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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)

CONVERSION OF CONVERTIBLE BONDS

Reference is made to the announcement of New Focus Auto Tech Holdings Limited (the “**Company**”) dated 26 June 2013, the circular of the Company to its shareholders dated 17 July 2013 (the “**Circular**”), the announcement of the Company on the results of the voting in the extraordinary general meeting of the shareholders of the Company dated 9 August 2013, and the announcements of the Company dated 13 August 2013, 28 August 2013 and 12 June 2014. Terms used in this announcement shall have the same meanings as those defined in the Circular unless the context requires otherwise.

On 25 December 2015, the Company received a conversion notice from CDH Fast Two Limited (the “**Investor**”) for full conversion of the remaining Convertible Bonds held by the Investor in the principal amount of US\$24,342,500 (approximately HK\$189,384,650). The Company allotted and issued a total of 813,507,947 conversion shares (the “**Conversion Shares**”) to the Investor at the Conversion Price of HK\$0.2328 per Conversion Share on 28 December 2015. The Conversion Shares rank pari passu with all the existing Shares as at the date of allotment and among themselves in all respects, and represent approximately 17.8% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares.

* *For identification purposes only*

The shareholding structure of the Company immediately before and after the issue of the Conversion Shares is set out below:

Shareholders	Immediately before the issue and allotment of the Conversion Shares		Immediately after the issue and allotment of the Conversion Shares	
	No. of Shares	% (approx.)	No. of Shares	% (approx.)
The Investor	2,076,072,279	55.2	2,889,580,226	63.1
Chief executive officers, directors and substantial shareholders of the Company's subsidiaries	72,658,539	1.9	72,658,539	1.6
Public Shareholders	<u>1,613,767,526</u>	<u>42.9</u>	<u>1,613,767,526</u>	<u>35.3</u>
Total	<u>3,762,498,344</u>	<u>100.0</u>	<u>4,576,006,291</u>	<u>100.0</u>

Unless otherwise specified in this announcement, amounts denominated in US dollars have been converted, for the purpose of illustration only, into Hong Kong dollars at US\$1.00 = HK\$7.78.

No representation is made that any amount in Hong Kong dollars could have been or could be converted at the above rate or at any other rates or at all.

By Order of the Board
New Focus Auto Tech Holdings Limited
YING Wei
Chairman

Hong Kong, 28 December 2015

As at the date of this announcement, the Directors of the Company are: executive Director – ZHANG Jianxing; non-executive Directors – YING Wei, WANG Zhenyu and DU Jinglei; and independent non-executive Directors – HU Yuming, LIN Lei and ZHANG Xiaoya.