

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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 20, 2023

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 19, 2023. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board announces that at the annual general meeting held on June 20, 2023 (the “**AGM**”), all proposed resolutions as set out in the Notice were duly voted on 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 (the “ Directors ”) and auditors of the Company for the year ended December 31, 2022. | 2,161,195,780 99.758266% | 5,237,000 0.241734% | 2,166,432,780 |
| 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\$0.0047 per Share for the year ended December 31, 2022. | 2,166,435,780 100.000000% | 0 0.000000% | 2,166,435,780 |
| 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. MILAVEC, Robin Zane as an executive Director. | 2,121,180,831 97.911087% | 45,254,949 2.088913% | 2,166,435,780 |
| 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. | 2,081,643,587 96.086097% | 84,792,193 3.913903% | 2,166,435,780 |
| 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. SHI, Shiming as a non-executive Director. | 1,976,740,517 91.243901% | 189,695,263 8.756099% | 2,166,435,780 |
| 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 Dr. WANG, Bin as an independent non-executive Director. | 2,106,420,609 97.229774% | 60,015,171 2.770226% | 2,166,435,780 |
| 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. YUE, Yun as an independent non-executive Director. | 2,166,435,780 100.000000% | 0 0.000000% | 2,166,435,780 |
| 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 of Directors (the “ Board ”) to fix the remuneration of the Directors. | 2,165,419,192 99.953076% | 1,016,588 0.046924% | 2,166,435,780 |
| 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 Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration. | 2,166,435,780 100.000000% | 0 0.000000% | 2,166,435,780 |
| 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 total number of issued Shares (the “ Issue Mandate ”). | 1,712,494,952 79.046652% | 453,940,828 20.953348% | 2,166,435,780 |
| 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 total number of issued Shares. | 2,166,435,780 100.000000% | 0 0.000000% | 2,166,435,780 |
| 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. | 1,803,169,490 83.232077% | 363,266,290 16.767923% | 2,166,435,780 |
| 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. | | | | |
| Special Resolution | | Number of votes cast and approximate percentage of total number of votes cast | | Total number of votes cast |
| | | For | Against | |
| 6. | To approve the proposed amendments (the “ Proposed Amendments ”) to the memorandum and articles of association of the Company currently in effect (the “ Existing Articles of Association ”) and adopt the second amended and restated memorandum and articles of association of the Company (the “ New Articles of Association ”) in substitution for, and to the exclusion of, the Existing Articles of Association, and authorize any Director or company secretary of the Company to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association. | 1,836,338,741 84.763128% | 330,097,039 15.236872% | 2,166,435,780 |
| As more than 75% of votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as special resolution. | | | | |

On March 15, 2023, the Directors recommended the declaration and payment of a final dividend of US\$0.0047 per ordinary share of the Company (the “**Dividend**”). The Board’s recommendation was approved by the Shareholders at the AGM on June 20, 2023.

The Dividend is payable on July 10, 2023 and the record date for entitlement to the Dividend is June 29, 2023. For determining the entitlement to the Dividend, the register of members of the Company will be closed from June 27, 2023 to June 29, 2023, 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 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 June 26, 2023.

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 shall be US\$1.00 to HK\$7.784, 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 20, 2023. Accordingly, the Dividend payable in Hong Kong dollars on July 10, 2023 will be HK\$0.0366 per ordinary share.

As of the date of the AGM, the total number of issued shares of the Company was 2,509,824,293 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.

The Board consists of eight Directors, seven of whom presented at the AGM. Mr. Jian WANG was unable to attend the AGM due to other work arrangements.

By order of the Board
Nexteer Automotive Group Limited
Zili LEI
Chairman and Chief Executive Officer

Hong Kong, June 20, 2023

As at the date of this announcement, the Company’s Executive Directors are Mr. Zili LEI (Chairman and Chief Executive Officer) and Mr. Robin Zane MILAVEC, the non-Executive Directors are Mr. Jian WANG, Ms. Wendong ZHANG and Mr. Shiming SHI, and the Independent non-Executive Directors are Mr. Jianjun LIU, Dr. Bin WANG and Mr. Yun YUE.