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If you have sold or transferred all your shares in **EVA Precision Industrial Holdings Limited** (the “Company”), you should at once hand this document, together with the form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



EVA Precision Industrial Holdings Limited
億和精密工業控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 838)

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(3) REFRESHMENT OF THE SCHEME MANDATE LIMIT

A letter from the chairman of the Company is set out on pages 3 to 10 of this document. A notice convening the annual general meeting of the shareholders of the Company to be held at Room 727, 7th Floor, Kowloon Bay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Monday, 21 May 2012 at 3:00 p.m. is set out on pages 14 to 17 of this document.

A form of proxy for the said meeting is enclosed with this document. Whether or not you intend to be present at the said meeting, you are requested to complete the form of proxy and return it to the principal place of business of the Company at Unit 8, 6th Floor, Greenfield Tower, Concordia Plaza, No. 1 Science Museum Road, Kowloon, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the annual general meeting or any adjournment thereof (as the case may be). The completion and return of a form of proxy will not preclude you from attending and voting at the said meeting in person.

This document, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange 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 document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

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DEFINITIONS

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

“2011 Annual Report”	the 2011 annual report of the Company
“AGM”	the annual general meeting of the Company to be held at Room 727, 7th Floor, Kowloon Bay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Monday, 21 May 2012 at 3:00 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors or a duly authorized committee of the board of Directors
“business day”	has the meaning ascribed to it under the Listing Rules
“Company”	EVA Precision Industrial Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the main board operated by the Stock Exchange
“Companies Ordinance”	the Companies Ordinance (Cap. 32 of the Laws of Hong Kong)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) from time to time of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	12 April 2012, being the latest practicable date prior to the printing of this document for ascertaining certain information for inclusion in this document
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

DEFINITIONS

“Option”	an option to subscribe for Shares granted pursuant to the Share Option Scheme
“PRC”	The People’s Republic of China
“Scheme Mandate Limit”	the total number of Shares which may be allotted and issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, which must not in aggregate exceed 10% of the Shares in issue as at 10 June 2009, being the date of the relevant resolution approving the refreshment of the scheme limit was passed at the annual general meeting of the Company
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of \$0.1 each in the share capital of the Company (or of such other nominal amount as comprising the ordinary share capital of the Company as shall result from a sub-division or a consolidation of the share capital of the Company from time to time)
“Share Option Scheme”	the share option scheme of the Company adopted by the Shareholders on 20 April 2005
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	means a company which is for the time being a subsidiary (within the meaning of section 2(4) of the Companies Ordinance) of the Company
“substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE CHAIRMAN



EVA Precision Industrial Holdings Limited

億和精密工業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 838)

Executive Directors:

Zhang Hwo Jie (*Chairman*)
Zhang Jian Hua (*Vice Chairman*)
Zhang Yaohua (*Chief Executive*)
Nomo Kenshiro

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors:

Lui Sun Wing
Choy Tak Ho
Leung Tai Chiu

Principal place of business in Hong Kong:

Unit 8, 6th Floor
Greenfield Tower
Concordia Plaza
No. 1 Science Museum Road
Kowloon
Hong Kong

17 April 2012

*To the Shareholders and, for information only,
holders of Options*

Dear Sir or Madam,

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(3) REFRESHMENT OF THE SCHEME MANDATE LIMIT

INTRODUCTION

The purpose of this document is to provide you with information regarding the resolutions to be proposed at the AGM involving (1) the re-election of retiring Directors; (2) the grant to the Directors of general mandates to allot, issue and deal with additional Shares and to repurchase Shares; and (3) the refreshment of the Scheme Mandate Limit.

LETTER FROM THE CHAIRMAN

(1) RE-ELECTION OF RETIRING DIRECTORS

In accordance with article no. 87 of the Articles, Mr. Zhang Yaohua, Mr. Leung Tai Chiu and Dr. Lui Sun Wing will retire by rotation at the AGM and, being eligible, have offered themselves for re-election.

The qualifications, previous experience and major appointments of all the Directors who stand for re-election at the AGM are set out in the “Directors and Senior Management Profile” section contained in the 2011 Annual Report which is sent to the Shareholders together with this document. The biographical details of each of the said Directors, as required to be disclosed pursuant to rule 13.51(2) of the Listing Rules, are set out below for the Shareholders’ consideration.

1. Mr. Zhang Yaohua (aged 39)

Mr. Zhang is the chief executive of the Company and a director of various subsidiaries of the Company. He was appointed as a Director on 11 January 2005. Mr. Zhang did not hold any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Zhang owned 33% of the issued share capital of Prosper Empire Limited, a controlling Shareholder. He also had personal interests (within the meaning of Part XV of the SFO) in 10,132,000 Shares. Mr. Zhang was also deemed to be interested in 5,648,000 Shares through a company wholly-owned and controlled by him and in 156,000 Shares through the interest of his spouse. Mr. Zhang is a brother of Mr. Zhang Hwo Jie and Mr. Zhang Jian Hua, both of whom are also Directors. Save as disclosed above, Mr. Zhang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders or hold any other position with the Company or any member of the Group.

Mr. Zhang has entered into a service agreement with the Company for a term of two years commencing on 11 May 2005 until terminated by either party giving the other not less than 3 months’ written notice.

2. Mr. Leung Tai Chiu (aged 65)

Mr. Leung was appointed as an independent non-executive Director on 5 June 2006. He is the chairman of the nomination committee of the Company and a member of the audit committee of the Company. Mr. Leung does not hold any other position with the Company or any member of the Group or have any relationship with any other Directors, senior management or substantial or controlling Shareholders.

Mr. Leung is a Fellow of the Institute of Chartered Accountants in England and Wales. He obtained his professional qualification in the United Kingdom in 1975 and has worked in the audited profession for over 30 years, 20 years of which as a partner. Mr. Leung retired from PricewaterhouseCoopers effective from 1 May 2005. As at the Latest Practicable Date, Mr. Leung has served as independent non-executive director of Kingboard Laminates Holdings

LETTER FROM THE CHAIRMAN

Limited and G-Vision International (Holdings) Limited, both of which are listed on the Stock Exchange. Save as disclosed, Mr. Leung did not hold any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Leung had personal interest (within the meaning of Part XV of the SFO) in 4,600,000 Shares.

Mr. Leung has entered into a service agreement with the Company for a term of two years commencing on 5 June 2010.

3. Dr. Lui Sun Wing (aged 61)

Dr. Lui was appointed as an independent non-executive Director on 11 January 2005. He is also the chairman of the Company's audit committee and a member of its remuneration committee and nomination committee. Dr. Lui does not hold any other position with the Company or any member of the Group or have any relationship with any other Directors, senior management or substantial or controlling Shareholders.

Dr. Lui was a branch director of the Hong Kong Productivity Council from December 1992 to June 2000. He then joined the Hong Kong Polytechnic University as a vice president in 2000 responsible for technology transfer and partnership development and retired in 2010. As at the Latest Practicable Date, Dr. Lui was an executive director of Leeport (Holdings) Limited, a non-executive director of Eco-Tek Holdings Limited and an independent non-executive director of Shanghai Electric Group Company Limited which are all listed on the Stock Exchange.

Dr. Lui has been an independent non-executive director of Smart Union Group (Holdings) Limited ("Smart Union") up to 27 October 2008. Smart Union was incorporated in the Cayman Islands and its shares are listed on the Stock Exchange. As disclosed in Smart Union's 2011 interim report dated 16 August 2011 ("Interim Report"), in October 2008, Smart Union's then directors resolved to apply to the High Court of Hong Kong (i) for winding-up petitions for Smart Union and certain of its subsidiaries and (ii) for the appointment of provisional liquidators. As a result of such applications, provisional liquidators were appointed for Smart Union and certain of its subsidiaries by the orders of the High Court of Hong Kong dated 16 October 2008 and 17 October 2008. The Interim Report also mentioned that hearings of the winding-up petitions, after several adjournments, were scheduled on 14 November 2011. As disclosed in an announcement dated 8 November 2011 issued by Smart Union, the High Court of Hong Kong order for the dismissal of the winding-up order against Smart Union and the discharge of the provisional liquidators was granted on 7 November 2011. The provisional liquidators were released and discharged with effect from 7 November 2011 accordingly. As disclosed in the Interim Report, Smart Union and its subsidiaries were principally engaged in the manufacturing and trading of recreational and educational toys and equipment.

LETTER FROM THE CHAIRMAN

Dr. Lui has also been an independent non-executive director of 3D-GOLD Jewellery Holdings Limited (formerly known as Hang Fung Gold Technology Limited) (Provisional Liquidators Appointed) (subject to Scheme of Arrangement) (“3D-GOLD”) up to 6 November 2008. 3D-GOLD was incorporated in Bermuda and its shares are listed on the Stock Exchange. 3D-GOLD announced on 20 October 2008 that The Hongkong & Shanghai Banking Corporation Limited presented petitions to wind up 3D-GOLD and its wholly-owned subsidiary, Hang Fung Jewellery Company Limited (Provisional Liquidators Appointed) (“Hang Fund Jewellery”) to the High Court of Hong Kong on 17 October 2008 and provisional liquidators of 3D-GOLD and Hang Fung Jewellery were appointed pursuant to two court orders both dated 17 October 2008. As disclosed in the announcement issued by 3D-GOLD dated 15 August 2011, on 16 May 2011 the High Court of Hong Kong ordered that the hearing of the winding-up petition in respect of 3D-GOLD be further adjourned to 5 September 2011. As disclosed in the 2008 annual report of 3D-GOLD, 3D-GOLD and its subsidiaries were principally engaged in the design, manufacture and selling of gold products, precious metal products and jewellery products.

Save as disclosed above, Dr. Lui did not hold any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Dr. Lui had personal interest (within the meaning of Part XV of the SFO) in 600,000 Shares.

Dr. Lui has entered into a service agreement with the Company for a term of two years commencing on 11 January 2011.

Directors’ Emoluments

- (a) Mr. Zhang Yaohua is entitled under his service agreement to a basic annual salary of currently \$2,280,000 subject to review by the Board and the remuneration committee of the Company.
- (b) Mr. Zhang Yaohua is entitled under his service agreement to:
 - (i) a discretionary year-end bonus of an amount to be determined by the Board or the remuneration committee of the Company provided that the maximum aggregate amount of such discretionary bonus payable to all the executive Directors for any financial year shall not be more than 5% of the audited consolidated profit after taxation and minority interest but before extraordinary items and such bonus of the Group for the relevant year;
 - (ii) participate in any bonus scheme that may be introduced by the Company;

LETTER FROM THE CHAIRMAN

- (iii) participate in the mandatory provident fund scheme of the Company and medical, life insurance or other provident fund scheme of the Company (if any) which may be in force from time to time and may also be entitled to other employees' benefits, including bonus and car allowance.
- (c) Mr. Leung Tai Chiu is entitled under his service agreement to receive an annual director's fee of currently \$120,000.
- (d) Dr. Lui Sun Wing is entitled under his service agreement to receive an annual director's fee of currently \$120,000.
- (e) The emoluments of all Directors are determined on the basis of the relevant Director's experience, level of responsibilities within the Group and the current market situation.

Save for the information set out in this section and in the 2011 Annual Report of the Company, there is no other matter that needs to be brought to the attention of the Shareholders or any information that should be disclosed under paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules.

(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the general mandates granted to the Directors to allot, issue, and deal with and repurchase Shares respectively pursuant to resolutions passed by the Shareholders at the Company's annual general meeting held on 20 May 2011 will lapse at the conclusion of the AGM, resolutions will be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:

- an ordinary resolution to grant to the Directors a general and unconditional mandate to allot, issue, and deal with additional securities of the Company (including, inter alia, offers, agreements, options, warrants or similar rights in respect thereof) not exceeding 20% of the aggregate nominal value of the Company's issued share capital as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "Issue Mandate"). On the basis of 1,759,053,800 Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased by the Company on or before the date of the AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 351,810,760 Shares;
- an ordinary resolution to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the aggregate nominal value of the Company's issued share capital as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the "Repurchase Mandate"). On the basis of 1,759,053,800 Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased by the Company on or before the date of the AGM, the exercise of the Repurchase Mandate in full would result in up to 175,905,380 Shares being repurchased by the Company; and

LETTER FROM THE CHAIRMAN

- conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers of the Company to allot, issue, and deal with additional securities under the Issue Mandate by adding those Shares repurchased by the Company pursuant to the Repurchase Mandate.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to Shareholders under the Listing Rules is set out in Appendix I to this document.

(3) REFRESHMENT OF SCHEME MANDATE LIMIT

On 20 April 2005, the Company adopted the Share Option Scheme. Subsequent to the adoption of the Share Option Scheme and immediately before 10 June 2009 (the date on which the 10% scheme limit of the Share Option Scheme was last refreshed at the annual general meeting of the Company), 125,130,000 Options were granted entitling the grantees to subscribe for an aggregate of 125,130,000 Shares. In May 2011, the Company made a bonus issue (the “Bonus Issue”) on the basis of one bonus share for every existing Share held by the Shareholders. As a result of the Bonus Issue and as an adjustment made according to the terms of the Share Option Scheme, 4,325,100 Options to subscribe for an aggregate of 4,325,100 Shares were granted during 2011. As at the Latest Practicable Date, 19,130,000 Options so granted had lapsed, 103,110,900 Options had been exercised by the relevant grantees and 7,214,200 Options to subscribe for an aggregate of 7,214,200 Shares remained outstanding.

On 10 June 2009, a resolution approving the refreshment of the 10% scheme limit of the Share Option Scheme was passed at the annual general meeting of the Company. Under the Scheme Mandate Limit, being the maximum number of new Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, the Directors were authorised to grant Options to subscribe for up to 65,166,200 Shares, representing 10% of the issued share capital of the Company as at the date of the annual general meeting of the Company on which the scheme limit was refreshed. Subsequent to the refreshment of such 10% scheme limit, 1,960,000 Options were granted entitling the grantees to subscribe for an aggregate of 1,960,000 Shares representing approximately 0.3% of the issued share capital of the Company as at 10 June 2009, being the date of the annual general meeting of the Company on which the scheme limit was refreshed. As a result of the Bonus Issue and as an adjustment made according to the terms of the Share Option Scheme, 560,000 Options to subscribe for an aggregate of 560,000 Shares were granted during 2011. As at the Latest Practicable Date, 1,400,000 Options so granted had been exercised by the relevant grantees and 1,120,000 Options to subscribe for an aggregate of 1,120,000 Shares remained outstanding.

As at the Latest Practicable Date, the total number of Shares which may be issued upon the exercise of the outstanding Options granted under the Share Option Scheme were 8,334,200, representing approximately 0.47% of the Company’s total issued share capital on the same date.

LETTER FROM THE CHAIRMAN

The Board proposes to seek approval of the Shareholders at the AGM to refresh the Scheme Mandate Limit. The Directors consider that the refreshment of the Scheme Mandate Limit will be for the benefit of the Company and the Shareholders as a whole in that it enables the Company to have greater flexibility in granting options to eligible persons under the Share Option Scheme as incentive or reward for their contribution to the Group.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be granted under the Share Option Scheme and any other share option scheme(s) of the Company at any time will not exceed 30% of the Shares in issue from time to time. No Options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

On the basis of 1,759,053,800 Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased by the Company on or before the date of the AGM, the maximum number of Shares which may fall to be issued upon exercise of all options that may be granted by the Company under the refreshed Scheme Mandate Limit would be 175,905,380 Shares. Options previously granted under the Share Option Scheme (including those outstanding, cancelled, exercised or lapsed in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the refreshed Scheme Mandate Limit.

The granting of Options under the refreshed Scheme Mandate Limit is conditional upon the passing of an ordinary resolution (as set out in Resolution no. 6 in the notice of the AGM, which is set out on pages 14 to 17 of this document) and the listing committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the new Shares, representing a maximum of 10% of the Shares in issue as at the date of the AGM, which may be issued upon exercise of the Options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for approval of the listing of, and permission to deal in, the new Shares which may be issued upon exercise of options granted under the refreshed Scheme Mandate Limit, being up to a maximum of 10% of the Shares in issue as at the date of the AGM.

(4) AGM AND POLL PROCEDURES

The notice convening the AGM is set out in Appendix II to this document. At the AGM, amongst others, ordinary resolutions will be proposed to approve the re-election of the retiring Directors, the granting of the Issue Mandate and the Repurchase Mandate and the refreshment of the Scheme Mandate Limit.

A form of proxy for use at the AGM is enclosed with this document. Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's principal place of business at Unit 8, 6th Floor, Greenfield Tower, Concordia Plaza, No. 1 Science Museum Road, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

LETTER FROM THE CHAIRMAN

Pursuant to rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the AGM will be voted by way of a poll by the Shareholders.

(5) RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of the retiring Directors, the granting of the Issue Mandate and the Repurchase Mandate and the refreshment of the Scheme Mandate Limit are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the proposed resolutions.

Yours faithfully,
Zhang Hwo Jie
Chairman

This is the explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 1,759,053,800 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, could result in up to 175,905,380 Shares being repurchased by the Company 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 the Articles or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the applicable laws of the Cayman Islands. Such funds include profits available for distribution.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts as contained in the 2011 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS AND CONNECTED PERSONS

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors and their respective associates has a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company. No connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

6. UNDERTAKING

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

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase of Shares, 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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, 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. A waiver of this provision would not normally be given except in extraordinary circumstances. As at the Latest Practicable Date, approximately 36.5% of the issued share capital of the Company was held by Prosper Empire Limited which is wholly-owned by Mr. Zhang Hwo Jie, the chairman of the Company, and his brothers Mr. Zhang Jian Hua and Mr. Zhang Yaohua who are both executive Directors. In addition, Mr. Zhang Hwo Jie, Mr. Zhang Jian Hua and Mr. Zhang Yaohua had or were taken or deemed to have an aggregate interest (within the meaning of Part XV of the SFO) of approximately 1.8% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted at the AGM and assuming no further Shares are issued by the Company, the interest of Prosper Empire Limited in the issued share capital of the Company would be increased from 36.5% to 40.5% thereby triggering an obligation to make a mandatory offer under Rule 26 of the Takeover Code. The Directors, however, have no present intention of exercising the general mandate to such extent as would result in any mandatory offer.

The Directors are not aware of any Shareholder, or group of Shareholders acting in concert, who will become obliged to make a mandatory offer as a result of repurchases of Shares.

8. SHARE REPURCHASES MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, the Company has not repurchased any Shares (whether on the Stock Exchange or otherwise).

9. SHARE PRICES

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

	Highest (\$)	Lowest (\$)
April 2011	3.4000	2.5600
May 2011	3.7400	2.8500
June 2011	3.1000	2.1400
July 2011	3.0800	2.3700
August 2011	3.1000	1.9800
September 2011	2.4800	1.5700
October 2011	2.2300	1.5600
November 2011	2.2900	1.8700
December 2011	2.3000	1.7000
January 2012	2.1000	1.3500
February 2012	1.7200	1.2500
March 2012	1.8900	1.3800
April 2012 (up to the Latest Practicable Date)	1.4600	1.3100

**EVA Precision Industrial Holdings Limited****億和精密工業控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 838)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of EVA Precision Industrial Holdings Limited (the “Company”) will be held at Room 727, 7th Floor, Kowloon Bay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Monday, 21 May 2012 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2011.
2. To re-elect the retiring directors.
3. To declare a final dividend for the year ended 31 December 2011.
4. To re-appoint auditors and to authorize the board of directors to fix their remuneration.
5. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

5.A. **“THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power 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), otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the share option scheme of the Company or similar arrangement, or any scrip dividend or similar

arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company's Articles of Association, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of 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 date of 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 the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their 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 recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

5.B. **“THAT:**

- (a) subject to paragraph (b), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) the expression “Relevant Period” shall for the purposes of this resolution have the same meaning as assigned to it under ordinary resolution 5.A.(d) of this notice.”
- 5.C. “**THAT** conditional upon resolutions 5.A. and 5.B. above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution 5.B. above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution 5.A., provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of this resolution.”
6. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the shares to be issued pursuant to the exercise of any options to be granted under the Refreshed Limit (as defined below) pursuant to the share option scheme (the “Share Option Scheme”) adopted by the shareholders of the Company on 20 April 2005 and any other scheme(s) of the Company, the existing scheme mandate limit under the Share Option Scheme be refreshed so that the aggregate nominal amount of share capital of the Company to be allotted and issued pursuant to the exercise of any options to be granted under the Share Option Scheme and any other scheme(s) of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and any other scheme(s) of the Company) 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 the passing of this resolution (the “Refreshed Limit”) and that the directors of the Company be and are hereby authorised to grant options up to the Refreshed Limit (the “Refreshed Limit Mandate”), to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Refreshed Limit Mandate, and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

By order of the Board
Wong Hoi Chu, Francis
Secretary

Hong Kong, 17 April 2012

Principal office:

Unit 8, 6th Floor
Greenfield Tower
Concordia Plaza
No. 1 Science Museum Road
Kowloon
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, the instrument appointing a 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 of attorney or other authority, must be deposited at the principal office of the Company at Unit 8, 6th Floor, Greenfield Tower, Concordia Plaza, No. 1 Science Museum Road, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
3. The register of members of the Company will be closed from Thursday, 17 May 2012 to Monday, 21 May 2012, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 16 May 2012.
4. The register of members of the Company will also be closed from Friday, 25 May 2012 to Monday, 28 May 2012, both days inclusive, during which period no transfer shares will be registered. In order to qualify for the final dividend to be approved at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 24 May 2012.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.