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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 REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Capitalized terms used in this cover 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 1809, Feidiao International Building, No.1065A Zhaojiabang Road, Xuhui District, Shanghai, PRC on Monday, 30 June 2025 at 2:00 p.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting is 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 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

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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 1809, Feidiao International Building, No.1065A Zhaojiabang Road, Xuhui District, Shanghai, PRC at 2:00 p.m. on Monday, 30 June 2025
“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 the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the 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”	3 June 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“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
“SFO”	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
“SZSE”	the Shenzhen Stock Exchange
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“Treasury Shares”	Shares repurchased and held by the Company in treasury, as authorized by the laws of the Cayman Islands and in accordance with the Articles
“%”	per cent



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 (*Chairman*)

Independent Non-executive Directors:

Mr. Li Qingwen

Mr. Zhang Kaizhi

Ms. Luo Baiyun

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

6 June 2025

To the Shareholders,

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the following 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 2024, the Directors were granted general mandates to (i) repurchase Shares not exceeding 10% of the total number of Shares in issue as at 28 June 2024; and (ii) allot, issue or deal with Shares not exceeding 20% of the total number of Shares in issue as at 28 June 2024, and such general mandates were extended by the 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 or sell or transfer Treasury Shares not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) on the date of passing of such resolution (the “**Issuance Mandate**”), namely, up to a maximum of 3,443,389,669 Shares on the basis of 17,216,948,349 Shares being 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 repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares) on the date of passing of such resolution (the “**Repurchase Mandate**”), namely, up to a maximum of 1,721,694,834 Shares on the basis of 17,216,948,349 Shares being 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 the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Issuance Mandate and the 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 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 sell or transfer Treasury 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 86(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the first annual general meeting of the Company after his/her appointment, and shall then be eligible for re-election.

Pursuant to Article 87(1) of the Articles, one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting.

Accordingly, Mr. Tong Fei, Mr. Li Qingwen and Ms. Luo Baiyun will retire from office in accordance with the Articles. All of the above Directors, being eligible, will offer themselves for re-election.

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.

4. CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Wednesday, 25 June 2025 to Monday, 30 June 2025 (both days 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, 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 Tuesday, 24 June 2025.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 18 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/her 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.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.nfa360.com/en/>). 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 or any adjournment thereof (being before 2:00 p.m. on Saturday, 28 June 2025). 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.

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 favor 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
Chairman and 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. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has unusual features.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of the Shares in issue was 17,216,948,349.

Subject to the passing of the proposed resolution in respect of the grant 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 1,721,694,834 Shares (representing 10% of the total number of Shares in issue (excluding Treasury Shares) 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 laws or the Articles to be held; and (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in a general meeting.

2. REASON FOR SHARE REPURCHASE

The Company may cancel any Shares it repurchased and/or hold them as Treasury Shares to the extent permitted under all applicable laws, rules and regulations, subject to market conditions and its capital management needs at the relevant time of the repurchases.

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 give the Company greater flexibility to manage its capital structure and improve market liquidity, 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.

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 2024 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>
2024		
June	0.134	0.019
July	0.099	0.057
August	0.069	0.050
September	0.066	0.030
October	0.060	0.040
November	0.075	0.046
December	0.061	0.047
2025		
January	0.052	0.041
February	0.054	0.043
March	0.053	0.040
April	0.048	0.040
May	0.063	0.040
June (up to the Latest Practicable Date)	0.058	0.053

6. GENERAL

The Directors 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.

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), had 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.

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 purpose 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 over 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, Daodu (Hong Kong) Holding Limited held approximately 60.69% of the issued share capital of the Company. In the event that the Directors are required to exercise the Repurchase Mandate in full, on the basis that no further Shares are issued or repurchased, the interests in the Company held by Daodu (Hong Kong) Holding Limited would be increased to approximately 67.44% of the issued share capital of the Company, which will not give rise to any obligation to make a general offer under Rule 26 of the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to such an extent that the number of Shares held by the public would fall below the prescribed minimum percentage of 25% of the issued share capital of the Company (excluding Treasury Shares).

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase 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 42, has been an executive Director since July 2019.

Mr. Tong obtained his master's degree in business administration 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 neither held 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 nor had any other major appointments or professional qualifications.

Relationships

Save as disclosed above, so far as the Directors are aware, as at the Latest Practicable Date, Mr. Tong had 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

As at the Latest Practicable Date, New Focus Newtec (Shenzhen) Technology Co., Ltd.* (新焦點紐泰克(深圳)科技有限公司, "**New Focus Newtec (Shenzhen)**") and New Focus Technology (Shanghai) Co., Ltd.* (紐福克斯科技(上海)有限公司, "**New Focus Technology (Shanghai)**") were associated corporations (within the meaning of Part XV of the SFO) of the Company, and Mr. Tong owned 10% equity interests in each of New Focus Newtec (Shenzhen) and New Focus Technology (Shanghai), respectively.

So far as the Directors are aware, save as disclosed above, as at the Latest Practicable Date, Mr. Tong did not have any interest in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Director's length of service and emoluments

Mr. Tong has entered into a service agreement with the Company for a term of three years commencing from 1 July 2022, 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 2024.

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

Save as disclosed herein, as at the Latest Practicable Date, 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. Li Qingwen

Experience

Mr. Li, aged 69, has been an independent non-executive Director since January 2023.

Mr. Li graduated from Harbin Engineering University (哈爾濱工程大學) and received a master's degree in economics. Mr. Li has been the president of Carbingo Academy* (汽車評價研究院) and Beijing Hidden Unicorn Information Technology Academy* (北京隱形獨角獸信息科技院) since 2017. Mr. Li was an independent director of Chongqing Changan Automobile Co., Ltd. (重慶長安汽車股份有限公司) (listed on SZSE, stock code: 000625) from March 2016 to June 2022, and has been an independent director of each of Xuchang Yuandong Drive Shaft Co., Ltd.* (許昌遠東傳動軸股份有限公司) (listed on SZSE, stock code: 002406) since June 2020 and Jiangsu Lopal Tech. Co., Ltd.* (江蘇龍蟠科技股份有限公司) (listed on Shanghai stock exchange, stock code: 603906) since March 2020.

Save as disclosed above, Mr. Li neither held 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 nor had any other major appointments or professional qualifications.

Relationships

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Li had no relationship with any Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
--

Interest in Shares

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Li did not have any interest in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Director's length of service and emoluments

Mr. Li has entered into a letter of appointment with the Company for a term of three years commencing from 12 January 2023, subject to retirement by rotation in accordance with the Articles. Pursuant to the letter of appointment, Mr. Li 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, as at the Latest Practicable Date, there was no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there were no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

Ms. Luo Baiyun

Experience

Ms. Luo, aged 48, has been an independent non-executive Director since August 2024.

Ms. Luo graduated from Shandong University of Political Science and Law (山東政法學院), is a PRC lawyer and a registered foreign lawyer in Hong Kong. Ms. Luo is currently a partner of Zhi Heng Law Firm (知恆律師事務所) and her main practice area is cross-border legal matters related to Mainland China and Hong Kong. Ms. Luo worked for the Shenzhen Branch of Bank of Communications Co., Ltd.* (交通銀行股份有限公司深圳分行) from 2004 to 2011, and previously worked for several law firms including Sincere Partners & Attorneys (廣東星辰律師事務所) and its Hong Kong branch, Kan & Co., Fred (簡家聰律師行), and Tahota (ShenZhen) Law Firm* (泰和泰(深圳)律師事務所), with extensive experience in legal practice.

Save as disclosed above, Ms. Luo neither held 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 nor had any other major appointments or professional qualifications.

Relationships

So far as the Directors are aware, as at the Latest Practicable Date, Ms. Luo had no relationship with any Directors, senior management, 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, Ms. Luo did not have any interest in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Director's length of service and emoluments

Ms. Luo has entered into a letter of appointment with the Company for a term of three years commencing from 23 August 2024, subject to retirement by rotation in accordance with the Articles. Pursuant to the letter of appointment, Ms. Luo 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 her 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, as at the Latest Practicable Date, there was no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there were no other matters concerning Ms. Luo that need to be brought to the attention of the Shareholders.

Further information in relation to the re-election of the Directors

The recommendation of the re-election of the Directors listed above to the Board was made in accordance with the Company's nomination policy and objective criteria (including but not limited to professional experience, skills, knowledge, gender, age, cultural and educational background, ethnicity, and length of service), with due regard for the benefits of diversity, as set out under the Company's board diversity policy. The Board has also taken into account the contributions of the aforesaid Directors and their commitment to their roles.

In view of the disclosure above, the Board believes that Mr. Li and Ms. Luo are independent and each of the Directors have the education, background and experience that enable each of them to provide valuable insights and contribute to the diversity of the Board, and therefore shall be eligible for re-election.

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 1809, Feidiao International Building, No.1065A Zhaojiabang Road, Xuhui District, Shanghai, PRC at 2:00 p.m. on Monday, 30 June 2025 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 “**Director(s)**”) and the auditor of the Company for the year ended 31 December 2024.
2.
 - (i) To re-elect Mr. Tong Fei as an executive Director.
 - (ii) To re-elect Mr. Li Qingwen as an independent non-executive Director.
 - (iii) To re-elect Ms. Luo Baiyun as an independent non-executive Director.
 - (iv) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company, and to authorize the Board to fix its 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 but not limited to warrants, bonds and debentures convertible into 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 authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into 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 (excluding treasury Shares) 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;

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- (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 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 (other than any holders of treasury 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 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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

References to an allotment, issue, grant or offer of securities or Shares shall include a sale or transfer of treasury Shares and references to allottees shall include purchasers or transferees of such treasury Shares. For the avoidance of doubt, the Directors may only use such general mandate for the resale of treasury Shares to the extent permitted under all applicable laws, rules and regulations.

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 recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, in accordance with and subject to 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 authorized 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 (excluding treasury Shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and

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(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
- (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 and to sell or transfer additional treasury 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, sold or transferred or agreed conditionally or unconditionally to be allotted, sold or transferred 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 (excluding treasury Shares) as at the date of passing this resolution.”

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

Hong Kong, 6 June 2025

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

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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 needs 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 notarially 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/ her 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 Wednesday, 25 June 2025 to Monday, 30 June 2025 (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, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration by 4:30 p.m. on Tuesday, 24 June 2025.

As at the date of this notice, the Directors are: executive Director – TONG Fei; and independent non-executive Directors – LI Qingwen, ZHANG Kaizhi and LUO Baiyun.