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If you have sold or transferred all your securities in New Focus Auto Tech Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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NEW FOCUS AUTO TECH HOLDINGS LIMITED

新焦點汽車技術控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 360)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover have the same meanings as those defined in this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

A notice convening the Annual General Meeting to be held at Room 1809, Feidiao International Building, No.1065A Zhaojiabang Road, Xuhui District, Shanghai, PRC on Friday, 28 June 2024 at 2:00 p.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the Annual General Meeting has been sent to the Shareholders together with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.nfa360.com/en/>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, 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 less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude any member of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.

* For identification purposes only

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1809, Feidiao International Building, No.1065A Zhaojiabang Road, Xuhui District, Shanghai, PRC at 2:00 p.m. on Friday, 28 June 2024
“Articles”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	New Focus Auto Tech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	has the meaning ascribed to it under paragraph 2(a) of the Letter from the Board in this circular
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum”	the memorandum of association of the Company
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	has the meaning ascribed to it under paragraph 2(b) of the Letter from the Board in this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended from time to time)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“SZSE”	the Shenzhen Stock Exchange
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“Treasury Shares”	Shares repurchased and held by the Company in treasury, as authorized by the laws of the Cayman Islands and the Articles
“%”	per cent



NEW FOCUS AUTO TECH HOLDINGS LIMITED

新焦點汽車技術控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 360)

Executive Director:

Mr. Tong Fei (*Chairman*)

Independent Non-executive Directors:

Mr. Li Qingwen

Mr. Zhang Kaizhi

Mr. Huang Bo

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111, Cayman Islands

Principal Place of Business

in Hong Kong:

5/F, 180 Hennessy Road

Wan Chai

Hong Kong

29 April 2024

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO
ISSUE AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of the Issuance Mandate by the addition thereto of the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate; and (iv) the re-election of the retiring Directors, and to seek your approval of the relevant ordinary resolutions relating to those matters at the Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

Pursuant to the resolutions passed by the Shareholders on 8 June 2023, the Directors were granted general mandates to (i) repurchase Shares not exceeding 10% of the total number of Shares in issue as at 8 June 2023; and (ii) allot, issue or deal with Shares not exceeding 20% of the total number of Shares in issue as at 8 June 2023, and such general mandate was extended by the amount of Shares repurchased by the Company. Such general mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of general mandates to the Directors:

- (a) to allot, issue or deal with Shares or sell or transfer Treasury Shares not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) on the date of passing of such resolution (the “**Issuance Mandate**”), namely, up to a maximum of 3,443,389,669 Shares on the basis of 17,216,948,349 Shares being in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the Annual General Meeting;
- (b) to purchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares) on the date of passing of such resolution (the “**Repurchase Mandate**”), namely, up to a maximum of 1,721,694,834 Shares on the basis of 17,216,948,349 Shares being in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the Annual General Meeting; and
- (c) conditional on the passing of resolutions to grant the Issuance Mandate and the Repurchase Mandate, to extend the Issuance Mandate by the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Issuance Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions 4A and 4B set out in the notice of Annual General Meeting. The Directors are seeking the grant of the Issuance Mandate to issue Shares and sell or transfer Treasury Shares and the Repurchase Mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate.

In accordance with the requirements under Rule 10.06(1)(b) of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 86(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election. Accordingly, Mr. Zhang Kaizhi and Mr. Huang Bo who were appointed as Directors on 12 June 2023 will retire from office at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting

Pursuant to Article 87(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation.

Accordingly, Mr. Tong Fei, Mr. Li Qingwen, Mr. Zhang Kaizhi and Mr. Huang Bo will retire from office in accordance with the Articles. All of the above Directors, being eligible, will offer themselves for re-election.

The biographical details of each of the retiring Directors who will offer themselves for re-election, as required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, are set out in Appendix II to this circular.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Friday, 21 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company 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, no later than 4:30 p.m. on Thursday, 20 June 2024.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Issuance Mandate, the granting of the Repurchase Mandate, the extension of the Issuance Mandate by the addition thereto of the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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. The chairman of the Annual General Meeting will exercise his power under Article 66 of the Articles to demand a poll on each of the resolutions to be proposed at the Annual General Meeting. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (being before 2:00 p.m. on Wednesday, 26 June 2024). Completion and return of the form of proxy will not preclude any member of the Company from attending and voting in person at the meeting or any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the granting of the Issuance Mandate, the granting of the Repurchase Mandate, the extension of the Issuance Mandate by the addition thereto of the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate and the re-election of the retiring Directors are fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory statement on the Repurchase Mandate) and Appendix II (Details of the Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
On behalf of the Board
TONG Fei
Chairman and Executive Director

* *For identification purposes only*

This is the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the granting of the Repurchase Mandate. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has unusual features.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of the Shares in issue was 17,216,948,349.

Subject to the passing of the proposed resolution in respect of the grant of the Repurchase Mandate and assuming no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 1,721,694,834 Shares (representing 10% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the Annual General Meeting) during the period from the passing of the resolution relating to the Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; and (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in a general meeting.

2. REASON FOR SHARE REPURCHASE

The Company may cancel any Shares it repurchased and/or hold them as Treasury Shares to the extent permitted under all applicable laws, rules and regulations, subject to market conditions and its capital management needs at the relevant time of the repurchases.

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will give the Company greater flexibility to manage its capital structure and improve market liquidity, and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum, the Articles, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws.

4. IMPACT OF SHARE REPURCHASE

There might be an adverse impact on the working capital or gearing levels of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023 in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.051	0.040
May	0.073	0.046
June	0.098	0.060
July	0.090	0.050
August	0.065	0.047
September	0.092	0.048
October	0.340	0.066
November	0.345	0.235
December	0.250	0.191
2024		
January	0.224	0.152
February	0.215	0.165
March	0.203	0.173
April (up to the Latest Practicable Date)	0.194	0.167

6. GENERAL

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Memorandum, the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

As at the Latest Practicable Date, to the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules), had any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If, on the exercise of the powers to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control over the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Daodu (Hong Kong) Holding Limited held approximately 60.69% of the issued share capital of the Company. In the event that the Directors are required to exercise the proposed Repurchase Mandate in full, on the basis that no further Shares are issued or repurchased, the interests in the Company held by Daodu (Hong Kong) Holding Limited would be increased to approximately 67.44% of the issued share capital of the Company, which will not give rise to any obligation to make a general offer under Rule 26 of the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to such an extent that the number of Shares held by the public would fall below the prescribed minimum percentage of 25% of the issued share capital of the Company (excluding Treasury Shares).

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares on the Stock Exchange during the six months immediately prior to the Latest Practicable Date.

The following sets out the details of the Directors who will retire from office, and being eligible, offer themselves for re-election at the Annual General Meeting.

Mr. Tong Fei

Experience

Mr. Tong, aged 41, has been an executive Director since July 2019.

Mr. Tong obtained his master's degree in business administration from Peking University (北京大學) in 2012. Mr. Tong was appointed as the director of business development department of China Resources Leasing Co., Ltd.* (華潤租賃有限公司), the assistant president of Huazhong Finance Leasing Co., Ltd.* (華中融資租賃有限公司), the managing director of Century Huazhong Capital Management Co., Ltd.* (世紀華中資本管理有限公司) and the general manager of Beijing Senwo Capital Management Co., Ltd.* (北京森沃資本管理有限公司). In respect of professional qualifications, Mr. Tong obtained the fund qualification certificate (基金從業資格證) from the Asset Management Association of China (中國證券投資基金業協會) in 2016. He has extensive knowledge and experience in financial management and capital operation.

Save as disclosed above, Mr. Tong neither held any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas nor had any other major appointments or professional qualifications.

Relationships

Save as disclosed above, so far as the Directors are aware, as at the Latest Practicable Date, Mr. Tong had no relationship with any Directors, senior management or substantial Shareholders (as defined under the Listing Rules) or controlling Shareholders (as defined under the Listing Rules) of the Company.

Interest in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Tong did not have any interest in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Director's length of service and emoluments

Mr. Tong has entered into a service agreement with the Company for a term of three years commencing from 1 July 2022, subject to retirement by rotation in accordance with the Articles. Pursuant to the service agreement, Mr. Tong is currently entitled to an annual fee of HK\$1,500,000 which is subject to annual review by the Board and is determined on the basis of his role in the Group, responsibilities and experience and the prevailing market rates. In addition, Mr. Tong is entitled to a discretionary bonus payable at or before the year end at the discretion of the Board. Mr. Tong did not receive any discretionary bonus for the year ended 31 December 2023.

Matters that need to be brought to the attention of the Shareholders

Save as disclosed herein, as at the Latest Practicable Date, there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tong that need to be brought to the attention of the Shareholders.

Mr. Li Qingwen*Experience*

Mr. Li, aged 68, has been an independent non-executive Director since January 2023.

Mr. Li graduated from Harbin Engineering University (哈爾濱工程大學) and received a master's degree in economics. Mr. Li has been the president of Carbingo Academy* (汽車評價研究院) and Beijing Invisible Unicorn Information Science and Technology* (北京隱形獨角獸信息科技院) since 2017. Mr. Li was an independent director of Chongqing Changan Automobile Co., Ltd. (重慶長安汽車股份有限公司) (listed on SZSE, stock code: 000625) from March 2016 to June 2022, and has been an independent director of each of Xuchang Yuandong Drive Shaft Co., Ltd.* (許昌遠東傳動軸股份有限公司) (listed on SZSE, stock code: 002406) since June 2020 and Jiangsu Lopal Tech. Co., Ltd.* (江蘇龍蟠科技股份有限公司) (listed on Shanghai stock exchange, stock code: 603906) since March 2020.

Save as disclosed above, Mr. Li neither held any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas nor had any other major appointments or professional qualifications.

Relationships

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Li had no relationship with any Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Li did not have any interest in the shares within the meaning of Part XV of the SFO.

Director's length of service and emoluments

Mr. Li has entered into a letter of appointment with the Company for a term of three years commencing from 12 January 2023, subject to retirement by rotation in accordance with the Articles. Pursuant to the letter of appointment, Mr. Li is currently entitled to an annual fee of RMB100,000 which is subject to annual review by the Board and is determined on the basis of his role in the Group, responsibilities and experience and the prevailing market rates.

Matters that need to be brought to the attention of the Shareholders

Save as disclosed herein, as at the Latest Practicable Date, there was no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there were no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

Mr. Zhang Kaizhi*Experience*

Mr. Zhang, aged 50, has been an independent non-executive Director since June 2023.

Mr. Zhang graduated from the Zhongnan University of Economics and Law (中南財經政法大學), and is also a Chinese certified public accountant and appraiser, with securities practitioner and fund practitioner qualifications. Mr. Zhang is currently studying in an Executive Master of Business Administration ("EMBA") program at the National Tsing Hua University (國立清華大學) in Hsinchu City, Taiwan. Mr. Zhang has been a partner of Shenzhen Jiuan Certified Public Accountants (Special General Partnership)* (深圳久安會計師事務所(特殊普通合夥)) since October 2021. Mr. Zhang served as the deputy director of the financial department of Hubei Sanlida Building Materials Industry Group Co., Ltd.* (湖北三利達建材工業集團有限公司) and the manager of the financial department of the Netherlands Anyunlong Group (Shanghai) Company* (荷蘭安運隆集團(上海)公司) from December 1993 to November 1999; the deputy general manager of Hubei Dawei Assets Appraisal Co., Ltd.* (湖北大維資產評估有限公司) from December 1999 to August 2005; and a partner of each of Shenzhen Cexin Hongye Certified Public Accountants (General Partnership)* (深圳策信泓業會計師事務所(普通合夥)) and Shenzhen Guotai Certified Public Accountants (General Partnership)* (深圳國泰會計師事務所(普通合夥)) from August 2005 to October 2021.

Save as disclosed above, Mr. Zhang neither held any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas nor had any other major appointments or professional qualifications.

Relationships

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang had no relationship with any Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Director's length of service and emoluments

Mr. Zhang has entered into a letter of appointment with the Company for a term of three years commencing from 12 June 2023, subject to retirement by rotation in accordance with the Articles. Pursuant to the letter of appointment, Mr. Zhang is currently entitled to an annual fee of RMB100,000 which is subject to annual review by the Board and is determined on the basis of his role in the Group, responsibilities and experience and the prevailing market rates.

Matters that need to be brought to the attention of the Shareholders

Save as disclosed herein, as at the Latest Practicable Date, there was no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there were no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

Mr. Huang Bo*Experience*

Mr. Huang, aged 36, has been an independent non-executive Director since June 2023.

Mr. Huang received an EMBA in the Joint Training Program between Peking University (北京大學) and the University of Hong Kong in 2021. Mr. Huang has been working in Baker Tilly China Certified Public Accountants (天職國際會計師事務所中國區) since 2010, with his current position being the director of consultancy services. Mr. Huang focuses on providing clients with solutions such as strategic development, management optimization, policy research, risk control, etc., and is particularly experienced at providing consultancy services for state-owned enterprises and administrative institutions. Mr. Huang is an international certified management consultant and a senior risk manager. He is also a science and technology evaluation expert of the Chengdu Science and Technology Bureau* (成都市科學技術局), which provides various special services, such as consultation and demonstration, evaluation and acceptance evaluation, and is committed to promoting the scientization, standardization and modernization of technological management and decision making.

Save as disclosed above, Mr. Huang neither held any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas nor had any other major appointments or professional qualifications.

Relationships

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Huang had no relationship with any Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Huang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Director's length of service and emoluments

Mr. Huang has entered into a letter of appointment with the Company for a term of three years commencing from 12 June 2023, subject to retirement by rotation in accordance with the Articles. Pursuant to the letter of appointment, Mr. Huang is currently entitled to an annual fee of RMB100,000 which is subject to annual review by the Board and is determined on the basis of his role in the Group, responsibilities and experience and the prevailing market rates.

Matters that need to be brought to the attention of the Shareholders

Save as disclosed herein, as at the Latest Practicable Date, there was no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there were no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders.

Further information in relation to the re-election of the Directors

The recommendation of the re-election of the Directors listed above to the Board was made in accordance with the Company's nomination policy and objective criteria (including but not limited to professional experience, skills, knowledge, gender, age, cultural and educational background, ethnicity, and length of service), with due regard for the benefits of diversity, as set out under the Company's board diversity policy. The Board has also taken into account the contributions of the aforesaid Directors and their commitment to their roles.

In view of the disclosure above, the Board believes that Mr. Li Qingwen, Mr. Zhang Kaizhi and Mr. Huang Bo are independent and each of the Directors has the education, background and experience that enable him to provide valuable insights and contribute to the diversity of the Board and shall be eligible for re-election.

NOTICE OF ANNUAL GENERAL MEETING



NEW FOCUS AUTO TECH HOLDINGS LIMITED

新焦點汽車技術控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 360)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of New Focus Auto Tech Holdings Limited (the “**Company**”) will be held at Room 1809, Feidiao International Building, No.1065A Zhaojiabang Road, Xuhui District, Shanghai, PRC at 2:00 p.m. on Friday, 28 June 2024 for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the auditor of the Company for the year ended 31 December 2023.
2.
 - (i) To re-elect Mr. Tong Fei as an executive Director.
 - (ii) To re-elect Mr. Li Qingwen as an independent non-executive Director.
 - (iii) To re-elect Mr. Zhang Kaizhi as an independent non-executive Director.
 - (iv) To re-elect Mr. Huang Bo as an independent non-executive Director.
 - (v) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company, and to authorize the Board to fix their remuneration.

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the **“Shares”**) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares), which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares), which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any issue of Shares on the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time or on the exercise of any options granted under the share option scheme of the Company or an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles”**), shall not exceed 20% of the total number of the Shares in issue (excluding treasury Shares) as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the shareholders of the Company (other than any holders of treasury Shares) whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

References to an allotment, issue, grant or offer of securities or Shares shall include a sale or transfer of treasury Shares and references to allottees shall include purchasers or transferees of such treasury Shares. For the avoidance of doubt, the Directors may only use such general mandate for the resale of treasury Shares to the extent permitted under all applicable laws, rules and regulations.

B. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares authorized to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles to be held; and
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 4A and 4B of this notice, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares and to sell or transfer additional treasury Shares pursuant to the resolution set out in paragraph 4A of this notice be and is hereby extended by the addition to the total number of Shares which may be allotted, sold or transferred or agreed conditionally or unconditionally to be allotted, sold or transferred by the Directors pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 4B of this notice, provided that such extended amount shall not exceed 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing this resolution.”

By order of the Board
New Focus Auto Tech Holdings Limited
TONG Fei
Chairman and Executive Director

Hong Kong, 29 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
5/F, 180 Hennessy Road
Wan Chai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf, subject to the Articles. A proxy need not be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such Share, be entitled alone to vote in respect thereof.
5. The resolutions at the Annual General Meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
6. The register of members of the Company will be closed from Friday, 21 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch 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 by 4:30 p.m. on Thursday, 20 June 2024.

As at the date of this notice, the Directors are: executive Director – TONG Fei; and independent non-executive Directors – LI Qingwen, ZHANG Kaizhi and HUANG Bo.