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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of New Focus Auto Tech Holdings Limited (the “**Company**”) will be held at No. 4589 Wai Qing Song Road, Qingpu District, Shanghai, PRC on 9 August 2013 at 2:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- a. the investment agreement dated 25 June 2013 between the Company and CDH Fast Two Limited (the “**Investor**”) (the “**Investment Agreement**”) (a copy of which is produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose) in relation to the subscription for 1,262,564,333 ordinary shares in the Company (the “**Shares**”) (the “**Investor Subscription Shares**”) at HK\$0.30 per Investor Subscription Share and zero coupon convertible bonds in the aggregate principal amount of US\$48,685,000 (the “**Convertible Bonds**”), and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;
- b. conditional upon the Listing Committee (the “**Listing Committee**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) approving the listing of, and granting permission to deal in, the Investor Subscription Shares, the directors of the Company (the “**Directors**”) be and are hereby authorized to allot and issue 1,262,564,333 Investor Subscription Shares on the terms and subject to the conditions of the Investment Agreement;

\* *For identification purposes only*

- c. conditional upon the Listing Committee approving the listing of, and granting permission to deal in the Conversion Shares (as defined below), the Directors be and are hereby authorized to: (i) issue the Convertible Bonds to the Investor; and (ii) allot and issue such Shares which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Bonds (the “**Conversion Shares**”) on the terms and subject to the conditions of the Convertible Bonds;
- d. the waiver granted or to be granted by the executive director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any of his delegates) (the “**SFC Executive**”) in accordance with Note 1 of the Notes on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) waiving the obligations of the Investor and any parties acting in concert with it to make a mandatory general offer for all the issued Shares not already owned or agreed to be acquired by the Investor and parties acting in concert with it which would otherwise arise as a result of the allotment and issue of the Investor Subscription Shares and the Conversion Shares to the Investor be and is hereby approved; and
- e. the Directors be and are hereby authorized to, for and on behalf of the Company, execute all such documents, instruments and agreements, and do all such acts or things, as they may consider necessary, desirable or expedient to give effect to the Investment Agreement and the transactions contemplated thereunder.”

2. “**THAT**

- a. the placing agreement dated 25 June 2013 between the Company and Morgan Stanley & Co. International plc (the “**Placing Agent**”) (the “**Placing Agreement**”) (a copy of which is produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose) in relation to the placing of up to 1,060,673,334 new Shares (the “**Placing Shares**”) at a placing price of HK\$0.3 per Placing Share, and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;
- b. conditional upon the Listing Committee approving the listing of, and granting permission to deal in, the Placing Shares, the Directors be and are hereby authorized to allot and issue up to 1,060,673,334 Placing Shares to places on the terms and subject to the conditions of the Placing Agreement; and
- c. the Directors be and are hereby authorized to, for and on behalf of the Company, execute all such documents, instruments and agreements, and do all such acts or things, as they may consider necessary, desirable or expedient to give effect to the Placing Agreement and the transactions contemplated thereunder.”

3. “**THAT**

- a. the management subscription agreement dated 25 June 2013 between the Company and Mr. Raymond N. Chang (“**Mr. Chang**”) (the “**Management Subscription Agreement**”) (a copy of which is produced to the EGM marked “C” and signed by the chairman of the EGM for identification purpose) in relation to

the subscription by Mr. Chang of 51,866,667 new Shares (the “**Management Subscription Shares**”) at the subscription price of HK\$0.3 per Management Subscription Share, and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified;

- b. the subscription of the Management Subscription Shares by Mr. Chang, who is an executive Director and the chief executive officer of the Company, on the terms and subject to the conditions of the Management Subscription Agreement, and other transactions contemplated thereunder and in connection therewith, be and are hereby approved for the purposes of Note 3 to Rule 25 of the Takeovers Code;
- c. conditional upon the Listing Committee approving the listing of, and granting the permission to deal in, the Management Subscription Shares, the Directors be and are hereby authorized to allot and issue 51,866,667 Management Subscription Shares to Mr. Chang on the terms and subject to the conditions of the Management Subscription Agreement; and
- d. the Directors be and are hereby authorized to, for and on behalf of the Company, execute all such documents, instruments and agreements, and do all such acts or things, as they may consider necessary, desirable or expedient to give effect to the Management Subscription Agreement and the transactions contemplated thereunder.”

4. “**THAT,**

- a. the adoption of the management incentive scheme (the “**Management Incentive Scheme**”) under which share options (the “**Management Options**”) may be granted to the senior management of the Company in respect of up to 508,297,292 Shares (the “**Management Option Shares**”), and, conditional upon the approval from the Stock Exchange, the grant of Management Options to senior management including Mr. Chang and Ms. Hung Ying-Lien, an executive Director, the vice president and the chief financial controller of the Company (“**Ms. Hung**”), on the terms and subject to the conditions as described in the circular of the Company dated 17 July 2013 issued to its shareholders (the “**Circular**”) and to be approved and determined by the Board, be and are hereby approved;
- b. the grant of Management Options in respect of up to 203,318,917 Management Option Shares to Mr. Chang and Ms. Hung, on the terms and subject to the conditions as described in the Circular and to be approved and determined by the Board, be and is hereby approved for the purposes of Note 3 to Rule 25 of the Takeovers Code;
- c. conditional upon the Listing Committee approving the listing of, and granting the permission to deal in, the Management Option Shares, the Directors be and are hereby authorized to allot and issue the Management Option Shares upon the exercise of the Management Options;
- d. the Directors be and are hereby authorized to, for and on behalf of the Company, execute all such documents, instruments and agreements, and do all such acts or things, as they may consider necessary, desirable or expedient to give effect to the Management Incentive Scheme, the grant of Management Options and the matters contemplated therewith.”

5. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$200,000,000 to HK\$600,000,000 by the creation of 4,000,000,000 unissued Shares of HK\$0.10 each; and the Directors be and are hereby authorized to, for and on behalf of the Company, execute all such documents, instruments and agreements, and do all such acts or things, as they may consider necessary, desirable or expedient to give effect to the above increase of share capital and matters connected therewith.”
6. “**THAT** conditional upon the passing of Ordinary Resolution No. 1 set out in the notice convening the Meeting and the completion of the transactions contemplated under the Investment Agreement (the “**Completion**”), effective from the date of Completion:
- a. Mr. Hung Wei-Pi be re-designated as a non-executive Director;
  - b. Mr. Wang Zhenyu be elected as a non-executive Director;
  - c. Mr. Ying Wei be elected as a non-executive Director;
  - d. Mr. Zhang Jianxing be elected as an executive Director;
  - e. Mr. Du Jinglei be elected as a non-executive Director;
  - f. Mr. Hu Yuming be elected as an independent non-executive Director;
  - g. Mr. Lin Lei be elected as an independent non-executive Director;
  - h. Mr. Zhang Jie be elected as an independent non-executive Director; and
  - i. the Directors be and are hereby authorized to, for and on behalf of the Company, execute all such documents, instruments and agreements, and do all such acts or things, as they may consider necessary, desirable or expedient to give effect to the above re-designation and appointment of Directors and matters connected therewith.”
7. “**THAT** conditional upon the passing of Ordinary Resolution No. 1 set out in the notice convening the Meeting, KPMG be appointed as new auditors of the Company effective upon the formal appointment by the Board after the date of Completion; and the Directors be and are hereby authorized to, for and on behalf of the Company, execute all such documents, instruments and agreements, and do all such acts or things, as they may consider necessary, desirable or expedient to give effect to the above appointment of new auditors and matters connected therewith.”

By Order of the Board  
**New Focus Auto Tech Holdings Limited**  
**HUNG Wei-Pi, John**  
*Chairman*

Hong Kong, 17 July 2013

*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 above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is holding two or more shares of the Company is entitled to appoint more than one proxies to attend and vote in his stead. If more than one proxies are appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. 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 Hong Kong branch share registrar and transfer office of the Company, 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 or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending the meeting or any adjournment thereof and voting in person if he so wishes and in such event, the form of proxy will be deemed to be revoked.
3. The register of members of the Company will be closed from Wednesday, 7 August 2013 to Friday, 9 August 2013 (both dates inclusive) during which period no transfer of shares will be registered. In order to be entitled to attend the extraordinary general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 6 August 2013.
4. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. All the resolutions are to be voted by way of poll.

*As at the date hereof, the Directors of the Company are: executive Directors – Hung Wei-Pi, John, Hung Ying-Lien, Raymond N. Chang, Douglas Charles Stuart Fresco and Edward B. Matthew; non-executive Directors – Hsu Ming Chyuan and Chang An-Li; and independent non-executive Directors – Du Hai-Bo, Zhou Tai-Ming, Chih T. Cheung and Uang Chii-Maw.*