



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)

PROXY FORM

Form of proxy for the Extraordinary General Meeting to be held at No. 4589 Wai Qing Song Road, Qingpu District, Shanghai, the PRC at 2:00 p.m. on 9 August 2013

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.10 each in the issued share capital of New Focus Auto Tech Holdings Limited (the "Company"), hereby appoint³ _____
of _____
or failing him, the Chairman of the Meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) and to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting ("Notice") (with or without amendments) as hereunder indicated.

Ordinary Resolutions		For ⁴	Against ⁴
1.	a. To approve, confirm and ratify the Investment Agreement and all transactions contemplated thereunder and in connection therewith.		
	b. To authorise the Directors to allot and issue the Investor Subscription Shares on the terms and subject to the conditions of the Investment Agreement.		
	c. To authorise the Directors to (i) issue the Convertible Bonds to the Investor and (ii) allot and issue the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds on the terms and subject to the conditions of the Convertible Bonds.		
	d. To approve the waiver granted or to be granted by the SFC Executive in accordance with 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.		
	e. To authorise the Directors to 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.	a. To approve, confirm and ratify the Placing Agreement and all transactions contemplated thereunder and in connection therewith.		
	b. 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.		
	c. To authorise the Directors to 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.	a. To approve, confirm and ratify the Management Subscription Agreement and all transactions contemplated thereunder and in connection therewith.		
	b. To approve the subscription of the Management Subscription Shares by Mr. Raymond N. Chang on the terms and subject to the conditions of the Management Subscription Agreement, and other transactions contemplated thereunder and in connection therewith.		
	c. To authorise the Directors to allot and issue the Management Subscription Shares to Mr. Raymond N. Chang on the terms and subject to the conditions of the Management Subscription Agreement.		
	d. To authorise the Directors to execute all such documents, instruments and agreements, and do all such acts or things, to give effect to the Management Subscription Agreement and the transactions contemplated thereunder.		

Ordinary Resolutions		For ⁴	Against ⁴
4.	a. To approve the adoption of the Management Incentive Scheme and the grant of Management Options thereunder to senior management thereunder		
	b. To approve the grant of the Management Options to Mr. Raymond N. Chang and Ms. Hung Ying-Lien in accordance with the Management Incentive Scheme.		
	c. To authorise the Directors to allot and issue the Management Option Shares upon the exercise of the Management Options.		
	d. To authorise the Directors to execute all such documents, instruments and agreements, and do all such acts or things to give effect to the Management Incentive Scheme, the grant of Management Options and the matters contemplated therewith.		
5.	To authorise (i) the increase of the authorised share capital of the Company 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 (ii) the Directors to execute all such documents, instruments and agreements and do all such acts or things to give effect to the increase of share capital and matters connected therewith.		
6.	a. To re-designate Mr. Hung Wei-Pi as a non-executive director.		
	b. To elect Mr. Wang Zhenyu as a non-executive director.		
	c. To elect Mr. Ying Wei as a non-executive director.		
	d. To elect Mr. Zhang Jianxing as an executive director.		
	e. To elect Mr. Du Jinglei as a non-executive director.		
	f. To elect Mr. Hu Yuming as an independent non-executive director.		
	g. To elect Mr. Lin Lei as an independent non-executive director.		
	h. To elect Mr. Zhang Jie as an independent non-executive director.		
	i. To authorise the Directors to execute all such documents, instruments and agreements, and do all such acts or things to give effect to the re-designation and appointment of Directors and matters connected therewith.		
7.	To (i) appoint KPMG as new auditors of the Company and (ii) authorise the Directors to execute all such documents, instruments and agreements and do all such acts or things to give effect to the above appointment of new auditors and matters connected therewith.		

Dated this _____ day of _____, 2013.

Signature(s)⁷: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each in the issued share capital of the Company registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, your proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. To be valid, this 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.
6. In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending the meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.
10. Any alteration to this form of proxy must be initialled by the person who signs it.

* For identification purpose only

** The full text of the resolutions is set out in the Notice.