

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PARTIAL 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, the announcement of the Company dated 13 August 2013 and the announcement of the Company dated 28 August 2013. Terms used in this announcement shall have the same meanings as those defined in the Circular unless the context requires otherwise.

As disclosed in the announcement of the Company dated 26 June 2013, CDH Fast Two Limited (the “**Investor**”) subscribed for Convertible Bonds issued by the Company in the aggregate principal amount of US\$48,685,000 (approximately HK\$378,769,300). On 11 June 2014, the Company received a conversion notice from the Investor for partial conversion of the Convertible Bonds in the principal amount of US\$24,342,500 (approximately HK\$189,384,650). The Company allotted and issued a total of 813,507,946 Conversion Shares to the Investor at the Conversion Price of HK\$0.2328 per Conversion Share on 12 June 2014. 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 21.6% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares. After the partial conversion of the Convertible Bonds as described above, the Company has Convertible Bonds outstanding with a principal amount of US\$24,342,500 (approximately HK\$189,384,650).

* *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.)
Mr. Hung (Note 1)	169,506,120	5.8	169,506,120	4.5
The Investor	1,262,564,333	42.8	2,076,072,279	55.2
Other senior management (Note 2)	102,408,283	3.5	102,408,283	2.7
Public Shareholders	<u>1,413,178,330</u>	<u>47.9</u>	<u>1,413,178,330</u>	<u>37.6</u>
Total	<u>2,947,657,066</u>	<u>100</u>	<u>3,761,165,012</u>	<u>100</u>

Notes:

- As at the date of this announcement, Mr. Hung is a non-executive Director and the beneficial owner of the 169,506,120 Shares held by Sharp Concept Industrial Limited, the entire issued share capital of which is registered in the name of and beneficially owned by Mr. Hung. Under the SFO, Mr. Hung is deemed to be interested in all these Shares held by Sharp Concept Industrial Limited.
- Other senior management who are existing Shareholders of the Company include shareholders, directors or senior management of the Company's non-wholly owned subsidiaries.

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
Wang Zhenyu
Chairman

Hong Kong, 12 June 2014

As at the date hereof, the Directors of the Company are: executive Director – ZHANG Jianxing; non-executive Directors – WANG Zhenyu, HUNG Wei-Pi John, YING Wei and DU Jinglei; and independent non-executive Directors – HU Yuming, LIN Lei and ZHANG Jie.