



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)

MEASURES TO OBTAIN INDEPENDENT OPINIONS BY THE BOARD

In order to further improve the corporate governance of New Focus Auto Tech Holdings Limited (the “**Company**”), create favorable conditions for Directors (including independent non-executive Directors) of the Company (“**Director(s)**”) to perform their duties, and ensure the proper and effective performance of duties of all Directors, the measures to obtain independent opinions by the board (the “**Measures**”) are formulated in accordance with the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of New Focus Auto Tech Holdings Limited as well as the actual situation of the Company.

Purpose

The Measures aim to ensure the effective performance of duties of Directors through ensuring that the board of Directors (the “**Board**”) of the Company could obtain independent views and opinions, so as to achieve good corporate governance.

Application Scope

The Measures apply to the Board, not to the employees of the Company and the directors and employees of its subsidiaries.

Specific Methods

Specific methods for Directors to obtain independent views and opinions are as follow:

- 1) For matters related to the performance of duties of Directors, all Directors can consult the company secretary of the Company (“**Company Secretary**”) directly in writing or oral manners; Company Secretary shall give a proper reply to the enquiring Directors within a reasonable period after receiving such consultation.

- 2) For matters related to the performance of duties of Directors, all Directors can request formal or informal opinions to be provided by the permanent legal counsels and/or auditors of the Company in Hong Kong through Company Secretary, or contact the above counsels and auditors directly under the coordination of Company Secretary, and relevant expenses shall be borne by the Company. Company Secretary must implement relevant arrangements within a reasonable period after receiving such written request from Directors.
- 3) All Directors may request independent third parties other than those appointed by the Company as the permanent legal counsels and auditors in Hong Kong to provide formal or informal opinions when reasonably considering it necessary, and relevant expenses shall be borne by the Company. Company Secretary must implement relevant arrangements within a reasonable period after receiving such written request from Directors.
- 4) If Company Secretary fails to reply to the enquiring Directors within a reasonable period, or fails to implement or complete the arrangements mentioned in 2) and 3) within a reasonable time, any Director can directly contact the chairman of the Board, executive Directors and/or the Chief Executive Officer of the Company and requests them to urge Company Secretary to reply or implement relevant arrangements as soon as possible.

Review of the Measures

The Board will review the Measures annually, and discuss and make any amendments to ensure its effectiveness.

Disclosure of the Measures

The full text of the Measures shall be distributed to all Directors (including newly appointed Director), the summary and implementation of which will be disclosed in the Corporate Governance Report of the Company in every year.

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* *For identification purpose only*