting or any adjourned meeting, you are requested to complete the accompanying form of proxy and return it to the Company's Hong Kong branch share registrar, Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you wish to do so.

No Shareholder will be required to abstain from voting on resolutions to be proposed at the EGM regarding Proposed Resolutions under the Requisition. **The Company strongly recommends you to closely monitor the development of the situation with the COVID-19 pandemic and to assess, based on the social distancing policies, the necessity for attending the EGM in person.**

For determining the eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, June 9, 2022 to Tuesday, June 14, 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, June 8, 2022.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any resolution put to the vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of EGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LANGUAGE

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
For and on behalf of
The board of directors of
Nexteer Automotive Group Limited
FAN Yi
Executive Director, Company Secretary

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| APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS PROVIDED BY THE REQUISITIONING SHAREHOLDER |
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The details of the Proposed Directors proposed to be appointed at the EGM as set out in the Requisition Notice are provided below:

Mr. SHI, Shiming

Mr. SHI, Shiming, aged 43, has over 19 years of experience in the finance industry. Mr. SHI is currently an executive director of Nexteer Automotive (Hong Kong) Holdings Limited (耐世特汽車系統(香港)控股有限公司), the immediate controlling shareholder of the Company. From July 2002 to February 2003, Mr. SHI worked in the finance department of Jiangxi Hongdu Aviation Industry Group* (江西洪都航空工業集團有限責任公司). From February 2003 to June 2020, Mr. SHI worked in the finance department of AviChina Industry & Technology Company Limited* (中國航空科技工業股份有限公司) (“**AviChina**”), a company listed on the Stock Exchange, and served successively in the roles of assistant to the chief manager, deputy manager and chief manager of finance. He was also a supervisor of AviChina from June 2018 to December 2020. Mr. SHI has served as the chief financial officer of AVIC Automotive Systems Holding Co., Ltd* (中國航空汽車系統控股有限公司), an indirect controlling shareholder of the Company, since July 2020. Mr. SHI graduated from the department of economics and law of Zhongnan University of Economics and Law, the PRC in 2002, majoring in finance taxation, and obtained his master’s degree in accounting from Renmin University of China, the PRC in 2009.

Subject to the passing of the ordinary resolution for approving Mr. SHI, Shiming’s appointment, Mr. SHI will enter into a service contract with the Company with effect from the date of the EGM for a term of three years, subject to re-election and retirement as required by the Articles of Association and with such other terms and emoluments to be determined by the Board based on the recommendations of the Remuneration and Nomination Committee.

Up to the date of the notice of the Extraordinary General Meeting (the “**EGM Notice**”), Mr. SHI, Shiming does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“**SFO**”).

Up to the date of the EGM Notice, save as provided above, Mr. SHI, Shiming (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange Listing Rules, “**Listing Rules**”) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the EGM Notice, there is no other information in relation to the appointment of Mr. SHI, Shiming that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

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| APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS PROVIDED BY THE REQUISITIONING SHAREHOLDER |
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Dr. WANG, Bin

Dr. WANG, Bin, aged 56, is a professor of finance at the business school of Beijing Technology and Business University, as well as a member of its university-level academic committee. He is currently an independent director of China Tourism Group Duty Free Corporation Limited (中國旅遊集團中免股份有限公司) (listed on the Shanghai Stock Exchange), UBS Securities Co., Ltd* (瑞銀證券有限責任公司) and China Tea Co., Ltd* (中國茶葉股份有限公司), respectively.

Dr. WANG graduated from Beijing Technology and Business University with a bachelor's degree in accounting in July 1987 and a master's degree in accounting in December 1989, and from the Chinese Academy of Fiscal Science (Ministry of Finance of China) with a doctorate in accounting in July 2001. Dr. WANG is the author of over 50 academic papers in top domestic and foreign academic publications and journals. He is one of the directors of Accounting Society of China, as well as the vice-chairman of its management accounting research committee since 2007. Dr. WANG has received various accolades in relation to his work as a top academic in China.

Subject to the passing of the ordinary resolution for approving Dr. WANG, Bin's appointment, Dr. WANG will enter into a service contract with the Company with effect from the date of the EGM for a term of three years, subject to re-election and retirement as required by the Articles of Association and with such other terms and emoluments to be determined by the Board based on the recommendations of the Remuneration and Nomination Committee.

Up to the date of the EGM Notice, Dr. WANG, Bin does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Up to the date of the EGM Notice, save as provided above, Dr. WANG, Bin (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the EGM Notice, there is no other information in relation to the appointment of Dr. WANG, Bin that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. YUE, Yun

Mr. YUE, Yun, aged 51, is a practicing lawyer, senior partner and deputy director of Beijing Jundu Law Firm with more than 18 years of experience in the legal field. Mr. YUE,

**APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS
PROVIDED BY THE REQUISITIONING SHAREHOLDER**

Yun was a representative of the 9th, 10th and 11th Shanghai Lawyers' Congress, a member of the Shanghai Lawyers Association Mergers and Acquisitions Committee, and a member of the Shanghai Lawyers Association Disciplinary Committee. He previously served as an independent director of Nexteer HK Aviation Engine Corporation plc (中國航發動力股份有限公司) from February 2015 to February 2021.

Mr. YUE, Yun graduated from the department of social sciences of Hefei University in July 1992 and further obtained his master's degree in civil and commercial law from East China University of Political Science and Law in July 2005.

Subject to the passing of the ordinary resolution for approving Mr. YUE, Yun's appointment, Mr. YUE will enter into a service contract with the Company with effect from the date of the EGM for a term of three years, subject to re-election and retirement as required by the Articles of Association and with such other terms and emoluments to be determined by the Board based on the recommendations of the Remuneration and Nomination Committee.

Up to the date of the EGM Notice, Mr. YUE, Yun does not have any interests in Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Up to the date of the EGM Notice, save as provided above, Mr. YUE, Yun (i) has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) has not held any other positions in the Group; (iii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have other major appointments or professional qualifications.

Up to the date of the EGM Notice, there is no other information in relation to the appointment of Mr. YUE, Yun that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the of the Shareholders.

* *For reference purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "Meeting") of Nexteer Automotive Group Limited (the "Company") as requisitioned by one of its shareholders in accordance with the articles of association of the Company (the "Articles") will be convened and held at Huashan Room, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, June 14, 2022 at 9 a.m. for the purpose of considering and, if thought fit, passing with or without amendment(s) the following resolutions of the Company:

ORDINARY RESOLUTIONS

A. Proposed Resolutions By the Requisitionist

1. THAT Mr. ZHAO, Guibin be and is hereby removed as a director of the Company pursuant to article 16.6 of the Articles with immediate effect upon passing of this resolution;
2. THAT Mr. YICK, Wing Fat Simon be and is hereby removed as a director of the Company pursuant to article 16.6 of the Articles with immediate effect upon passing of this resolution;
3. THAT Mr. SHI, Shiming be appointed as a non-executive director of the Company pursuant to article 16.3 of the Articles with immediate effect upon passing of this resolution;
4. THAT Dr. WANG, Bin be appointed as an independent non-executive director of the Company pursuant to article 16.3 of the Articles with immediate effect upon passing of this resolution;
5. THAT Mr. YUE, Yun be appointed as an independent non-executive director of the Company pursuant to article 16.3 of the Articles with immediate effect upon passing of this resolution; and

B. Proposed Resolution By the Company

6. THAT the board of directors of the Company be authorised to fix the remuneration of the respective director(s).

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

Hong Kong, May 24, 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

| | | |
|---------------------------|--------------------------------|---------------------------------------|
| <i>Registered office:</i> | <i>Corporate headquarters:</i> | <i>Principal place of business in</i> |
| P.O. Box 309 | 1272 Doris Road | <i>Hong Kong:</i> |
| Ugland House | Auburn Hills, Michigan 48326 | 31/F, Tower Two, Times Square |
| Grand Cayman | United States | 1 Matheson Street |
| KY1-1104 | | Causeway Bay |
| Cayman Islands | | Hong Kong |

Notes:

- (i) A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder. The Company strongly recommends you to closely monitor the development of the situation with the COVID-19 pandemic and to assess, based on the social distancing policies, the necessity for attending the above meeting in person, and the board of directors of the Company respectfully requests that, or the same reason, the shareholders to appoint the chairman of the above meeting as their proxy rather than a third party to attend and vote on their behalf at the above meeting (or any adjournment thereof).
- (ii) In the case of joint holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.
- (iv) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, June 9, 2022 to Tuesday, June 14, 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, 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 Wednesday, June 8, 2022.
- (v) Taking into account of the recent development of the epidemic caused by COVID-19, the Company will adopt the following prevention and control measures at the EGM to ensure the safety of the Shareholders and other participants attending the EGM:
 - a) compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius will not be permitted to access to the meeting venue. Furthermore, any person who is subject to any quarantine prescribed by the Hong Kong Government will be denied entry into or be required to leave the meeting venue. In any case, denied entry to the meeting venue means the person will not be allowed to attend the EGM;
 - b) all persons who attend the EGM are required to wear surgical face masks before they are permitted to attend, and during their attendance of, the EGM; and
 - c) no refreshments or souvenirs will be served or distributed at the EGM.