

**China Zenix Auto International Limited  
No. 1608, North Circle Road State Highway  
Zhangzhou, Fujian Province 363000  
People's Republic of China**

**2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON December 4, 2017**

**PROXY STATEMENT**

**General**

We are soliciting proxies on behalf of our board of directors for use at the annual general meeting of shareholders to be held on December 4, 2017 at 10:00 a.m., Beijing time, or at any adjournment or postponement thereof. The annual general meeting will be held at our offices located at No. 1608, North Circle Road State Highway, Zhangzhou, Fujian Province 363000, People's Republic of China.

This proxy statement is available to shareholders beginning on November 13, 2017 and the form of proxy is first being mailed to shareholders on or about November 13, 2017.

**Revocability of Proxies**

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering a written notice of revocation or a duly executed proxy bearing a later date or, if you hold ordinary shares, by attending the annual general meeting and voting in person. Attendance at the annual general meeting in and of itself does not revoke a prior proxy. A written notice of revocation must be delivered to the attention of Martin Cheung, our Chief Financial Officer, if you hold our ordinary shares, or to The Bank of New York Mellon if you hold American Depositary Shares, known as ADSs, representing our ordinary shares.

**Record Date, Share Ownership and Quorum**

Shareholders of record at the close of business on November 6, 2017 are entitled to vote at the annual general meeting. Our ordinary shares underlying ADSs are included for purposes of this determination. As of September 30, 2017, 206,500,000 of our ordinary shares, par value US\$0.0001 per share, were outstanding, of which approximately 62,499,988 ordinary shares were represented by ADSs. The presence of at least two ordinary shareholders in person or by proxy will constitute a quorum for the transaction of business at the annual general meeting; provided, however, that in no case shall such quorum represent less than 30% of our outstanding ordinary shares.

**Voting and Solicitation**

Each share outstanding on the record date is entitled to one vote. Voting by holders of ordinary shares at the annual general meeting will be by a show of hands unless the chairman of the meeting or any shareholder present in person or by proxy demands that a poll be taken. Holders of ADSs cannot vote at such meeting.

The costs of soliciting proxies will be borne by our company. Proxies may be solicited by certain of our directors, officers and regular employees, without additional compensation, in person or by telephone

or electronic mail. The solicitation materials are available on our company's website at <http://zenixauto.investorroom.com/>. Hard copies of the solicitation materials are available upon request to shareholders free of charge.

### **Voting by Holders of Ordinary Shares**

When proxies are properly dated, executed and returned by holders of ordinary shares, the shares they represent will be voted at the annual general meeting in accordance with the instructions of the shareholder. If no specific instructions are given by such holders, the shares will be voted "FOR" proposals 1 as well as in the proxy holder's discretion as to other matters that may properly come before the annual general meeting. Abstentions by holders of ordinary shares are included in the determination of the number of shares present and voting but are not counted as votes for or against a proposal. Broker non-votes will not be counted towards a quorum or for any purpose in determining whether the proposal is approved.

### **Voting by Holders of American Depositary Shares**

The Bank of New York Mellon, as depositary of the ADSs, has advised us that it intends to mail to all owners of ADSs the Notice of 2017 Annual General Meeting of Shareholders and an ADS Voting Instruction Card. Upon the delivery of a signed and completed ADS Voting Instruction Card as instructed therein, The Bank of New York Mellon will endeavor, to the extent practicable, to vote or cause to be voted the amount of ordinary shares represented by the ADSs, evidenced by American Depositary Receipts related to those ADSs, in accordance with the instructions set forth in such request. The Bank of New York Mellon has advised us that it will not vote or attempt to exercise the right to vote other than in accordance with those instructions. As the holder of record for all the shares represented by the ADSs, only The Bank of New York Mellon may vote those shares at the annual general meeting.

The Bank of New York Mellon and its agents are not responsible if they fail to carry out your voting instructions or for the manner in which they carry out your voting instructions. This means that if the ordinary shares underlying your ADSs are not able to be voted at the annual general meeting, there may be nothing you can do.

If (i) the enclosed ADS Voting Instruction Card is signed but is missing voting instructions, (ii) the enclosed ADS Voting Instruction Card is improperly completed or (iii) no ADS Voting Instruction Card is received by The Bank of New York Mellon from a holder of ADSs prior to 5:00 p.m., New York Time, on November 29, 2017, The Bank of New York Mellon will deem such holder of ADSs to have instructed it to give a proxy to the chairman of the annual general meeting to vote in favor of each proposal recommended by our board of directors and against each proposal opposed by our board of directors.

**PROPOSAL 1**  
**ELECTION OF DIRECTORS**

The board of directors has nominated all of our five current directors for election at the 2017 annual general meeting. Each director to be elected will hold office until the next annual general meeting of shareholders and until such director's successor is elected and is duly qualified, or until such director's earlier death, bankruptcy, insanity, resignation or removal. Proxies cannot, however, be voted for a greater number of persons than the number of nominees named in this proxy statement.

Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the five nominees named below. The board has no reason to believe that any of the nominees named below will be unable or unwilling to serve as a director if elected. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as management may propose.

The names of the nominees, their ages as of March 31, 2017 and the positions with our company held by them are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Jianhui Lai (2) (3)	51	Chairman of the board of directors and chief executive officer
Junqiu Gao (3)	50	Director, deputy chief executive officer and chief sales and marketing officer
William John Sharp (1) (2) (3)	75	Independent director
Yichun Zhang (1) (2)	83	Independent director
Xiandai Zhang (1)	48	Independent director

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- (1) Member of the audit committee.
  - (2) Member of the compensation committee.
  - (3) Member of the nominating and corporate governance committee.

*Directors Nominated for Election at the Annual General Meeting*

Mr. Jianhui Lai is our founder, chairman of our board of directors and chief executive officer. Mr. Lai has over 20 years of experience in the commercial vehicle wheel industry in the PRC, particularly in managing vehicle wheel businesses. Prior to founding us in 2003, Mr. Lai was factory manager of Zhangzhou Xiangcheng Zhengxing Automobile Wheel Factory from 1996 to 2003, factory manager of Fujian Pinghe Guanxi Automobile Wheel Factory from 1993 to 1996, and factory manager of Pinghe Automobile Tire and Bicycle Repair Depot from 1988 to 1993. Mr. Lai was awarded The Outstanding Private Entrepreneur in the PRC in 2004 and The Outstanding Individual of the PRC Automotive Industry in 2008, in recognition of his business achievements and stature in the industry. Mr. Lai is also the founder of two schools (providing primary school to high school education) in the PRC, namely Pinghe Zhengxing School and Zhangzhou Zhengxing School.

*Mr. Junqiu Gao* has served as our director since February 2009, and as our deputy chief executive officer and chief sales and marketing officer since June 2008. Mr. Gao also served as our marketing and sales manager from 2004 to 2008. Mr. Gao has over 20 years of marketing and sales and management experience in the commercial vehicle wheel and machinery industry in the PRC. Prior to joining us in 2004, Mr. Gao was head of the marketing and sales department of Zhangzhou Xiangcheng Zhengxing Automobile Wheel Factory from 1999 to 2004 and was a regional product sales manager of Xuzhou Press System Company Limited from 1993 to 1999. Mr. Gao also served as an electrical design technician and product after-sales engineer of Xuzhou Press System Company Limited from 1990 to 1993. Mr. Gao is a senior engineer and received his bachelor's degree in industrial electrical automation from Hefei University of Technology in 1990.

*Mr. William John Sharp* has served as our independent director since May 2011. Mr. Sharp has over 40 years of experience in the tire manufacturing industry. Since 2001, Mr. Sharp has served as president of Global Industrial Consulting, a consulting firm. Since 2005, Mr. Sharp has been a director of Xingda International Holdings Limited, a Hong Kong Stock Exchange listed company which manufactures components for radial tires where he serves as chairman of the compensation committee and a member of the audit committee. Since 2008, Mr. Sharp has been a director of Acquity Group LLC, a multi-channel commerce and digital marketing company where he serves as a member of the audit and compensation committees. From 1998 to 2012, Mr. Sharp was a director of Ferro Corporation, a New York Stock Exchange listed company that produces performance materials, where he served as a member of the compensation committee. From 2009 to February 2012, Mr. Sharp was a director of Exceed Co. Ltd., a NASDAQ listed company that produces footwear, apparel and accessories where he served as chairman of the audit committee and the compensation committee. Mr. Sharp joined The Goodyear Tire & Rubber Company in 1964 and was the president of its North America Tire group from 1999 to 2000. Prior to that, he was the president of its Global Support Operations from 1996 to 1999, and the president of Goodyear Europe, Middle East and Africa from 1992 to 1996. Mr. Sharp received his bachelor of science degree in industrial engineering from Ohio State University in 1963.

*Mr. Yichun Zhang* has served as our independent director since May 2011. Mr. Zhang is the head of the Financial Research Institute of Xiamen University. Since 1960, Mr. Zhang has been a lecturer of the economics department, associate professor and deputy head of the finance and fiscal department of the economics faculty, professor, supervisor of doctoral candidates and department head of the finance and fiscal department, professor, supervisor of doctoral candidates and faculty head of the economics faculty, and professor, supervisor of doctoral candidates and head of the fiscal research institute, all of Xiamen University. In addition, Mr. Zhang has served as an independent director of CNFOL.COM Company Limited, a PRC online financial information provider, Shanghai CiFi Company Limited, a PRC property developer, and Shenzhen Minsheng Royal Fund Management Co., Ltd., a PRC fund management company (where he serves as a member of the audit committee), since 2007. Mr. Zhang also served as an independent director of Zhengzhou Gas Company Limited, a Hong Kong Stock Exchange listed company, from 2002 to 2008, and Fujian Zhonghe Company Limited, a Shenzhen Stock Exchange listed company, from 2002 to 2008. Mr. Zhang served as an external supervisor of Industrial Bank Company Limited, a Shanghai Stock Exchange listed company, from 2004 to 2007. Mr. Zhang received his bachelor's degree in economics from Xiamen University in 1960.

*Mr. Xiandai Zhang* has served as our independent director since November 2014. Mr. Zhang is the director of taxation and a legal representative of Quanzhou Fangzheng Taxation since 2005. From 2000 to 2005, Mr. Zhang was the deputy director and an accountant at Quanzhou Fangzheng Accounting. Previously, he was the deputy director and accountant in the City of Shishi and an auditor in Yong'An City. Mr. Zhang is a Certified Public Accountant and Chartered Tax Adviser in China. He is also qualified as an economist and senior auditor. Mr. Zhang has over 20 years of experience in auditing, tax and accounting including 6 years of national auditing, 16 years experience with accounting and tax firms, and 12 years as an auditor or tax project manager. Mr. Zhang received his bachelor's degree in accounting from Fuzhou University in 1992.

The directors will be elected by affirmative vote of the holders of a majority of the shares present and voting in person or by proxy and entitled to vote at the annual general meeting. In electing directors, each shareholder may cast one vote per share owned for each director to be elected; shareholders cannot use cumulative voting.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR*  
THE ELECTION OF EACH OF THE NOMINEES NAMED ABOVE.**

## **ACCESS TO CORPORATE GOVERNANCE POLICIES**

We adopted a code of business conduct and ethics, which is applicable to all of our employees, directors and officers. Our code of business conduct and ethics has been filed as an exhibit to our registration statement on Form F-1 (File No. 333-173587), as amended, initially filed with the U.S. Securities and Exchange Commission on April 19, 2011. To the extent required by law, any amendments to, or waivers from, any provision of the code of business conduct and ethics will be promptly disclosed to the public.

Copies of our company's committee charters and code of business conduct and ethics will be provided to any shareholder upon written request to Donald Wang, Vice President – Finance, of China Zenix Auto International Limited, No. 1608, North Circle Road State Highway, Zhangzhou, Fujian Province 363000, People's Republic of China.

## **ANNUAL REPORT TO SHAREHOLDERS**

Pursuant to Section 203.01 of the New York Stock Exchange Listed Company Manual which permits companies to make available their annual report to shareholders on or through the company's website, we post our annual reports on our website. The annual report has been filed with the U.S. Securities and Exchange Commission. We adopted this practice to avoid the considerable expense associated with mailing physical copies of such reports to record holders and beneficial owners of the company's ADSs and ordinary shares. You may obtain a copy of our 2016 annual report by visiting our website <http://zenixauto.investorroom.com/>. If you want to receive a paper or email copy of our 2016 annual report, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy to Donald Wang, Vice President - Finance, at donald.wang@zenixauto.com or +86-159-6062-3365.

## OTHER MATTERS

We know of no other matters to be submitted to the annual general meeting. If any other matters properly come before the annual general meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the board of directors may recommend.

By Order of the Board of Directors,

A handwritten signature in black ink, appearing to be '賴建輝' (Lai Jianhui), written in a cursive style.

Jianhui Lai  
Chairman of the Board of Directors  
and Chief Executive Officer

Dated: November 13, 2017