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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 13 SEPTEMBER 2021

The Board is pleased to announce that all the resolutions set out in the Notice have been duly passed by the Independent Shareholders and the Shareholders (where applicable) by way of poll at the EGM held on 13 September 2021.

Reference is made to (i) the announcement of New Focus Auto Tech Holdings Limited (the “**Company**”) dated 28 May 2021; (ii) the circular of the Company dated 29 July 2021 (the “**Circular**”); and (iii) the notice of the extraordinary general meeting dated 29 July 2021 (the “**Notice**”) in relation to, among other things, the Subscription, the Specific Mandate, the Whitewash Waiver and the Increase in Authorised Share Capital. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all the resolutions set out in the Notice have been duly passed by the Independent Shareholders and the Shareholders (where applicable) by way of poll at the EGM held on 13 September 2021.

As at the date of the EGM, the Company had 6,767,636,215 Shares in issue.

As disclosed in the Circular, CDH (which was interested in 2,889,580,226 Shares as at the date of the EGM, representing approximately 42.70% of the issued Shares as at the date of the EGM) was required to and did abstain from voting at the EGM in respect of the resolutions approving the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate) as well as the Whitewash Waiver (namely, resolutions numbered 2 and 3 as set out in the Notice). Accordingly, the total number of Shares held by the Independent Shareholders who were entitled to attend and vote for or against resolutions numbered 2 and 3 was 3,878,055,989, representing approximately 57.30% of the total number of issued Shares as at the date of the EGM. Save as disclosed above, no Shareholder was required to abstain from voting on resolutions numbered 2 and 3.

No Shareholder was required to abstain from voting on resolution numbered 1 as set out in the Notice. Accordingly, the total number of Shares held by the Shareholders who were entitled to attend and vote for or against resolution numbered 1 was 6,767,636,215.

Save as disclosed above, there was no Shareholder who (a) was entitled to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules; and (b) has stated his/her intention in the Circular to vote against or to abstain from voting on the resolutions at the EGM.

The poll results in respect of the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTION FOR SHAREHOLDERS ⁽¹⁾		NUMBER OF VOTES (%) ⁽²⁾	
		FOR	AGAINST
1.	To approve the Increase in Authorised Share Capital and to authorise any Director to do such acts and things, to sign and execute all such further documents (including under seal, as applicable) and to take such steps as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Increase in Authorised Share Capital and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waiver of any of the matters relating thereto or in connection therewith.	4,795,992,131 (100%)	0 (0%)

ORDINARY RESOLUTION FOR INDEPENDENT SHAREHOLDERS⁽¹⁾		NUMBER OF VOTES (%)⁽³⁾	
		FOR	AGAINST
2.	To approve the Subscription Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate, and to authorise any Director to do such acts and things, to sign and execute all such further documents (including under seal, as applicable) and to take such steps as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waiver of any of the matters relating thereto or in connection therewith.	1,906,411,905 (100%)	0 (0%)
SPECIAL RESOLUTION FOR INDEPENDENT SHAREHOLDERS⁽¹⁾		NUMBER OF VOTES (%)⁽³⁾	
		FOR	AGAINST
3.	To approve the Whitewash Waiver and to authorise any Director to do all such acts and things and execute all such documents under seal where applicable as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.	1,906,411,905 (100%)	0 (0%)

Notes:

- (1) The full text of each of the resolutions is set out in the Notice.
- (2) The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the EGM in person or by proxy.
- (3) The number and percentage of votes are based on the total number of Shares voted by the Independent Shareholders at the EGM in person or by proxy.

As more than 75% of the votes were cast in favour of resolution numbered 3 and more than 50% of the votes were cast in favour of resolutions numbered 1 and 2, all of the resolutions were duly passed by the Independent Shareholders and the Shareholders (where applicable) at the EGM.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the EGM.

GRANT OF WHITEWASH WAIVER

The Executive granted the Whitewash Waiver on 7 September 2021, subject to:

- (1) the Whitewash Waiver and the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate) being separately approved by at least 75% and more than 50% respectively, of the votes cast by the Independent Shareholders either in person or by proxy at the EGM by way of poll; and
- (2) unless the Executive gives prior consent, no acquisition or disposal of voting rights made by the Subscriber and parties acting in concert with it between the Announcement and the Completion.

The aforementioned condition (i) has been fulfilled as at the date of this announcement.

EFFECT OF THE SUBSCRIPTION ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) upon Completion, assuming there is no change in the issued share capital of the Company other than the issue of the Subscription Shares; and (iii) upon Completion, assuming there is no change in the issued share capital of the Company other than the issue of the Subscription Shares and CDH has disposed of its Shares:

Shareholders	As at the date of this announcement		Upon Completion (assuming a maximum of 11,252,732,911 Subscription Shares to be issued) ⁽²⁾		Upon Completion (assuming a maximum of 11,252,732,911 Subscription Shares to be issued and CDH has disposed of its Shares)	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
	The Subscriber and its parties acting in concert	–	–	11,252,732,911	62.44	11,252,732,911
CDH ⁽¹⁾	2,889,580,226	42.70	2,889,580,226	16.04	1,800,234,900	9.99 ⁽³⁾
Fame Mountain	1,904,761,905	28.15	1,904,761,905	10.57	1,904,761,905	10.57
Public Shareholders	1,973,294,084	29.15	1,973,294,084	10.95	3,062,639,410	17.00
Total	6,767,636,215	100.00	18,020,369,126	100.00	18,020,369,126	100.00

Notes:

- (1) *CDH is beneficially wholly owned by CDH Fund IV, L.P. and the general partner of CDH Fund IV, L.P. is CDH IV Holdings Company Limited which is 80% beneficially owned by China Diamond Holdings IV, L.P.. China Diamond Holdings Company Limited is the general partner of China Diamond Holdings IV, L.P., and China Diamond Holdings Company Limited is ultimately and beneficially owned as to (i) approximately 33.20% by Mr. Wu Shangzhi; (ii) approximately 28.78% by Mr. Jiao Shuge; (iii) approximately 7.79% by Mr. Wang Zhenyu, who is a non-executive Director; and (iv) approximately 30.23% by five Independent Third Parties, with each of them holding not more than 10% beneficial interest in China Diamond Holdings Company Limited.*
- (2) *This scenario is for illustration purpose only and will not occur, as the Subscription Shares will not be issued if the minimum public float requirement under the Listing Rules cannot be met upon Completion. As such, the Company's public float will not, in any event, fall below the prescribed minimum public float upon full issuance of the Subscription Shares.*
- (3) *CDH will become a public Shareholder upon its shareholding in the Company being decreased to less than 10% before Completion.*

WARNING

The Subscription is subject to the fulfilment or waiver (as the case may be) of a number of conditions precedent set out under the section headed "Conditions of the Subscription" in the Letter from the Board of the Circular. As such, the Subscription may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and other securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

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

13 September 2021

As at the date hereof, 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.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

* *For identification purpose only*