

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in New Focus Auto Tech Holdings Limited (the "Company"), you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**NFA<sup>®</sup>**

**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 DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

A notice convening the annual general meeting of the Company to be held at No. 4589 Wai Qing Song Road, Qingpu District, Shanghai, the PRC on 7 June 2013 at 2:00 p.m. is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy accompanying the notice of the annual general meeting in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, 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 adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member of the Company from attending the meeting or any adjournment thereof and voting in person if he so wishes and in such event, the form of proxy will be deemed to be revoked.



## 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 No. 4589 Wai Qing Song Road, Qingpu District, Shanghai, the PRC on 7 June 2013 at 2:00 p.m.;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors of the Company;
“Company”	New Focus Auto Tech Holdings Limited, a company incorporated in Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange;
“Directors”	directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars;
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board in this circular;
“Latest Practicable Date”	19 April 2013, 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 (as amended from time to time);
“Memorandum”	the memorandum of association of the Company;
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Register”	the register of members of the Company;
“Repurchase Mandate”	as defined in 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 Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.



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*(Incorporated in the Cayman Islands with limited liability)*

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*Executive Directors:*

Mr. Hung Wei-Pi, John (*Chairman*)

Mr. Raymond N. Chang

Ms. Hung Ying-Lien

Mr. Douglas Charles Stuart Fresco

Mr. Edward B. Matthew

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111, Cayman Islands

*Non-executive Directors:*

Mr. Hsu Ming Chyuan

Mr. Chang An-Li

*Principal place of business*

*in Hong Kong:*

5/F., 180 Hennessy Road

Wan Chai

Hong Kong

*Independent Non-executive Directors:*

Mr. Du Hai-Bo

Mr. Zhou Tai-Ming

Mr. Uang Chii-Maw

Mr. Chih T. Cheung

26 April 2013

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO  
ISSUE AND TO REPURCHASE SHARES  
RE-ELECTION OF 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 adding to it the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of Directors and to seek your approval of the relevant ordinary resolutions relating to those matters at the Annual General Meeting.

\* *For identification purpose only*

## LETTER FROM THE BOARD

### 2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

Pursuant to the resolutions passed by the shareholders on 8 June 2012, general mandates were granted to the Directors to repurchase and issue shares respectively. Such general mandate 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 an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution (the "Issuance Mandate"), namely, up to a maximum of 124,210,538 Shares on the basis of 621,052,690 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 an aggregate nominal amount of up to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution (the "Repurchase Mandate"), namely, up to a maximum of 62,105,269 Shares on the basis of 621,052,690 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;
- (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 aggregate nominal amount of the 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 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 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 DIRECTORS

Mr. Du Hai-Bo, Mr. Hsu Ming Chyuan, Mr. Hung Wei-Pi, John, Mr. Edward B. Matthew and Mr. Chih T. Cheung will retire from office in accordance with the Articles of the Company. All of the above Directors, being eligible, offer themselves for re-election.

Each of Mr. Du Hai-Bo and Mr. Chih T. Cheung, independent non-executive Directors of the Company, has confirmed independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company is also responsible for, inter alia, assessing the independence of independent non-executive Directors. On 27 March 2013, the nomination committee of the Company assessed the independence of the individual independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and considered that all independent non-executive Directors including, Mr. Du Hai-Bo and Mr. Chih T. Cheung, remained independent.

The biographical details of each of the retiring Directors, as required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, are set out in Appendix II to this circular.

### 4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Issuance Mandate, the Repurchase Mandate, the extension of the Issuance Mandate by the addition thereto of the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate and the re-election of Directors.

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 Hong Kong branch share registrar and transfer office of the Company, 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 adjourned meeting. Completion and return of the form of proxy will not preclude any member of the Company from attending the meeting or any adjournment thereof and voting in person if he so wishes and in such event, the form of proxy will be deemed to be revoked.

### 5. RECOMMENDATION

The Directors consider that the granting/extension of the Issuance Mandate, the granting of the Repurchase Mandate and the re-election of Directors are fair and reasonable and in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

## LETTER FROM THE BOARD

### 6. 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.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, 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. Results of the poll voting will be announced following the conclusion of the meeting.

Yours faithfully,  
On behalf of the Board  
**Hung Wei-Pi, John**  
*Chairman*

This is the explanatory statement required under the Listing Rules to be sent to the Shareholders to enable them to make an informed decision in relation to the granting of the Repurchase Mandate.

## 1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 621,052,690 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 62,105,269 Shares (representing 10% of the Shares in issue as at the date of granting of the Repurchase Mandate) 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 REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. 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 its Shareholders.

## 3. FUNDING OF REPURCHASES

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.

There might be an adverse impact on the working capital or gearing position 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 2012 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 of Shares 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.

#### 4. 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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2012</b>		
April	1.95	1.57
May	1.68	1.09
June	1.28	1.01
July	1.46	0.99
August	1.48	1.20
September	1.37	1.10
October	1.23	1.01
November	1.13	0.99
December	1.04	0.93
<b>2013</b>		
January	1.01	0.90
February	0.95	0.80
March	0.90	0.64
April (up to the Latest Practicable Date)	0.74	0.55

#### 5. 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.

#### 6. 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 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 and exercised.

No 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 and exercised.

## 7. 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 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, Sharp Concept Industrial Limited ("SCIL") held approximately 27.29% 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, its interests would be increased to approximately 30.33% of the issued share capital of the Company. Such an increase may give rise to an obligation on the part of SCIL to make a mandatory offer under Rule 26.1 of the Takeovers Code. The Directors have no present intention to repurchase any Shares to the extent that it will trigger SCIL's obligations under the Takeovers Code to make a mandatory offer.

The Directors will use their best endeavors to ensure the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued shares capital of the Company.

## 8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has 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 for re-election at the Annual General Meeting.

**Mr. Du Hai-Bo**

*Experience*

Mr. Du, aged 43, has been an independent non-executive Director since February 2005.

He graduated from Zhengzhou University (鄭州大學) in 1989 and obtained an EMBA degree from China Europe International Business School (中歐國際工商管理學院) in 2005. He has 17 years of professional experience in accounting and auditing and is a senior auditor and senior accountant. He has obtained the professional qualifications as a certified accountant, registered tax expert and land valuer. Mr. Du was the vice-chairman of Lingbao County Auditors (靈寶縣審計師事務所) and Henan C.P.A. (河南審計事務所). He is the legal representative of Henan Zheng Yong C.P.A. Limited (河南正永會計師事務所有限公司) and an independent non-executive director of two listed companies in the PRC, namely, Henan Taloph Pharmaceutical Stock Co., Ltd. listed on the Shanghai Stock Exchange and Henan Shuanghui Investment & Development Company Limited listed on the Shenzhen Stock Exchange. Mr. Du joined the Group in February 2005.

Save as disclosed above, Mr. Du 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. Du has been appointed by the Company for a term of three years subject to retirement by rotation in accordance with the Articles.

*Relationships*

Mr. Du 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. Du does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

*Director's emoluments*

Mr. Du has entered into a letter of appointment with the Company for a term of three years commencing from 13 February 2011, subject to retirement by rotation in accordance with the Articles. Pursuant to the letter of appointment, Mr. Du is currently entitled to an annual fee of RMB84,000 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. Du that need to be brought to the attention of the Shareholders.

**Mr. Hsu Ming Chyuan***Experience*

Mr. Hsu, aged 58, has been a non-executive Director since March 2010.

Mr. Hsu received a bachelor degree in Telecommunications Engineering from the National Chao Tung University, Hsinchu, Taiwan and a master degree in Computer and Electronical Engineering from North Carolina State University, USA. He is the co-founder of Elitegroup Computer Systems, APAQ Technology Co., Ltd and Luxo Corporation, and has more than 25 years of experience in IT industry. He is currently a general manager of Pac-Link, gaining over 10 years of experience in investment industry.

Mr. Hsu 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. Hsu has been appointed by the Company for a term of one year subject to retirement by rotation in accordance with the Articles.

*Relationships*

Mr. Hsu 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. Hsu does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

*Director's emoluments*

Mr. Hsu has entered into a letter of appointment with the Company for a term of one year commencing from 30 March 2013, subject to retirement by rotation in accordance with the Articles. Pursuant to the letter of appointment, Mr. Hsu is currently entitled to an annual fee of RMB60,000 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. Hsu that need to be brought to the attention of the Shareholders.

**Mr. Hung Wei-Pi, John***Experience*

Mr. Hung, aged 52, is one of the founders of the Group and the chairman and president of the Company. He is primarily responsible for the management of the Board and formulation of the future development strategies and planning of the Group.

He graduated from Chung Yuan Christian University (台灣中原大學) with a bachelor's degree in commerce in 1982. Prior to the establishment of Shanghai New Focus Auto Parts Co., Ltd. ("NFA Parts"), Mr. Hung was the founder and general manager of New Focus Line Limited. In March 1994, Mr. Hung established NFA Parts. He assumed the positions of both the director and general manager and actively participated in NFA Parts' daily operations. In 2001, Mr. Hung established Shanghai New Focus Auto Repair Services Co., Ltd. ("NFA Service"). Mr. Hung is the brother of Ms. Hung Ying-lien and the brother-in-law of Mr. Wu Kwan-Hong.

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

*Relationships*

Mr. Hung is the brother of Ms. Hung Ying-Lien, an executive Director of the Company. Save as disclosed above, Mr. Hung 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. Hung is interested in 169,506,120 Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

*Director's emoluments*

Mr. Hung has entered into a service contract with the Company for a term of three years commencing from 13 February 2011, subject to retirement by rotation in accordance with the Articles. Pursuant to the service contract, Mr. Hung is currently entitled to a remuneration of RMB2,280,000 per annum 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. Hung is entitled to a discretionary bonus payable at or before the year end at the discretion of the Board. Mr. Hung did not receive any discretionary bonus for the year ended 31 December 2012.

*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. Hung that need to be brought to the attention of the Shareholders.

**Mr. Edward B. Matthew***Experience*

Mr. Matthew, aged 57, is an executive Director and is responsible for exploration of overseas markets for the manufacturing business of the Group. Mr. Matthew has been an executive Director in August 2010.

He has served more than 25 years as a board member of Custom Accessories, a family held automotive accessories business in the US. Mr. Matthew is currently the executive director of Custom Accessories, and has been actively participated in the business since it was founded in 1974. In addition, Mr. Matthew is a practicing anesthesiologist with North Shore University Health System, a large multi-hospital

system in the Chicago area, US. He is an Assistant Professor of Anesthesiology at the University of Chicago Medical School, is the former Chief of the Medical Staff at Highland Park Hospital in Highland Park Illinois, US, and is a former board member at Highland Park Hospital and North Shore University Health System.

Mr. Matthew received a Bachelor's Degree in Economics from the University of Michigan in Ann Arbor Michigan in 1978, and his Medical Degree from the University of Illinois in Chicago, Illinois in 1982. Mr. Matthew received his training in Anesthesiology at Northwestern University School of Medicine and he is certified by the American Board of Anesthesiology.

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

#### *Relationships*

Mr. Matthew 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. Matthew is interested in 21,922,350 Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

#### *Director's emoluments*

Mr. Matthew has entered into a service contract with the Company for a term of three years commencing from 26 August 2010, subject to retirement by rotation in accordance with the Articles. Pursuant to the service contract, Mr. Matthew is currently entitled to a remuneration of HK\$60,000 per annum 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. Matthew is entitled to a discretionary bonus payable at or before the year end at the discretion of the Board. Mr. Matthew did not receive any discretionary bonus for the year ended 31 December 2012.

*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. Matthew that need to be brought to the attention of the Shareholders.

**Mr. Chih T. Cheung***Experience*

Mr. Cheung, aged 42, has been an independent non-executive Director since December 2012.

Mr. Cheung received juris doctor degree from Harvard Law School, master's degree in business administration from Harvard Business School, master of arts degree from Harvard Graduate School of Arts and Sciences and bachelor of arts degree from Harvard College. He has over 15 years of Asia business experience, during which, in addition to general management responsibilities, he negotiated scores of alliances, joint ventures, mergers, and acquisitions in Greater China and the rest of Asia.

Mr. Cheung is currently the Managing Partner of C2 Capital Limited, an investment firm dedicated to investing in local Chinese emerging growth companies and to partnering with leading global companies to establish their presence in China. He is also the Chairman Emeritus of Yucheng Technologies Limited (NASDAQ – YTEC), a leading provider of solutions and services to China's financial sector, with presence in 18 cities and 2,000 employees. In addition, Mr. Cheung serves on the board of several companies with operations in China. He is also on the boards of HBS Alumni Association and Harvard China Fund as well as the Chapter Chair of YPO Shanghai.

Prior to his current roles, Mr. Cheung was the Managing Partner of Staples Asia Investment Limited, a subsidiary of Staples, Inc. (NASDAQ – SPLS). In this role, he was involved with investment and strategic partnership activities in Asia Pacific for Staples. Prior to this, he was a co-founder, investor and board member for OA365, a leading office products provider in Shanghai. Previously, Mr. Cheung was co-founder and CEO of HelloAsia Corporation and worked at Goldman Sachs in New York and Hong Kong for several years.

Save as disclosed above, Mr. Cheung 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. Cheung has been appointed by the Company for a term of three years subject to retirement by rotation in accordance with the Articles.

*Relationships*

Mr. Cheung 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. Cheung does not have any interest in the Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

*Director's emoluments*

Mr. Cheung has entered into a letter of appointment with the Company for a term of three years commencing from 28 December 2012, subject to retirement by rotation in accordance with the Articles. Pursuant to the letter of appointment, Mr. Cheung is currently entitled to an annual fee of RMB84,000 which is subject to annual review by the Board and is determined on the basis of his role in the Group, responsibility 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. Cheung 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 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 7 June 2013 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 and the Auditors for the year ended 31 December 2012;
2. A. To re-elect the following retiring Directors:
  - (i) Mr. Du Hai-Bo as an independent non-executive Director;
  - (ii) Mr. Hsu Ming Chyuan as a non-executive Director;
  - (iii) Mr. Hung Wei-Pi, John as an executive Director;
  - (iv) Mr. Edward B. Matthew as an executive Director; and
  - (v) Mr. Chih T. Cheung as an independent non-executive Director.
- B. To authorise the Board of Directors to fix the remuneration of all Directors of the Company;
3. To appoint BDO Limited as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration;

\* For identification purpose only

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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 of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company 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 of the Company and shall authorise the Directors of the Company 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 aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or any issue of shares of the Company 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, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue 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 of association of the Company to be held; and

## NOTICE OF ANNUAL GENERAL MEETING

- (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 of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company 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 of the Company 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 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 aggregate nominal amount of securities authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue 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;

## NOTICE OF ANNUAL GENERAL MEETING

- (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 of association of the Company to be held; and
  - (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 the notice convening this meeting, the general mandate granted to the Directors of the Company 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 the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 4B of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By Order of the Board  
**Hung Wei-Pi, John**  
*Chairman*

Hong Kong, 26 April 2013

*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

## NOTICE OF ANNUAL GENERAL MEETING

*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 holding two or more shares of the Company is entitled to appoint more than one proxies to attend and vote in his stead. If more than one proxies are appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. 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 Hong Kong branch share registrar and transfer office of the Company, 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 adjourned meeting thereof. Completion and return of the form of proxy will not preclude any member from attending the meeting or any adjournment thereof and voting in person if he so wishes and in such event, the form of proxy will be deemed to be revoked.
3. The register of members of the Company will be closed from Wednesday, 5 June 2013 to Friday, 7 June 2013 (both dates inclusive) during which period 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 Company's Hong Kong Branch Share Registrar and transfer office, 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 Tuesday, 4 June 2012.
4. 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.