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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in New Focus Auto Tech Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover shall have the same meanings as those defined in this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

A notice convening the Annual General Meeting to be held at Room 1907, 19/F, Tower 1, Raffles City Changning, 1133 Changning Road, Changning District, Shanghai, PRC on 30 June 2020 at 2:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is sent to the Shareholders together with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.nfa360.com/en/>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude any member of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.

* For identification purposes only

15 May 2020

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1907, 19/F, Tower 1, Raffles City Changning, 1133 Changning Road, Changning District, Shanghai, PRC on 30 June 2020 at 2:00 p.m.
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	New Focus Auto Tech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	has the meaning ascribed to it under paragraph 2(a) of the Letter from the Board in this circular
“Latest Practicable Date”	12 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum”	the memorandum of association of the Company
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	has the meaning ascribed to it under paragraph 2(b) of the Letter from the Board in this circular

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended from time to time)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

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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)

Executive Director:

Mr. Tong Fei

Non-executive Directors:

Mr. Wang Zhenyu

Mr. Zhang Jianxing (*Acting Chairman*)

Independent Non-executive Directors:

Mr. Hu Yuming

Mr. Lin Lei

Mr. Zhang Xiaoya

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

15 May 2020

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO
ISSUE AND TO REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Issuance Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of the Issuance Mandate by the addition thereto of the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate; and (iv) the re-election of the retiring Directors, and to seek your approval of the relevant ordinary resolutions relating to those matters at the Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

Pursuant to the resolutions passed by the Shareholders on 28 June 2019, general mandates were granted to the Directors to (i) repurchase Shares not exceeding 10% of the total number of Shares in issue as at 28 June 2019; and (ii) allot, issue or deal with Shares of not exceeding 20% of the total number of Shares in issue as at 28 June 2019, and such general mandate was extended by an amount of Shares repurchased by the Company. Such general mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of general mandates to the Directors:

- (a) to allot, issue or deal with Shares of not exceeding 20% of the total number of Shares in issue on the date of passing of such resolution (the “**Issuance Mandate**”), namely, up to a maximum of 1,353,527,243 Shares on the basis of 6,767,636,215 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the Annual General Meeting;
- (b) to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of Shares in issue on the date of passing of such resolution (the “**Repurchase Mandate**”), namely, up to a maximum of 676,763,621 Shares on the basis of 6,767,636,215 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the Annual General Meeting; and
- (c) conditional on the passing of resolutions to grant the Issuance Mandate and the Repurchase Mandate, to extend the Issuance Mandate by an amount representing the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issuance Mandate and Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 4A and 4B set out in the notice of Annual General Meeting. The Directors are seeking the grant of the Issuance Mandate to issue Shares and the Repurchase Mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate.

In accordance with the requirements under Rule 10.06(1)(b) of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 87(1) of the Articles, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation. Pursuant to Article 86(3) of the Articles, Mr. Tong Fei, who was appointed as an executive Director on 1 July 2019, shall hold office only until the next following annual general meeting of the Company.

Accordingly, Mr. Zhang Jianxing, Mr. Zhang Xiaoya and Mr. Tong Fei will retire from office in accordance with the Articles. All of the above Directors, being eligible, will offer themselves for re-election.

In identifying suitable candidates for independent non-executive Director, the Nomination Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board. The factors considered by the Nomination Committee in assessing the suitability of a proposed candidate for independent non-executive Director include: (i) reputation for integrity; (ii) accomplishment and professional knowledge and industry experience which may be relevant to the Group; (iii) commitment in respect of available time, interest and attention to the businesses of the Group; (iv) perspectives, skills and experience that the individual can bring to the Board; (v) diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service; (vi) Board succession planning considerations and long term objectives of the Group; and (vii) the independence of such candidate with reference to, among other things, the requirements as set out in Rule 3.13 of the Listing Rules.

The Nomination Committee had assessed and reviewed the written confirmation of independence of Mr. Zhang Xiaoya based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that Mr. Zhang Xiaoya remains independent in accordance with Rule 3.13 of the Listing Rules. In addition, having evaluated the performance of Mr. Zhang Xiaoya, the Nomination Committee is of the view that Mr. Zhang Xiaoya has provided valuable contributions to the Company and has demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs.

The Nomination Committee also considers that Mr. Zhang Xiaoya can contribute to the diversity of the Board, in particular, with his diversified educational background and professional experience, experience in holding directorships at companies are listed in Hong Kong, the PRC and the U.S. and connections in various industries.

The biographical details of each of the retiring Directors who will offer themselves for re-election, as required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from 23 June 2020 to 30 June 2020 (both days inclusive), during which no transfer of Shares will be registered. In order to be entitled to attend the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company 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, no later than 4:30 p.m. on 22 June 2020.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Issuance Mandate, the granting of the Repurchase Mandate, the extension of the Issuance Mandate by the addition thereto of the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting will exercise his power under Article 66 of the Articles to demand a poll on each of the resolutions to be proposed at the Annual General Meeting. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the 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 branch share registrar of the Company 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 Annual General Meeting (being before 2:00 p.m. on 28 June 2020) or any adjournment thereof. Completion and return of the form of proxy will not preclude any member of the Company from attending and voting in person at the meeting or any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the granting of the Issuance Mandate, the granting of the Repurchase Mandate, the extension of the Issuance Mandate by the addition thereto of the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate and the re-election of the retiring Directors are fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory statement on the Repurchase Mandate) and Appendix II (Details of the Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
On behalf of the Board
TONG Fei
Executive Director

* *For identification purposes only*

This is the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,767,636,215 Shares.

Subject to the passing of the proposed resolution in respect of the granting of the Repurchase Mandate and assuming no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 676,763,621 Shares (representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting) during the period from the passing of the resolution relating to the Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles to be held; and (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASON FOR SHARE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum, the Articles, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws. Repurchases pursuant to the Repurchase Mandate will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for such purpose or, subject to the Articles and the laws of the Cayman Islands, out of capital. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided from out of the profits of the Company or out of the credit of the share premium account of the Company or, subject to the Articles and the laws of the Cayman Islands, out of capital.

4. IMPACT OF SHARE REPURCHASE

There might be an adverse impact on the working capital or gearing levels of the Company as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2019 in the event that the repurchase of Shares were to be carried out in full at any time during the proposed

repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.265	0.200
May	0.209	0.165
June	0.240	0.185
July	0.210	0.180
August	0.203	0.155
September	0.175	0.076
October	0.101	0.072
November	0.096	0.073
December	0.082	0.062
2020		
January	0.200	0.065
February	0.114	0.088
March	0.119	0.090
April	0.105	0.082
May (up to the Latest Practicable Date)	0.103	0.072

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Memorandum, the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

7. DIRECTORS AND CONNECTED PERSONS

As at the Latest Practicable Date, to the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors nor, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. TAKEOVERS CODE

If on the exercise of the powers to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, CDH Fast Two Limited held approximately 42.70% of the issued share capital of the Company, and was the substantial shareholder (as defined under the Listing Rules) of the Company. In the event that the Directors should exercise the proposed Repurchase Mandate in full, on the basis that no further Shares are issued or repurchased, the interests in the Company held by CDH Fast Two Limited would be increased to approximately 47.44% of the issued share capital of the Company. If the Repurchase Mandate is exercised in full by the Company and assuming that CDH Fast Two Limited and parties acting in concert with it do not receive, acquire or dispose of any Shares, the consequential percentage increase in their shareholding after such repurchase may give rise to an obligation for the abovementioned parties and parties acting in concert with them to make a mandatory offer to the Shareholders under Rule 26 of the Takeovers Code. Save as disclosed above, based on the information known to date, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to the extent that the number of Shares held by the public would be falling below the prescribed minimum percentage of 25% of the issued share capital of the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares on the Stock Exchange during the six months immediately prior to the Latest Practicable Date.

The following sets out the details of the Directors who will retire from office, and being eligible, offer themselves for re-election at the Annual General Meeting.

Mr. Tong Fei

Experience

Mr. Tong, aged 37, has been an executive Director since July 2019.

Mr. Tong obtained his master's degree in MBA from Peking University (北京大學) in 2012. Mr. Tong was appointed as the director of business development department of China Resources Leasing Co., Ltd.* (華潤租賃有限公司), the assistant president of Huazhong Finance Leasing Co., Ltd.* (華中融資租賃有限公司), the managing director of Century Huazhong Capital Management Co., Ltd.* (世紀華中資本管理有限公司) and the general manager of Beijing Senwo Capital Management Co., Ltd. (北京森沃資本管理有限公司). In respect of professional qualifications, Mr. Tong obtained the fund qualification certificate (基金從業資格證) from the Asset Management Association of China (中國證券投資基金業協會) in 2016. He has extensive knowledge and experience in financial management and capital operation.

Save as disclosed above, Mr. Tong did not hold any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Tong has been appointed by the Company for a term of three years subject to retirement by rotation in accordance with the Articles.

Relationships

Save as disclosed herein, Mr. Tong has no relationship with any Directors, senior management or substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) of the Company.

Interest in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Tong does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

Director's emoluments

Mr. Tong has entered into a service agreement with the Company for a term of three years commencing from 1 July 2019, subject to retirement by rotation in accordance with the Articles. Pursuant to the service agreement, Mr. Tong is currently entitled to an annual fee of HK\$1,500,000 which is subject to annual review by the Board and is determined on the basis of his role in the Group, responsibilities and experience and the prevailing market rates. In addition, Mr. Tong is entitled to a discretionary bonus payable at or before the year end at the discretion of the Board. Mr. Tong did not receive any discretionary bonus for the year ended 31 December 2019.

Matters that need to be brought to the attention of the Shareholders

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tong that need to be brought to the attention of the Shareholders.

Mr. Zhang Jianxing*Experience*

Mr. Zhang, aged 53, has been a Director since August 2013. Mr. Zhang served as an executive Director from August 2013 to September 2017 and was re-designated as a non-executive Director on 15 September 2017. Mr. Zhang was appointed as the acting chairman of the Company with effect from 1 July 2019.

Mr. Zhang graduated from Tongji University (同濟大學) and received a Bachelor of Science degree in civil engineering. He has been employed by CDH Investments Management (Hong Kong) Limited (“**CDH Investments**”) since 2011, and he is currently its managing director. Prior to joining CDH Investments, Mr. Zhang served as the managing operation director of China Resources Asset Management Limited (華潤資產管理有限公司) from 2009 to 2011.

Save as disclosed above, Mr. Zhang did not hold any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Zhang has been appointed by the Company for a term of three years subject to retirement by rotation in accordance with the Articles.

Relationships

Save as disclosed herein, Mr. Zhang has no relationship with any Directors, senior management or substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) of the Company.

Interest in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

Director's emoluments

Mr. Zhang has entered into a service agreement with the Company for a term of three years commencing from 15 September 2017, subject to retirement by rotation in accordance with the Articles. Pursuant to the service agreement, Mr. Zhang is not entitled to any director fee. In addition, Mr. Zhang is entitled to a discretionary bonus payable at or before the year end at the discretion of the Board. Mr. Zhang did not receive any discretionary bonus for the year ended 31 December 2019.

Matters that need to be brought to the attention of the Shareholders

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhang need to be brought to the attention of the Shareholders.

Mr. Zhang Xiaoya*Experience*

Mr. Zhang, aged 57, has been an independent non-executive Director since March 2015.

Mr. Zhang is a graduate of Shangdong University (山東大學) and the School of Management at Beijing University of Aeronautics and Astronautics (北京航空航天大學), and is a senior engineer. Mr. Zhang is the chairman of Zhong Ding United Dairy Farming Co., Ltd. (中鼎聯合牧業股份有限公司), a manager of Beijing Xindajiating Investment Company Limited (北京信達嘉鼎投資有限公司), an independent non-executive director of China Mengniu Dairy Company Limited (中國蒙牛乳業有限公司) (Stock Code: 02319) and an independent director of Guangzhou Digital Media Co., Ltd. (廣州珠江數碼集團股份有限公司), a company listed on NEEQ (Stock Code: 871828). Mr. Zhang was a director and the president of AirMedia Group Inc. (航美傳媒集團) (NASDAQ: AMCN), the chairman of Unibank Media (銀廣通傳媒集團) and an independent director of Syswin Inc. (思源經紀), which was listed on the New York Stock Exchange until April 2013.

Save as disclosed above, Mr. Zhang did not hold any directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of Service

Mr. Zhang has been appointed by the Company for a term of three years subject to retirement by rotation in accordance with the Articles.

Relationships

Mr. Zhang has no relationship with any Directors, senior management or substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interest in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

Director's emoluments

Mr. Zhang has entered into a letter of appointment with the Company for a term of three years commencing from 20 March 2018, subject to retirement by rotation in accordance with the Articles. Pursuant to the letter of appointment, Mr. Zhang is currently entitled to an annual fee of RMB100,000 which is subject to annual review by the Board and is determined on the basis of his role in the Group, responsibilities and experience and the prevailing market rates.

Matters that need to be brought to the attention of the Shareholders

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of New Focus Auto Tech Holdings Limited (the “**Company**”) will be held at Room 1907, 19/F, Tower 1, Raffles City Changning, 1133 Changning Road, Changning District, Shanghai, PRC on 30 June 2020 at 2:00 p.m. for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2019.
2. A. To re-elect the following retiring Directors:
 - (i) Mr. Tong Fei as an executive Director;
 - (ii) Mr. Zhang Jianxing as a non-executive Director; and
 - (iii) Mr. Zhang Xiaoya as an independent non-executive Director.
- B. To authorise the board of Directors (the “**Board**”) to fix the remuneration of all Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remuneration.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the **“Shares”**) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any issue of Shares on the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time or on the exercise of any options granted under the share option scheme of the Company or an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles”**), shall not exceed 20% of the total number of the Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles to be held; and

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- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the shareholders of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holders of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

B. “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles to be held; and

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(iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

C. “**THAT** conditional on the passing of the resolutions set out in paragraphs 4A and 4B of this notice, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to the resolution set out in paragraph 4A of this notice be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 4B of this notice, provided that such extended amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By order of the Board
New Focus Auto Tech Holdings Limited
TONG Fei
Executive Director

Hong Kong, 15 May 2020

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 Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf, subject to the Articles. A proxy need not be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her 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. In order to be valid, 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 Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such Share, be entitled alone to vote in respect thereof.
5. The resolutions at the Annual General Meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
6. The register of members of the Company will be closed from Tuesday, 23 June 2020 to Tuesday, 30 June 2020 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration by 4:30 p.m. on Monday, 22 June 2020.

As at the date of this notice, the Directors are: executive Director – TONG Fei; non-executive Directors – WANG Zhenyu and ZHANG Jianxing; and independent non-executive Directors – HU Yuming, LIN Lei and ZHANG Xiaoya.