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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 THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) 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 21 July 2015 at 2:00 p.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions. Unless otherwise defined, capitalised terms defined in the circular dated 30 June 2015 issued by the Company (the “**Circular**”) shall have the same meanings when used in this notice.

#### **ORDINARY RESOLUTIONS**

**1. “THAT**

- (a) the authorized share capital of the Company be and is hereby increased from HK\$600,000,000 divided into 6,000,000,000 ordinary share(s) of HK\$0.10 each in the share capital of the Company (the “**Shares**”) to HK\$1,000,000,000 divided into 10,000,000,000 Shares by the creation of an additional 4,000,000,000 unissued Shares; and
- (b) any one director of the Company be and are hereby authorized to do all such acts and things and execute all such documents for and on behalf of the Company as he/she may consider necessary or desirable in connection with paragraph (a) of this resolution no.1.”

\* *For identification purposes only*

## 2. “THAT

- (a) the subscription agreement (the “**Subscription Agreement**”) dated 27 March 2015 entered into among (i) the Subscriber; (ii) the Target Company; (iii) Mr. Zhou; and (iv) Ms. Qiu (a copy of which is tabled at this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) pursuant to which the Target Company and the Existing Shareholders have agreed to conduct the Capital Increase, such that the registered capital of the Target Company will be increased from RMB300,000,000 to RMB600,000,000, and the Subscriber has conditionally agreed to subscribe for the additional registered capital of RMB300,000,000 at a Consideration of RMB300,000,000, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

for the purpose of this resolution:

“**Capital Increase**” means the proposed increase in the registered capital of the Target Company from RMB300,000,000 to RMB600,000,000 pursuant to the terms and conditions of the Subscription Agreement;

“**Existing Shareholders**” means Mr. Zhou and Ms. Qiu;

“**Mr. Zhou**” means Mr. Zhou Jian Ming (周建明), chairman of the board of directors of the Target Company and an existing shareholder of the Target Company as at the Latest Practicable Date;

“**Ms. Qiu**” means Ms. Qiu Ping (邱萍), president and an executive director of the Target Company and an existing shareholder of the Target Company as at the Latest Practicable Date;

“**Subscriber**” means Perfect Progress Investments Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company;

“**Target Company**” means 深圳市佳鴻貿易發展有限公司 (Shenzhen Jiahong Trading Development Co., Ltd\*), a limited liability company established in the PRC; and

- (b) any one director of the Company be and are hereby authorized to do all such acts and things and execute all such documents for and on behalf of the Company as he/she may consider necessary or desirable in connection with paragraph (a) of this resolution no.2.”

3. “THAT

- (a) conditional upon the passing of the resolutions 1 and 2 above, the grant of a specific mandate for the board of directors of the Company to issue up to 1,500,000,000 new Shares (the “**Placing Shares**”) to the Placee(s) (the “**Proposed Placing**”) at a price of no less than HK\$0.414 per Placing Share and which shall be no less than 80% of the higher of:
- (i) the closing price of the Shares as quoted on the Stock Exchange on the date of execution of the placing agreement to be entered into among the Company and the placing agent in relation to the Proposed Placing, which is expected to be entered into after the EGM (the “**Placing Agreement**”); and
  - (ii) the average closing price of the Shares as quoted on the Stock Exchange for the five consecutive trading days immediately before the date of execution of the Placing Agreement; and
- for the period from the date of the passing of this resolution at the EGM and until the earlier of (a) three months after the date of the passing of this resolution at the EGM; and (b) the revocation or variation of the authority given under this resolution at the EGM by ordinary resolution(s) of the Shareholders in a general meeting of the Company; and
- (b) any one director of the Company be and are hereby authorized to do all such acts and things and execute all such documents for and on behalf of the Company as he/she may consider necessary or desirable in connection with paragraph (a) of this resolution no.3.”

By order of the Board  
**New Focus Auto Tech Holdings Limited**  
**YING Wei**  
*Chairman*

Hong Kong, 30 June 2015

*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 the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his 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. To be effective, 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 meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Friday, 17 July 2015 to Tuesday, 21 July 2015 (both dates inclusive) during which period no transfer of shares of the Company will be registered. In order to be entitled to attend the meeting to be held on Tuesday, 21 July 2015, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office 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 not later than 4:30 p.m. on Thursday, 16 July 2015.
4. All the resolutions at the meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
5. The Chinese translation of this notice (including the contents of the proposed resolutions set out herein) is for reference only. In case of inconsistency, the English version shall prevail.

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