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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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 PROPOSED CHANGE OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover shall 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 No. 4589 Wai Qing Song Road, Qingpu District, Shanghai, the PRC on 29 June 2018 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 is 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:*

“Acquisition”	the acquisition of 100% of the equity interests in the Target Company by the Purchaser from the Vendor pursuant to the equity transfer agreement dated 2 March 2018 entered into between the Purchaser and the Vendor
“Annual General Meeting”	the annual general meeting of the Company to be held at No. 4589 Wai Qing Song Road, Qingpu District, Shanghai, the PRC on 29 June 2018 at 2:00 p.m.
“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	New Focus Auto Tech Holdings Limited, a company incorporated in Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars
“HLB”	HLB Hodgson Impey Cheng Limited, Certified Public Accountants
“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
“KPMG”	KPMG, Certified Public Accountants
“Latest Practicable Date”	25 May 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“Memorandum”	the memorandum of association of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Change of Auditor”	the proposed retirement of KPMG as the auditor of the Group and the proposed appointment of HLB as the new auditor of the Group following the retirement of KPMG
“Purchaser”	Ningbo Meishan Bonded Port Area Chifeng Investment Management Co., Ltd* (寧波梅山保稅港區馳豐投資管理有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Company
“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
“Securities and Futures Ordinance”	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 Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“Target Company”	Inner Mongolia Chuangying Automobile Co., Ltd.* (內蒙古創贏汽車有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Vendor

## DEFINITIONS

“Target Group” the Target Company, the 35 operating companies and the operating subsidiary, further details of which are set out in the announcement of the Company dated 2 March 2018 in relation to, among other things, the Acquisition

“Vendor” Inner Mongolia Lifeng Dingsheng Automobile Co., Ltd.\* (內蒙古利豐鼎盛汽車有限公司), a company established under the laws of the PRC with limited liability

“%” per cent.

\* *For identification purposes only*



**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. Du Jinglei (*Chairman*)

*Non-executive Directors:*

Mr. Wang Zhenyu

Mr. Zhang Jianxing

Mr. Li Ngai

*Independent Non-executive Directors:*

Mr. Hu Yuming

Mr. Lin Lei

Mr. Zhang Xiaoya

*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

30 May 2018

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO  
ISSUE AND TO REPURCHASE SHARES  
RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED CHANGE OF AUDITOR  
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; (iv) the re-election of the retiring Directors; and (v) the Proposed Change of Auditor, 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 29 June 2017, general mandates were granted to the Directors to (i) repurchase Shares not exceeding 10% of the total number of Shares in issue as at 29 June 2017; and (ii) allot, issue or deal with Shares of not exceeding 20% of the total number of Shares in issue as at 29 June 2017, and such general mandate was extended by an 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 of not exceeding 20% of the total number of Shares in issue on the date of passing of such resolution (the “**Issuance Mandate**”), namely, up to a maximum of 968,154,358 Shares on the basis of 4,840,771,790 Shares 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 of not exceeding 10% of the total number of Shares in issue on the date of passing of such resolution (the “**Repurchase Mandate**”), namely, up to a maximum of 484,077,179 Shares on the basis of 4,840,771,790 Shares 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 an amount representing the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issuance Mandate and 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 nos. 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 the Repurchase Mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate.

In accordance with the requirements 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 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 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.

In accordance with Article 87(1) of the Articles, Mr. Wang Zhenyu, Mr. Zhang Jianxing, Mr. Li Ngai and Mr. Zhang Xiaoya 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. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of by the Company dated 25 May 2018 in relation to the Proposed Change of Auditor. KPMG will retire as the auditor of the Group with effect from the conclusion of the Annual General Meeting to be held on 29 June 2018 and will not be re-appointed.

The Board has resolved, with the recommendation from the Audit Committee, to propose the appointment of HLB as the new auditor of the Group following the retirement of KPMG and to hold office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the Annual General Meeting.

HLB has been engaged by the Group to conduct an audit of the combined financial statements of the Target Group, which is expected to form a significant part of the business of the Group following completion of the Acquisition. The Board considers that, with a view to enhancing the efficiency of the audit services for the Group and taking into account the better terms of engagement offered by HLB, the Proposed Change of Auditor would be in the best interest of the Company and the Shareholders as a whole.

The Company has, on 25 May 2018, received a letter from KPMG advising that there are no matters in respect of the circumstances leading to their cessation as the auditor of the Group that, in their opinion, need to be reported to the Audit Committee and the Board. The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the retiring auditors to confirm whether or not there is any circumstances connected with their retirement which they consider should be brought to the attention of the Shareholders. KPMG has therefore not issued such confirmation.

The Board and the Audit Committee have confirmed that there is no disagreement between KPMG and the Company, and there are no other matters in respect of the Proposed Change of Auditor that need to be brought to the attention of the Shareholders.



## LETTER FROM THE BOARD

### 5. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from 26 June 2018 to 29 June 2018 (both days inclusive), during which 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 25 June 2018.

### 6. 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, the re-election of the retiring Directors and the Proposed Change of Auditor.

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 meeting (being before 2:00 p.m. on 27 June 2018) or any adjournment. 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.

## LETTER FROM THE BOARD

### 7. 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, the re-election of the retiring Directors and the Proposed Change of Auditor are fair and reasonable and in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 8. 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 retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
On behalf of the Board  
**Du Jinglei**  
*Chairman*

\* *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.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,840,771,790 Shares.

Subject to the passing of the proposed resolution in respect of the granting 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 484,077,179 Shares (representing 10% of the total number of Shares in issue 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 law or the Articles to be held; and (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

## **2. REASON FOR SHARE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. 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 only be made when the Directors believe that such repurchase will benefit the Company and its 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. Repurchases pursuant to the Repurchase Mandate will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for such purpose or, subject to the Articles and the laws of the Cayman Islands, out of capital. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided from out of the profits of the Company or out of the credit of the share premium account of the Company or, subject to the Articles and the laws of the Cayman Islands, out of capital.

## **4. IMPACT OF SHARE REPURCHASE**

There might be an adverse impact on the working capital or gearing position 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 2017 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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2017</b>		
April	0.400	0.340
May	0.380	0.310
June	0.330	0.260
July	0.280	0.230
August	0.260	0.220
September	0.960	0.220
October	0.760	0.560
November	0.720	0.540
December	0.780	0.510
<b>2018</b>		
January	0.690	0.580
February	0.610	0.450
March	0.520	0.375
April	0.425	0.320
May (up to the Latest Practicable Date)	0.365	0.300

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they 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.

## 7. DIRECTORS AND CONNECTED PERSONS

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), have 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.

## **8. 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 purposes 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 of 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, CDH Fast Two Limited held approximately 59.69% of the issued share capital of the Company, and was the substantial shareholder (as defined under the Listing Rules) of the Company. In the event that the Directors should exercise the proposed Repurchase Mandate in full, on the basis that no further Shares are issued or repurchased, interests in the Company held by CDH Fast Two Limited would be increased to approximately 66.33% of the issued share capital of the Company. The Directors believe that such an increase of shareholding will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Based on the information known to date, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to the extent that the number of Shares held by the public would be falling below the prescribed minimum percentage of 25% of the issued shares capital of the Company.

## **9. SHARE REPURCHASE MADE BY THE COMPANY**

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

<b>APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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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. Wang Zhenyu**

*Experience*

Mr. Wang, aged 54, has been a non-executive Director since August 2013.

Mr. Wang graduated from Hefei University of Technology (合肥工業大學) with a bachelor's degree in machinery engineering in 1985 and a master's degree in industrial management engineering in 1988. Mr. Wang has been employed by CDH Investments Management (Hong Kong) Limited ("CDH Investments") since 2008, and his current position is managing director. From 2002, he served as a vice President and managing Director in several affiliates of CDH Investments. Prior to joining CDH Investments, from 2000 to 2002, he served as an associate in the investment consultancy department of China International Capital Corporation Limited (中國國際金融有限公司). He served as a non-executive director of Xiezhong International Holdings Limited (協眾國際控股有限公司) (Stock Code: 3663) from June 2012 to July 2014. Currently, Mr. Wang is also a director of Zhong Ding United Dairy Farming Co., Ltd (中鼎聯合牧業股份有限公司) (a company listed on the National Equities Exchange and Quotations System of the People's Republic of China ("NEEQ"), Stock Code: 834586).

Save as disclosed above, Mr. Wang did not hold 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.

*Length of service*

Mr. Wang has been appointed by the Company for a term of three years subject to retirement by rotation in accordance with the Articles.

*Relationships*

Save as disclosed herein, Mr. Wang has no relationship with any Directors, senior management or 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. Wang does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

<b>APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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*Director's emoluments*

Mr. Wang has entered into a service agreement with the Company for a term of three years commencing from 28 August 2016, subject to retirement by rotation in accordance with the Articles. Pursuant to the service agreement, Mr. Wang is not currently entitled to any remuneration from the Company. In addition, Mr. Wang is entitled to a discretionary bonus payable at or before the year end at the discretion of the Board. Mr. Wang did not receive any discretionary bonus for the year ended 31 December 2017.

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

Save as disclosed herein, 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. Wang that need to be brought to the attention of the Shareholders.

**Mr. Zhang Jianxing**

*Experience*

Mr. Zhang, aged 51, has been a Director since August 2013. Mr. Zhang served as an executive Director from August 2013 to September 2017 and was re-designated as a non-executive Director on 15 September 2017. Mr. Zhang also serves as a director of several subsidiaries of the Company.

Mr. Zhang received a bachelor of science degree in civil engineering from Tongji University (同濟大學). He has been employed by CDH Investments since 2011, and his current position is managing director. Prior to joining CDH Investments, from 2009 to 2011, he served as a managing operation director at China Resources Asset Management Limited (華潤資產管理有限公司). Mr. Zhang served as an independent non-executive director at Tesson Holdings Limited (天臣控股有限公司) (Stock Code: 1201) from 24 March 2015 to 21 September 2015.

Save as disclosed above, Mr. Zhang did not hold 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.

*Length of service*

Mr. Zhang has been appointed by the Company for a term of three years subject to retirement by rotation in accordance with the Articles.

*Relationships*

Save as disclosed herein, Mr. Zhang has no relationship with any Directors, senior management or substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

<b>APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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*Interest in Shares*

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

*Director's emoluments*

Mr. Zhang has entered into a service agreement with the Company for a term of three years commencing from 15 September 2017, subject to retirement by rotation in accordance with the Articles. Pursuant to the service agreement, Mr. Zhang is not currently entitled to any remuneration from the Company. In addition, Mr. Zhang is entitled to a discretionary bonus payable at or before the year end at the discretion of the Board. Mr. Zhang did not receive any discretionary bonus for the year ended 31 December 2017.

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

Save as disclosed herein, 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. Zhang that need to be brought to the attention of the Shareholders.

**Mr. Li Ngai**

*Experience*

Mr. Li, aged 54, has been a non-executive Director since August 2017.

Mr. Li has over 20 years of experience in finance, and investment. Mr. Li received a bachelor of degree from the London School of Economics and Political Science, the University of London. He has been the managing director and head of direct investments of CCB International Asset Management Limited since 2007. Mr. Li was formerly the chief financial officer of a Hong Kong listed company. He also worked as an investment banker at Schrodgers Asia Limited and Standard Chartered Asia Limited and served as the financial controller (PRC region) at Hutchison Whampoa Property Group, a senior investment manager at Hongkong Land Limited (a member of the Jardine Group), and the senior investment manager at China Travel International Investment H.K. Ltd. Mr. Li was a director of EGing Photovoltaic Technology Co., Ltd.\* (億晶光電科技股份有限公司) (a company listed on Shanghai Stock Exchange, Stock Code: 600537), from October 2013 to December 2014.

Save as disclosed above, Mr. Li did not hold 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.



<b>APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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*Length of service*

Mr. Li has been appointed by the Company for a non-fixed term and subject to retirement by rotation in accordance with the Articles.

*Relationships*

Save as disclosed herein, Mr. Li has no relationship with any Directors, senior management or 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 does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

*Director's emoluments*

Mr. Li has entered into a non-fixed term service agreement with the Company on 21 August 2017, subject to retirement by rotation in accordance with the Articles. Pursuant to the service agreement, Mr. Li is not entitled to any remuneration from the Company. In addition, Mr. Li is entitled to a discretionary bonus payable at or before the year end at the discretion of the Board. Mr. Li did not receive any discretionary bonus for the year ended 31 December 2017.

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

Save as disclosed herein, 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. Li that need to be brought to the attention of the Shareholders.

**Mr. Zhang Xiaoya**

*Experience*

Mr. Zhang, aged 55, has been an independent non-executive Director since March 2015.

Mr. Zhang is a graduate of the Shandong University (山東大學) and the school of management at the Beijing University of Aeronautics and Astronautics (北京航空航天大學) and is a senior engineer. Mr. Zhang is the chairman of Zhong Ding United Dairy Farming Co., Ltd (中鼎聯合牧業股份有限公司) (a company listed on NEEQ, Stock Code:834586) and the manager of Beijing Xindajiading Investment Company (北京信達嘉鼎投資公司), an independent non-executive director of China Mengniu Dairy Company Limited (中國蒙牛乳業有限公司) (Stock Code: 02319), and an

<b>APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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independent director of Guangzhou Zhujiang Digital Group (廣州珠江數碼集團). Mr. Zhang previously served as a director and president of AirMedia Group Inc. (航美傳媒集團) (NASDAQ: AMCN), the chairman of Unibank Media (銀廣通傳媒集團) and an independent director of Syswin Inc. (思源經紀), which was listed on the New York Stock Exchange until April 2013.

Save as disclosed above, Mr. Zhang did not hold 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.

*Length of service*

Mr. Zhang has been appointed by the Company for a term of three years subject to retirement by rotation in accordance with the Articles.

*Relationships*

Save as disclosed herein, Mr. Zhang has no relationship with any Directors, senior management or 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 does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

*Director's emoluments*

Mr. Zhang has entered into a letter of appointment with the Company for a term of three years commencing from 20 March 2018, 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, 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. Zhang that need to be brought to the attention of the Shareholders.

# 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 No. 4589 Wai Qing Song Road, Qingpu District, Shanghai, the PRC on 29 June 2018 at 2:00 p.m. 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 “**Directors**”) and the auditor for the year ended 31 December 2017;
2. A. To re-elect the following retiring Directors:
  - (i) Mr. Wang Zhenyu as a non-executive Director;
  - (ii) Mr. Zhang Jianxing as a non-executive Director;
  - (iii) Mr. Li Ngai as a non-executive Director; and
  - (iv) Mr. Zhang Xiaoya as an independent non-executive Director;

B. To authorise the board of Directors (the “**Board**”) to fix the remuneration of all Directors;
3. To appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise 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 warrants to subscribe for 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 authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for 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 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;
- (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

## NOTICE OF ANNUAL GENERAL MEETING

- (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 whose names appear on the register of members of the Company on a fixed record date in proportion to their then holders 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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 recognised 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 authorised 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 at the date of passing this resolution and the said approval shall be limited accordingly; and
- (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

## NOTICE OF ANNUAL GENERAL MEETING

(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 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 or agreed conditionally or unconditionally to be allotted 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 as at the date of passing this resolution.”

By order of the Board  
**New Focus Auto Tech Holdings Limited**  
**Du Jinglei**  
*Chairman*

Hong Kong, 30 May 2018

*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

## NOTICE OF ANNUAL GENERAL MEETING

*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 of association of the Company. 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 Tuesday, 26 June 2018 to Friday, 29 June 2018 (both dates 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, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration by 4:30 p.m. on Monday, 25 June 2018.

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