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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 Cayman Islands with limited liability)

(Stock Code: 360)

**POLL RESULTS OF THE EXTRAORDINARY
GENERAL MEETING HELD ON 9 AUGUST 2013**

POLL RESULTS OF THE EGM

The Board announces that all Resolutions set out in the Notice, save for the Resolutions in respect of the Management Incentive Scheme and the grant of the Management Options thereunder, were duly passed by the Shareholders by way of poll at the EGM on 9 August 2013.

Reference is made to the circular (the “**Circular**”) and the notice (“**Notice**”) to convene an extraordinary general meeting (the “**EGM**”) of New Focus Auto Tech Holdings Limited (the “**Company**”), both dated 17 July 2013. Terms used in this announcement shall have the same meanings as those defined in the Circular unless the context requires otherwise.

* *For identification purposes only*

POLL RESULTS OF THE EGM

The board of directors of the Company (the “**Board**”) announces that the poll results in respect of the resolutions (the “**Resolutions**”) as set out in the Notice are as follows:

Ordinary Resolutions		Number of votes cast (% of votes cast)	
		For	Against
1.	a. To approve, confirm and ratify the Investment Agreement and all transactions contemplated thereunder and in connection therewith.	139,540,300 (100%)	0 (0%)
	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.	139,540,300 (100%)	0 (0%)
	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.	139,540,300 (100%)	0 (0%)
	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.	139,540,300 (100%)	0 (0%)
	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.	139,540,300 (100%)	0 (0%)

Ordinary Resolutions		Number of votes cast (% of votes cast)		
		For	Against	
2.	a.	To approve, confirm and ratify the Placing Agreement and all transactions contemplated thereunder and in connection therewith.	139,540,300 (100%)	0 (0%)
	b.	To authorise the Directors 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.	139,540,300 (100%)	0 (0%)
	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.	139,540,300 (100%)	0 (0%)
3.	a.	To approve, confirm and ratify the Management Subscription Agreement and all transactions contemplated thereunder and in connection therewith.	139,540,300 (100%)	0 (0%)
	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.	139,540,300 (100%)	0 (0%)
	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.	139,540,300 (100%)	0 (0%)
	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.	139,540,300 (100%)	0 (0%)

Ordinary Resolutions		Number of votes cast (% of votes cast)	
		For	Against
4.	a. To approve the adoption of the Management Incentive Scheme and the grant of Management Options thereunder to senior management thereunder.	29,336,837 (21.02%)	110,203,463 (78.98%)
	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.	29,336,837 (21.02%)	110,203,463 (78.98%)
	c. To authorise the Directors to allot and issue the Management Option Shares upon the exercise of the Management Options.	29,336,837 (21.02%)	110,203,463 (78.98%)
	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.	29,336,837 (21.02%)	110,203,463 (78.98%)
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.	139,540,300 (100%)	0 (0%)

Ordinary Resolutions		Number of votes cast (% of votes cast)	
		For	Against
6.	a. To re-designate Mr. Hung Wei-Pi as a non-executive director.	139,540,300 (100%)	0 (0%)
	b. To elect Mr. Wang Zhenyu as a non-executive director.	139,540,300 (100%)	0 (0%)
	c. To elect Mr. Ying Wei as a non-executive director.	139,540,300 (100%)	0 (0%)
	d. To elect Mr. Zhang Jianxing as an executive director.	139,540,300 (100%)	0 (0%)
	e. To elect Mr. Du Jinglei as a non-executive director.	139,540,300 (100%)	0 (0%)
	f. To elect Mr. Hu Yuming as an independent non-executive director.	139,540,300 (100%)	0 (0%)
	g. To elect Mr. Lin Lei as an independent non-executive director.	139,540,300 (100%)	0 (0%)
	h. To elect Mr. Zhang Jie as an independent non-executive director.	139,540,300 (100%)	0 (0%)
	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.	139,540,300 (100%)	0 (0%)
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.	139,540,300 (100%)	0 (0%)

All Resolutions, save for Resolutions 4(a), (b), (c) and (d) in respect of the Management Incentive Scheme and the grant of the Management Options thereunder (the “**Management Incentive Scheme Resolutions**”), were approved by the Independent Shareholders. As the numbers of votes which were cast in favour of the Management Incentive Scheme Resolutions did not amount to more than 50% of all the votes cast in respect of the Management Incentive Scheme Resolutions, the Management Incentive Scheme Resolutions were not passed by the Independent Shareholders by way of poll at the EGM. As set out in the Circular, the Management Incentive Scheme and the grant of the Management Options thereunder are conditional upon, amongst other things, the approval of the Independent Shareholders. Therefore, the proposed adoption of the Management Incentive Scheme and the grant of the Management Options thereunder will not proceed.

GENERAL

As at the date of the EGM, the total number of ordinary shares of the Company (the “Shares”) in issue was 624,422,066 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the EGM, save for: (i) Resolutions 1 to 4, on which Mr. Hung, Mr. Chang and Ms. Hung, together with their associates or parties acting in concert with them, were required to abstain from voting; and (ii) Resolution 6(a) and (i), on which Mr. Hung, his associates and parties acting in concert with him were required to abstain from voting. As at the date of the EGM:

- (a) Mr. Hung (together with his associates and parties acting in concert with him) holds 169,506,120 Shares representing approximately 27.1% of the issued share capital of the Company;
- (b) Mr. Chang (together with his associates and parties acting in concert with him) holds 7,900,000 Shares representing approximately 1.3% of the issued share capital of the Company; and
- (c) Ms. Hung (together with her associates and parties acting in concert with her) holds 383,145 Shares representing approximately 0.1% of the issued share capital of the Company.

Save as disclosed above, there were no Shares entitling the holders to attend and vote only against the Resolutions and there were no restrictions on any Shareholder casting votes on the Resolutions proposed at the EGM.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the EGM.

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

Hong Kong, 9 August 2013

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.

The Directors jointly and severally accept full responsibility for the accuracy of the information in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.