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## NEW FOCUS AUTO TECH HOLDINGS LIMITED

### 新焦點汽車技術控股有限公司\*

(于開曼群島註冊成立的有限公司)

(股份代號：360)

### 海外監管公告

本公告是由新焦點汽車技術控股有限公司（「本公司」）根據香港聯合交易所有限公司證券上市規則第13.09(2)條而作出。

以下所附是本公司依臺灣證券交易所股份有限公司規定於二零一三年七月二十二日在臺灣證券交易所股份有限公司網頁刊發的公告。

承董事會命  
新焦點汽車技術控股有限公司  
主席  
洪偉弼

香港，二零一三年七月二十二日

於本公佈刊發日期，本公司董事會包括以下董事：執行董事－洪偉弼、洪瑛蓮、張瑞展、Douglas Charles Stuart FRESCO 及Edward B. Matthew；非執行董事－許明全及張安黎；以及獨立非執行董事－杜海波、周太明、汪啓茂及張天誌。

\* 僅供識別



# 新焦點汽車技術控股有限公司

台灣媒體見面會



2013年7月

僅供記者會使用



# 交易概覽



# 鼎暉投資交易概覽

## 與領先的中國投資基金合作



預期資金用途:

IT & 基礎建設: 17.5%

過往收購尾款 & 貸款償還: 21.1%

潛在兼併收購 / 展店: 61.4%

完成新股認購後，鼎暉將立即成為新焦點單一最大股東，占42.8%

42.8%

63.2%

鼎暉一旦轉換全部可轉債，所持有的新焦點股權將進一步提升至63.2%

- 鼎暉將投資新焦點美金9,737萬，包括價值美金4,868.5萬的新股及價值美金4,868.5萬之5年零息可換股債券
  - 認購新股價格及可換股債券轉股價均為每股港幣0.30元
  - 將委任新的董事團隊、集團財務長及審計師 (KPMG)

註:以上內容均來自公司公告



NEW FOCUS AUTO

# 本次投資案可預見的潛在效益



新團隊能更有效率的  
為集團完成經營策略

具有更高信譽的  
專業審計師 (KPMG)

卓越的服務及  
技術專家

儲備大規模的人才  
以支持後續發展

1

將逐步實踐潛在收購及新開門店，大力推動擴張計劃

2

借助鼎暉在中國良好的聲譽、當地知識及網路發展新焦點業務計劃

3

新焦點將大幅改善公司短期流動資金狀況，全面提升整體財務實力

4

為新焦點引入更多高品質股東，為股東帶來戰略價值



# 新董事會成員及管理團隊

## 主要董事會成員



王振宇  
董事長

鼎暉投資  
創辦人暨  
董事總經理



洪偉弼  
副董事長

新焦點集團  
創辦人



張瑞展  
執行長

和信超媒体、中国上海  
乐拍有限公司  
創辦人暨執行長



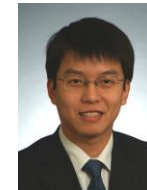
應偉  
非執行董事

鼎暉投資  
營運合夥人



張建行  
執行董事

鼎暉投資  
營運董事總經理



杜敬磊  
非執行董事

鼎暉投資  
執行董事

## 非執行獨立董事



胡玉明

暨南大學  
管理學院教授



林雷

新華信創辦人  
聯席總裁暨  
行政總裁



張傑

中國恒天  
董事長暨黨委書記

## 其他管理團隊成員



洪瑛蓮  
營運長

專長於人力資源管理、產品  
管理、存貨物流及財務管理



林明  
財務長

曾任華納世通副總裁



# 新焦點簡介



# 新焦點集團概覽

新焦點集團（港股代碼 0360；台股代碼 9106）是**大中華地區最大的一站式汽車售後服務連鎖業者之一**，集團目前在兩岸三地已有約**200家**的營運據點，其中直營服務零售門店約**90家**。

除了提供廣大車主快捷且便利的汽車售後服務外，新焦點集團下另兩大體系業務為：商業客戶批發體系及製造體系。商業客戶批發體系分佈於13個重點省份並握有許多暢銷商品省籍獨家代理權，客戶族群以國內大型4S店居多，也供應街邊小店。製造業享譽國際，為眾多全球一線汽車知名品牌的OEM製造夥伴，並竭力投入產品設計與研發，以“輕、薄、短、小、智慧化和環保節能”的特點深入消費市場。集團總人數近5,000人。

## 零售業

- 擁有約90家直營服務零售門店：
  - 一站式門店：完整的套裝服務，主要提供服務包含汽車基礎保養，精洗美容，快修快保，鈹金噴漆與百貨配件銷售
  - 所有門店均設立於一線大城市（北京、上海、深圳、濟南、長春及台灣）
  - 與全球頂尖汽車相關企業締結合作協議，成為其在中國的首選合作夥伴

## 製造業

- 主要製造與銷售汽車電子類與電源類配件
- 目前生產商品超過80%皆為外銷，主要客戶分佈於北美洲，包含Canadian Tires, Costco, Autozone and Walmart
- 2012年6月引入新管理團隊，業務蓬勃發展

## 批發業

- 橫跨國內主要省份
- 四大主要子公司：
  - 浙江歐特隆
  - 新天成
  - 追得
  - 湖北歐特隆
- 主要客戶包含：國內大型4S店，小型一站式服務連鎖店與小型路邊私營店



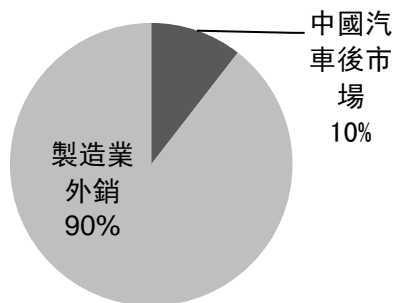
# 由出口型製造業者成功轉型為致力於大中華市場的服務業者

## 服務業為集團整體業績提供巨大貢獻

### 2006年及2012年銷售額

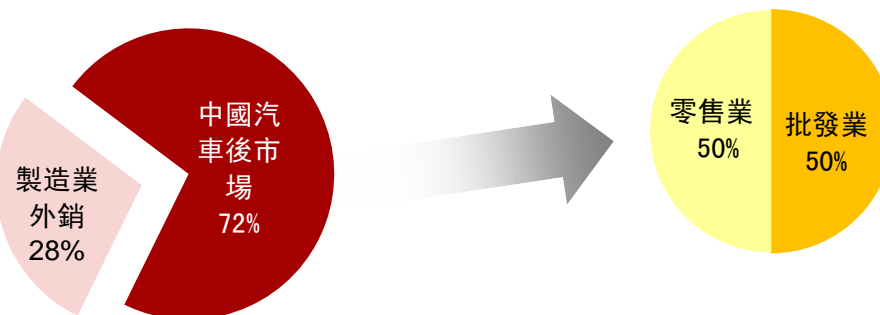
2006

集團總銷售額：人民幣5.33億



2012

集團總銷售額：人民幣13.979億



- 服務業將提高重點城市的一站式服務門店密度，提升營運表現與服務品質，積極開設更多服務據點，並兼併收購潛在對象，逐步擴張
- 製造業將持續強化產品研發能力及行銷網路，鞏固現有客源也拓展新業務，以擴大市場份額。同時節省費用，優化供應鏈流程以提高業績

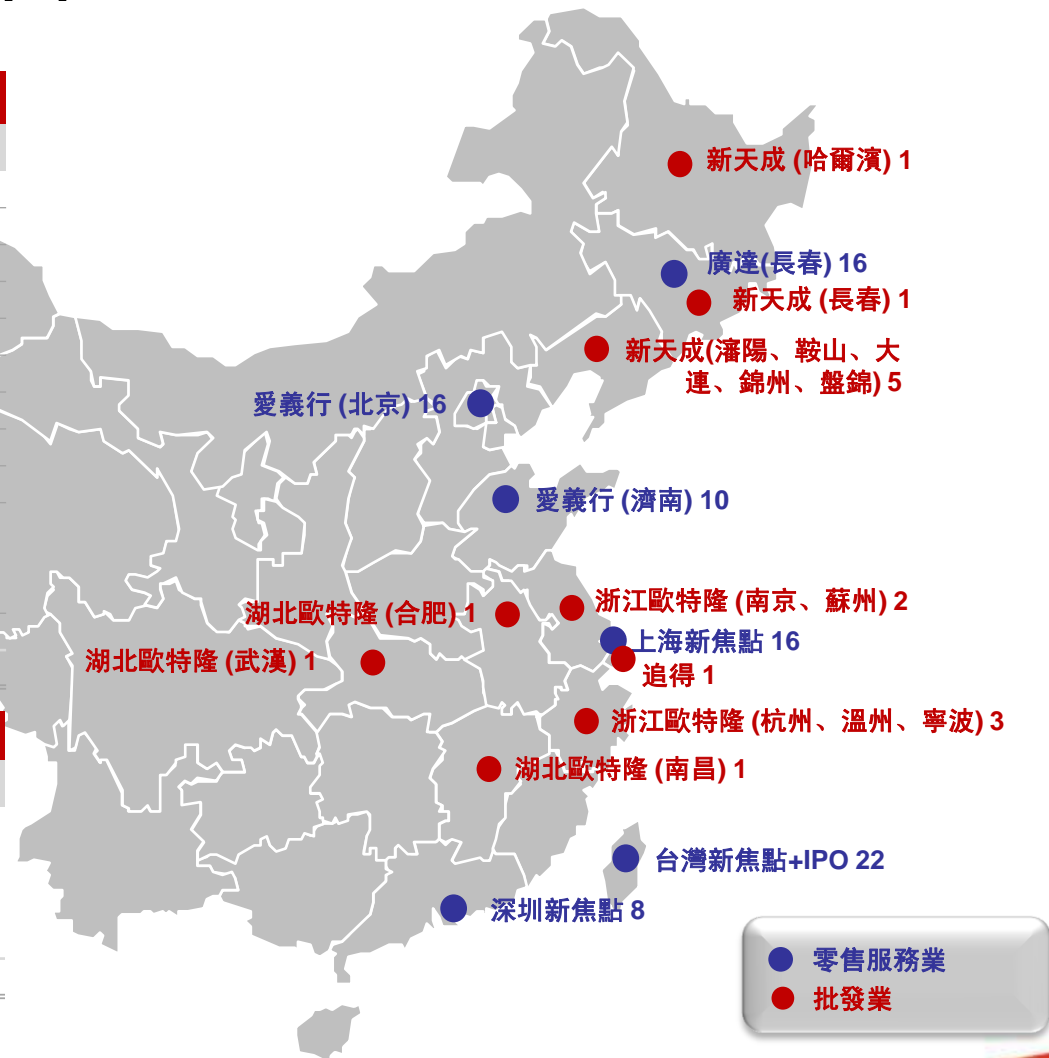
# 兩岸三地門店分佈版圖

## B2C門店數量 (截至2013年6月底)

地區	門店數量
<b>華東</b>	<b>16</b>
上海新焦點 (一站式)	3
上海新焦點 (大潤發)	13
<b>台灣</b>	<b>22</b>
台灣新焦點	19
IPO	3
<b>華南</b>	<b>8</b>
深圳新焦點	8
<b>華北</b>	<b>26</b>
愛義行 (北京)	16
愛義行 (濟南)	10
<b>東北</b>	<b>16</b>
廣達	16
<b>總數</b>	<b>88</b>

## B2B門店數量 (截至2013年6月底)

子公司	門店數量
浙江歐特隆	5
新天成	7
追得	1
湖北歐特隆	3
<b>總數</b>	<b>16</b>



● 零售服務業  
● 批發業

# 門店改造計畫：新佈局引來更多客流及利潤

## 門店整改：舊店佈局vs.新店佈局

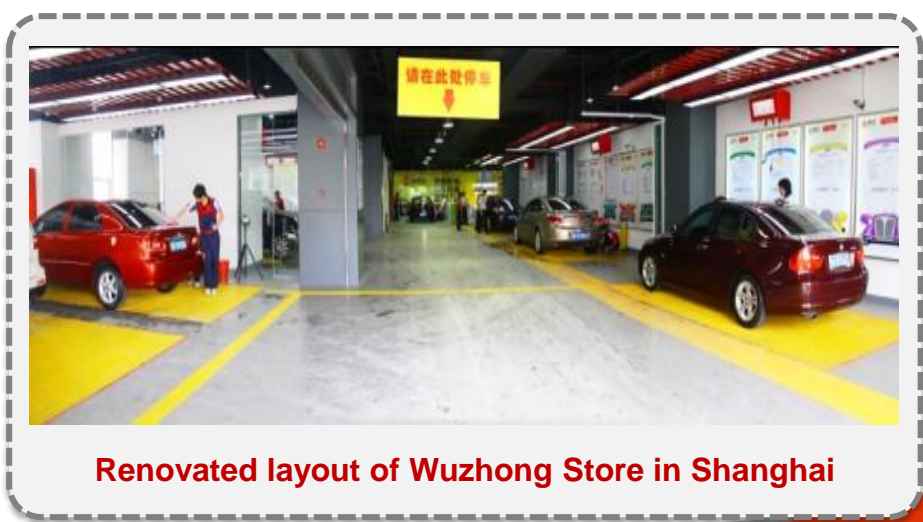
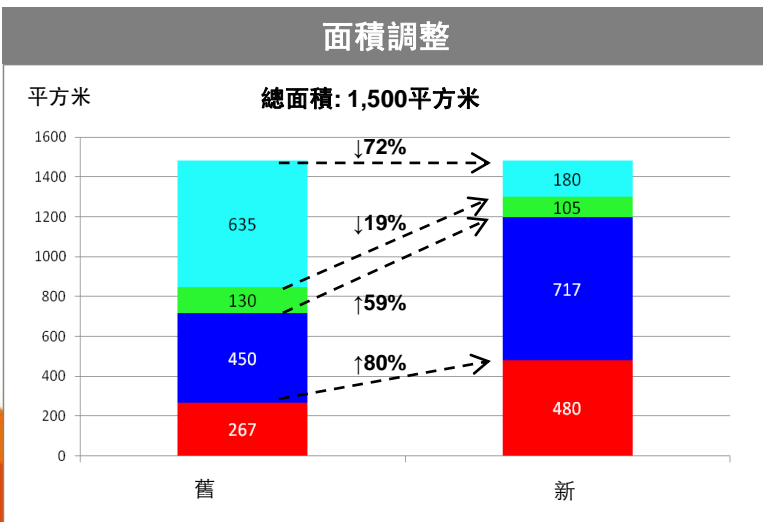
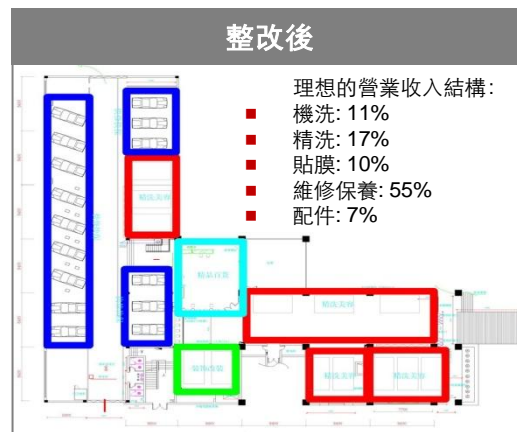
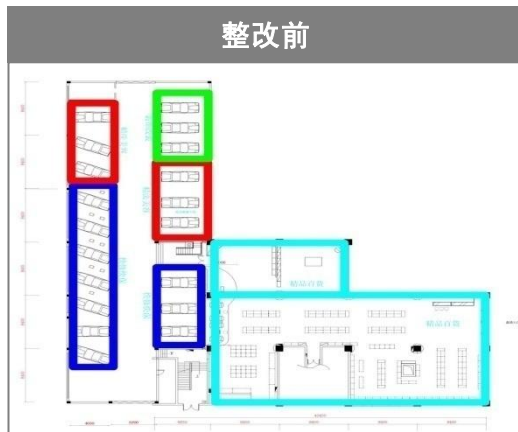
機洗  
(不需要室內面積)

精洗

維修保養

貼膜

配件



# 門店改造計畫：新佈局引來更多客流及利潤(續)



整改後單店  
平均每日來客量：  
360 輛

電腦洗車

專業精洗  
美容

改裝

快修快保

百貨

平均每日來  
客量百分比

60%

8%

2%

20%

10%



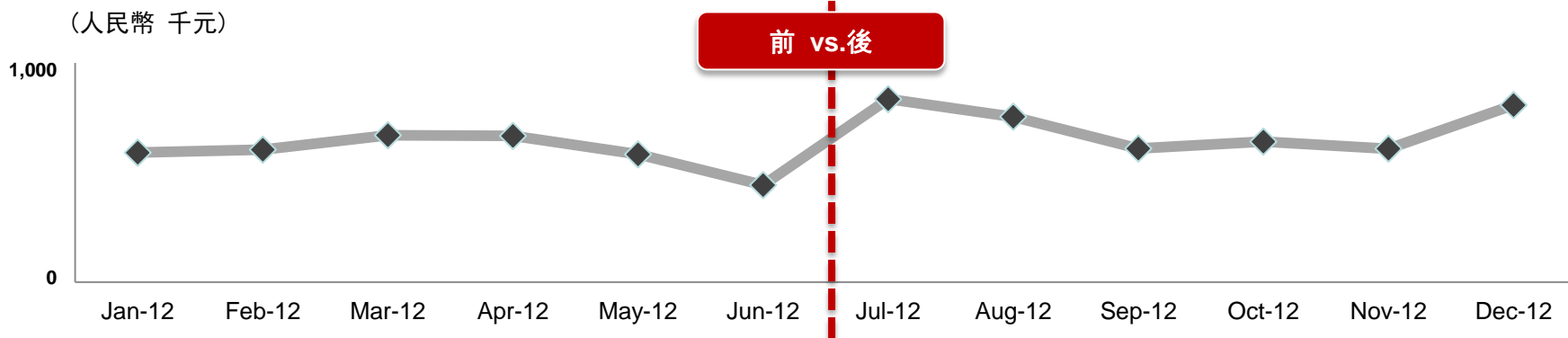
上海吳中店整改後的門店模式



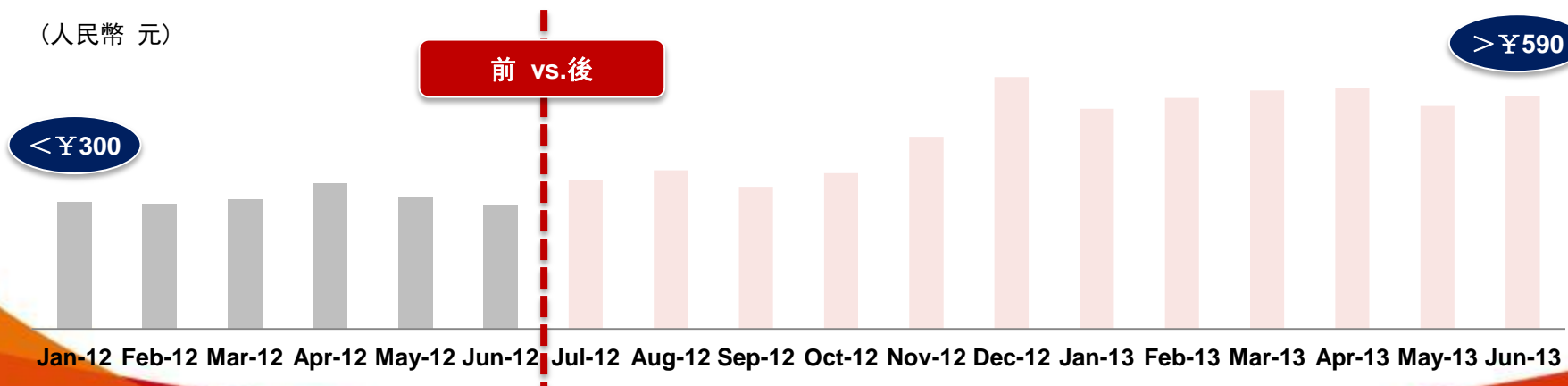
NEW FOCUS AUTO

# 門店改造計畫：新佈局引來更多客流及利潤(續)

上海一站式門店整改前後單店單月平均營收



上海一站式門店整改前後平均客單價



# 營運策略及重點發展領域

## 市場領導者之間的合作：與美孚及米其林達成戰略合作協議

### “焦點機油服務”



- 與埃克森美孚簽署戰略合作協定，首創亞太地區前所未見的“焦點機油服務”。將于新焦點全國門店指定的維修保養工位設置。該項服務將成為新焦點維修保養的焦點服務
- 全自動化的“中央監測式加油設備”保證服務品質與施工效率，為愛車健康把關，提供全國車主最快捷、最有價格競爭力的服務

始於2013年7月

### 獨家授權



- 與全球輪胎製造龍頭米其林簽署戰略合作協定，成為米其林在中國的授權製造、分銷合作夥伴。此合作為米其林在亞太地區2的首次嘗試
- 所有米其林的產品都將於新焦點現有及未來服務網點進行銷售。全資子公司“紐福克斯光電”負責生產米其林品牌授權的汽車配件產品，及于大中華區及米其林北美及歐洲分銷網路分銷所有米其林品牌產品

始於2013年1月

# 營運策略及重點發展領域(續)

## 車牌識別系統和全面的客戶資料庫

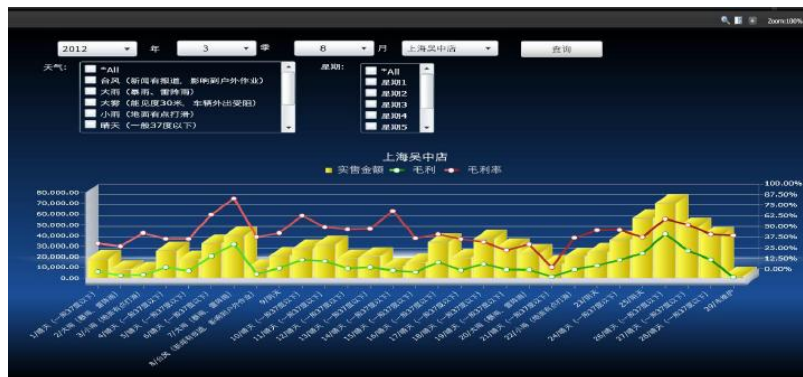
從機洗開始，我們為每位客戶建立綜合檔案，資料可供進一步銷售服務

完整的資料庫提供全面性的門店營運總覽

第一步：識別車牌

第二步：建立客戶檔案、檢查記錄及消費喜好

第三步：保存記錄供再次銷售及分析之用



機洗完成



# 免責聲明

本新聞稿包含的前瞻性陳述包括(但不限於)下列各項有關的表述:

- 經營計畫或未來營運目的或未來市場定位
- 未來財政表現預期
- 多項會報陳述所基於的假設

本會報使用「預計」、「相信」、「預期」、「計畫」、「或會」、「將會」、「預料」、「計畫」、「預測」等字詞及類似語句,旨在識別前瞻性陳述。

該等陳述乃新焦點汽車技術控股有限公司(「新焦點」,以及其附屬公司,「新焦點集團」)按其現時所知的狀況因素所作出的。其不能保證該等前瞻性陳述的準確性,而前瞻性陳述亦非對未來表現的保證。鑒於風險及不明朗因素,前瞻性事件及情況不一定會按預期的方式發生或根本不會發生。當中的風險及不明朗因素可包括(但不限於)下列方面:

- 總體經濟、民生、營商、政治及法治的條件及變化;
- 利率、外幣匯率、股票價格或其他比率或價格的變化或波動;
- 因市場競爭、價格波動、市場供應需求、競爭對手的行動及法律、稅務與監管制度轉變所致的銷售風險;
- 法律、會計準則、其他規則及/或法規的任何變化及違規風險;
- 與收購、出售、折舊資產及設備,及廠房設施營運相關的規則及法規變化;
- 因意外或不可預見的事件所致的業務中斷;
- 無法為發展項目獲批所需檔及批准;
- 無法合併新焦點集團內新增成員公司以實現協同效應;或
- 法律賠償、責任及訴訟

前瞻性陳述僅說明截至本會報日期的狀況,新焦點並無任何責任更新或無意以其他方式修訂任何前瞻性陳述。有關其他資訊,投資者可參考新焦點的年度報告、其向台灣證交所及香港交易所所提交的申報,以及於新焦點網站內公佈的資訊。





# New Focus Auto Tech Holdings Limited

## Taiwan Press Conference



July 2013

FOR PRESS CONFERENCE ONLY



# Transaction Overview

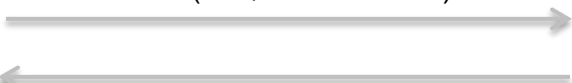


# CDH Transaction

## Potential Partnership with the leading China-based PE



Cash (US\$ 97.37million)



New Shares & CB



### Expected Net Proceeds:

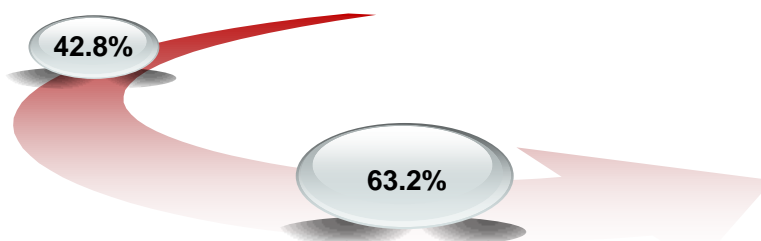
IT & Infrastructure Upgrade: 17.5%

M&A remaining payment: 21.1%

M&A / New Store Opening: 61.4%

Immediately after subscription of new Shares, CDH will become the single largest shareholder (42.8%) of NFA

42.8%



63.2%

CDH's shareholding will be further increased to 63.2% upon full exercise of the conversion rights attached to the CB

- CDH will invest US\$97.37 million by subscribing US\$48.685 million of new shares and a 5-year zero-coupon convertible bonds in the principal amount of US\$48.685 million
  - Subscription price and conversion price of the CDH CB are both set at HK\$0.30 per share
  - CDH will take over the control of the board and will appoint new CFO and auditors (KPMG)



NEW FOCUS AUTO

# CDH Transaction

*Tremendous benefits that are foreseeable upon the completion of the proposed CDH investment*



New directors will enhance NFA's capability to better execute business strategies

Professional auditor with higher credibility of financials (KPMG)

High caliber service and technical professionals

A large scale of talent pool to support continued growth

- 1 Expansion capital for organic growth and selective acquisitions to further grow the business operations
- 2 Leverage on CDH's reputation and gain immediate access to the network and local knowledge of CDH in China
- 3 Recapitalization of Balance Sheet and Financial Soundness Enhancement
- 4 Introduce Additional Quality Shareholders and Improve Share Liquidity



NEW FOCUS AUTO

FOR PRESS CONFERENCE ONLY

# New directors and Management Team

## Key members of the Board of directors



**Wang Zhenyu**  
Chairman

*CDH*  
Co-founder and  
Managing Director



**John Hung**  
Vice Chairman

*NFA*  
Founder



**Raymond Chang**  
CEO

*GigaMedia, Lucky Pai*  
Founder & CEO



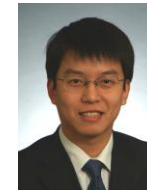
**Ying Wei**  
Non-executive  
Director

*CDH*  
Operating Partner



**Zhang Jianxing**  
Executive Director

*CDH*  
Operating Managing  
Director



**Du Jinglei**  
Non-executive  
Director

*CDH*  
Executive Director

## 非執行獨立董事



**Hu Yuming**

*Professor at Jinan*  
*University*



**Lin Lei**

*Co-President & Joint CEO*  
*Chairman of China Hi-*  
*of Sinotrust*  
*Tech Group*  
*Corporation*



**Zhang Jie**

## 其他管理團隊成員



**Hung Ying-Lien**  
COO

*Specializing in human resources*  
*management, product*  
*management, inventory logistics*  
*and financial management*



**Lin Ming**  
CFO

*Vice President of Towona*



# Snapshot of NFA



# Overview of NFA Group

**We are a leading car after-sales service provider in Greater China with around 90 stores.** We provide automobile maintenance, car wash, professional detailing, modifications, body repair services, and the sales of auto accessory products. In addition to the car after-sales services, we also manufacture & distribute various environmental-friendly auto electronics and power-related parts and accessories mainly in North America and European markets.

## Retail Services

- Around 90 retail service chain stores in Greater China
  - Stand-alone stores providing full range of after-sales services
  - All stores are located in tier-one cities (Beijing, Shanghai, Shenzhen, Jinan, Changchun & Taiwan)
  - Formed partnership with RT-Mart; service stores opening in RT-Mart parking lots in China
  - Partnership with Michelin on lifestyle products in China and with Castrol

## Manufacturing

- Focus on automotive electronics and power related parts & accessories
- Export accounts for over 80% of its sales, key customers are Canadian Tires, Costco, Autozone and Walmart in North America
- New General Manager appointed in Jun 2012 to further improve its business

## Wholesale

- Operations across several key provinces in China
- Composed of 4 major subsidiaries:
  - Hubei Autoboom
  - Zhejiang Autoboom
  - Liaoning Xintiancheng
  - Shanghai Astrace
- Key customers include 4S stores, small-sized chain stores, and mom & pop stores

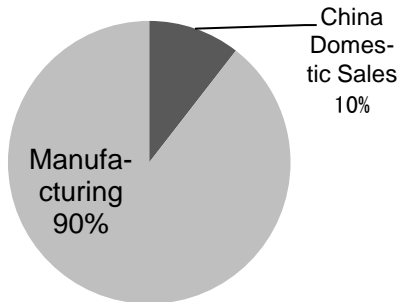
# Successful Transformation from Export Manufacturing to Service Play Focusing on Greater China Market

*Service business shows strong contribution to the Group's P&L*

## Sales Breakdown 2006 vs.2012

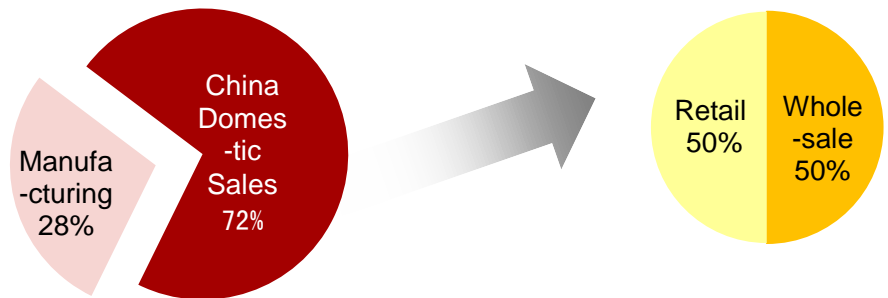
2006

Total sales = RMB533.3 million



2012

Total sales = RMB1,397.9 million



- Going forward, we will maintain/selectively expand its manufacturing business and keep its position as one of the key players in the segment
- It is our intention to increase focus on the business development and expansion of the auto service market



# Distribution & Store Location

## Number of B2C store (as of end of June 2013)

Region	# of stores
<b>East China</b>	<b>16</b>
Shanghai New Focus (One-Stop)	3
Shanghai New Focus (Rt-Mart)	13
<b>Taiwan</b>	<b>22</b>
Taiwan New Focus	19
IPO	3
<b>South China</b>	<b>8</b>
Shenzhen New Focus	8
<b>North China</b>	<b>26</b>
Aiyihang(Beijing)	16
Aiyihang(Jinan)	10
<b>Northeast</b>	<b>16</b>
Guangda	16
<b>Total</b>	<b>88</b>

## Number of B2B store (as of end of June 2013)

Subsidiary	# of stores
Zhejiang Autoboom	5
Xintiancheng	7
Astrace	1
Hubei Autoboom	3
<b>Total</b>	<b>16</b>

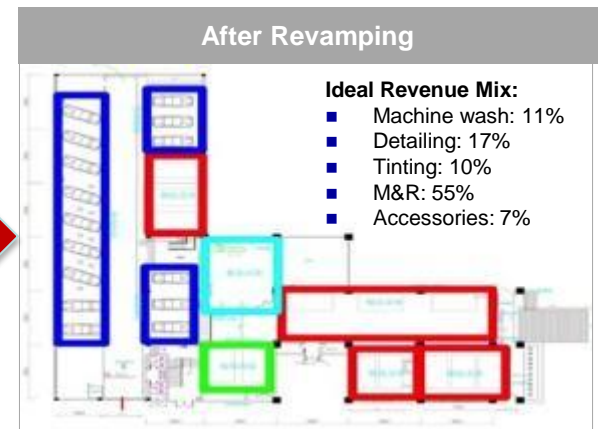


# Significant Operational Improvements

***New store format proven to yield more traffic and financial benefits***

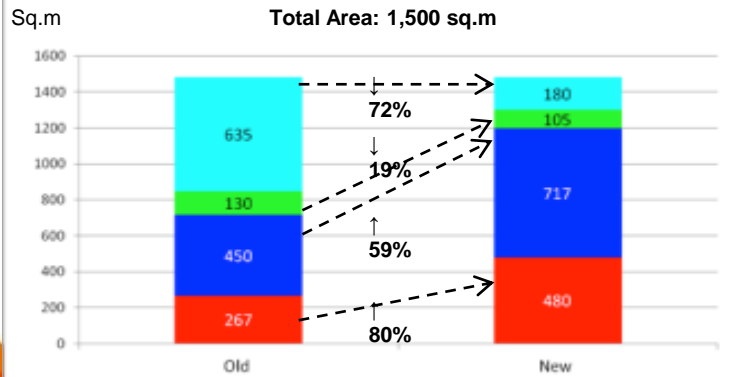
## Store Revamping: Old Store vs. New Store Layouts

- Machine wash (no inside area required)
- Professional detailing
- Maintenance & Body Repair
- Tinting
- Accessories



- Ideal Revenue Mix:**
- Machine wash: 11%
  - Detailing: 17%
  - Tinting: 10%
  - M&R: 55%
  - Accessories: 7%

### Segment Area Alteration



# Significant Operational Improvements (con't)

*New store format proven to yield more traffic and financial benefits*



After renovation:  
360 cars/day

Machine and  
Hand Wash

Professional  
Detailing

Modification

Maintenance  
and Body Repair

Accessories

Daily  
Customers  
Number

60%

8%

2%

20%

10%



**Renovated layout of Wuzhong Store in Shanghai**

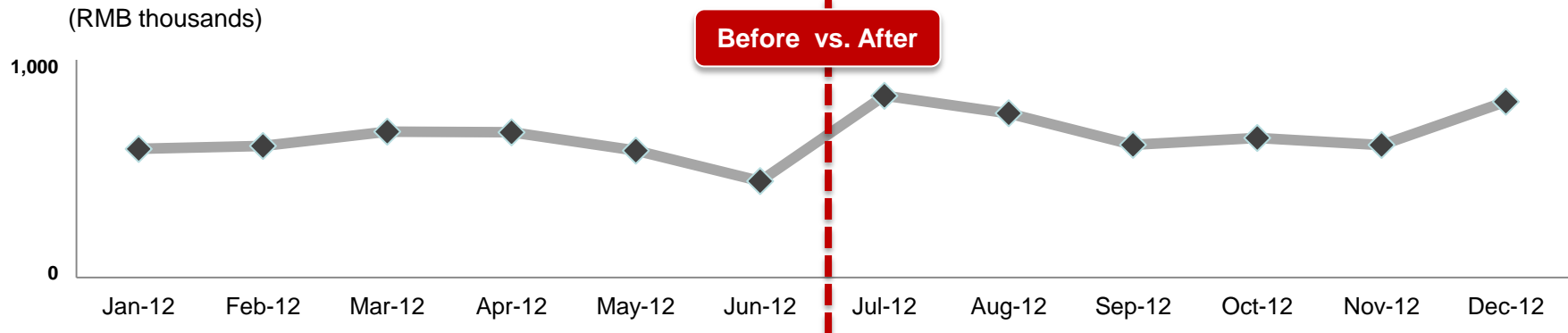


NEW FOCUS AUTO

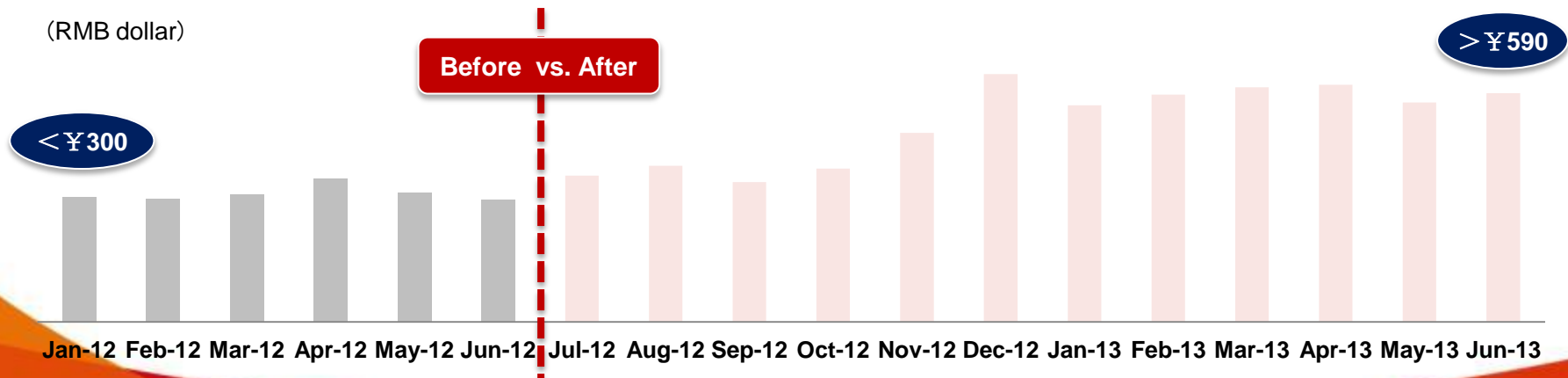
# Significant Operational Improvements (con't)

*New store format proven to yield more traffic and financial benefits*

## Monthly sales of Shanghai stand-alone stores before vs. after renovation



## Average order size of Shanghai stand-alone stores before vs. after renovation



# Business Strategies and Key Development Fields

## *Cooperation between market leaders: Entering into strategic alliance agreement with Mobil & Michelin*

“Signature Oil Change”



- Partner with Mobil to launch state-of-art “Signature Oil Change” program, which will be offered in all NFA retail service chain network, and it will become the “focus service” of NFA maintenance & repair services.
- Automatic equipment to ensure the quality and efficiency of services, and providing customers the fastest and the most price competitive service

*From July, 2013*

Exclusive Licensing Partnership



- NFA reached a preliminary agreement with Michelin Corporation for an **exclusive partnership** for the “Michelin Life Style Program”. The **first partnership** of this kind for Michelin in **Asia Pacific**
- Full range of Michelin auto accessory products available in **all NFA's existing & future retail service outlets**. Opportunity for NFA manufacturing to develop & manufacture a range of licensed products to sell both in **Greater China** region and to **Michelin's North America & Europe distribution networks**


*From January, 2013*

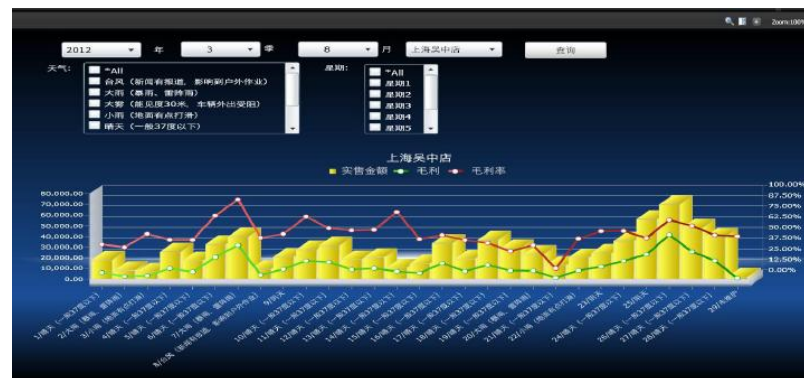
# Business Strategies and Key Development Fields (con't)

## Car plate recognition system and comprehensive customer data base

Maintain customer data on a timely basis

Full-scope data base to provide detailed store performance for further analysis

- 
- Step 1:** Capture the car plate number
  - Step 2:** Customer profile build-up, automobile check-up status and customer shopping preference
  - Step 3:** Keep the record to support future up-sales and to conduct detailed analysis



Machine Wash Complete



# Disclaimer

This presentation contains certain forward-looking statements which include, but not limited to, the following:

- Statements of plans or objectives for future operations or of future competitive position;
- Expectations of future economic performance; and
- Statements of assumptions underlying several of the foregoing types of statements.

Also words such as “anticipate”, “believe”, “estimate”, “intend”, “may”, “will”, “expect”, “plan”, “project” “should” and similar expressions are intended to identify forward-looking statements. The forward-looking statements reflect the judgment of the management of New Focus Auto Tech Holdings (“New Focus Auto” or “NFA”, together with its subsidiaries, “NFA Group”) based on factors currently known to it. No assurances can be given that these forward-looking statements will prove accurate and correct, or that anticipated, projected future results will be achieved. All forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. Such risks and uncertainties include, but are not limited to, changes in general economic and social environment, business, political and legal conditions, fluctuating currency exchange rates and interest rates, price and sales risks associated with a market environment subject to competition, changes in the price and availability of supplies, actions by competitors, application of new or changed accounting standards or other government agency regulations, changes in, or the failure to comply with, laws or regulations, changing governmental policies and regulatory actions with respect to the acquisition, disposal, depreciation and amortization of assets and facilities, operation of plant facilities, disruption or interruption due to accidents or other unforeseen events, the inability to obtain or to obtain on acceptable terms and necessary regulatory approvals regarding future transactions, the inability to integrate successfully new companies within the NFA Group to realize synergies from such integration and finally potential liability for remedial actions under existing or future regulations and potential liability resulting from pending or future litigation. Any forward-looking statement speaks only as of the date on which it is made. New Focus Auto neither intends to nor assumes any obligation to update these forward-looking statements. For additional information, investors are referred to New Focus Auto’s latest annual report and to other filings with the Stock Exchange of Hong Kong Limited and to all additional information published on New Focus Auto's Internet Web site.