

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares of EYANG Holdings (Group) Co., Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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EYANG

EYANG HOLDINGS (GROUP) CO., LIMITED

宇陽控股(集團)有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 117)

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

A notice convening an annual general meeting of the Company to be held at the conference room on 1/F of EYANG Building, No. 3, Qimin Road, Langshan Road 2, North of High and New Tech Zone, Nanhsan District, Shenzhen, PRC on Wednesday, 3 June 2015 at 11:00 a.m. is set out on page 12 to 16 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and the Company’s website at www.szeyang.com.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, 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 you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at the conference room on 1/F of EYANG Building, No. 3, Qimin Road, Langshan Road 2, North of High and New Tech Zone, Nanhsan District, Shenzhen, PRC on Wednesday, 3 June 2015 at 11:00 a.m., the notice of which is set out on page 12 to 16 of this Circular
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Company”	EYANG Holdings (Group) Co., Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal share capital of the Company in issue at the date of the passing of such resolution
“Latest Practicable Date”	24 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, Taiwan and Macau Special Administrative Region

DEFINITIONS

“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

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EYANG HOLDINGS (GROUP) CO., LIMITED

宇陽控股(集團)有限公司*

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(Stock code: 117)

Executive Directors:

Mr. Chen Weirong (*Chairman*)
Mr. Jing Wenping
Mr. Wang Ye

Non-executive Directors:

Mr. Chen Hao
Mr. Cheng Wusheng
Mr. Zhang Zhilin

Independent non-executive Directors:

Mr. Chu Kin Wang, Peleus
Mr. Pan Wei
Mr. Liu Huanbin
Mr. Liang Rong
Mr. Mak Ka Wing, Patrick

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit A, 20/F
Po Wah Commercial Centre
226 Hennessy Road
Wanchai
Hong Kong

30 April 2015

To the Shareholders

Dear Sir or Madam

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

INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding the resolutions to be proposed at the Annual General Meeting to approve, inter alia, (i) the re-election of Directors; and (ii) the grant of the Issuance Mandate, Repurchase Mandate and the extension of the Issuance Mandate by addition thereon of an amount equivalent to the aggregate nominal amount of the share capital repurchased by the Company.

* For identification purpose only

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Article 87(1) of the Articles of Association, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company. A retiring Director shall be eligible for re-election. Accordingly, Mr. Jing Wenping, Mr. Pan Wei and Mr. Chu Kin Wang, Peleus shall retire from office by rotation at the forth coming AGM, all the retiring Directors, being eligible, will offer themselves for re-election.

Pursuant to Rule 13.74 of the Listing Rules, details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 12 September 2014, approval was given by the Shareholders for the granting of, inter alia, the general mandates to the Directors (i) to allot, issue and otherwise deal with the Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company; and (ii) to repurchase the Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company. In accordance with the terms of the approval, these general mandates will expire upon the conclusion of the forthcoming AGM. In order to give the Company the flexibility to issue and repurchase Shares for the interests of the Shareholders, ordinary resolutions will be proposed at the AGM to grant to the Directors the Issuance Mandate and the Repurchase Mandate. Subject to the approval by the Shareholders for granting the Issuance Mandate and Repurchase Mandate, an ordinary resolution to authorise the Directors to extend the power under the Issuance Mandate to allot, issue and deal with Shares by adding to it the aggregate nominal amount of share capital of the Company repurchased by the Company will also be proposed for approval by the Shareholders at the AGM.

The Directors have no immediate plans to issue any new Shares pursuant to the relevant mandates other than Shares which may fall to be issued under the share option scheme of the Company.

Subject to the passing of the resolution granting the proposed Issuance Mandate, the Company will be allowed to allot and issue up to a maximum of 81,100,000 Shares, being 20% of the issued share capital of the Company, based on the 405,500,000 Shares in issue as at the Latest Practicable Date assuming that there is no change in respect of the issued share capital of the Company after the Latest Practicable Date and up to the date of the AGM.

The Issuance Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

An explanatory statement containing the particulars required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out on page 12 to 16 of this circular. Ordinary resolutions in respect of, inter alia, the re-election and appointment of Directors, the grant of the Issuance Mandate, Repurchase Mandate and an extension of the Issuance Mandate will be proposed at the AGM.

Pursuant to the Listing Rules and the Articles of Association, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM pursuant to Rule 13.39(4) of the Listing Rules.

A proxy form for the AGM is enclosed with this circular. If you are not able to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, 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, as the case may be. Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, the Issuance Mandate, Repurchase Mandate and the extension of the Issuance Mandate are each in the best interests of the Company and the Shareholders as a whole and accordingly, recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the information set out in the appendices to this circular. Unless otherwise stated in case of any inconsistency between the English and the Chinese translation of this circular, the English version shall prevail.

Yours faithfully
For and on behalf of the Board
EYANG Holdings (Group) Co., Limited
Chen Weirong
Chairman

Mr. Jing Wenping

Mr. Jing Wenping, aged 33, is an executive Director of the Company appointed on 7 May 2013. Mr. Jing is the deputy general manager of MLCC division of the Group. He is in charge of the Group's MLCC product management, including development, quality and production. Following his graduation from 電子科技大學 (University of Electronic Science and Technology China*) in 2005, Mr. Jing started his career in the Group and was promoted to the deputy factory director of the MLCC Production Centre in February 2008. He left the Group in April 2009, but rejoined later on in January 2012. He was appointed as an executive Director of the Company in May 2013. Save as disclosed above, Mr. Jing does not hold any position with the Company or any other member of the Group, nor has any directorships in other listed companies in the past three years.

Mr. Jing has not entered into a service agreement with the Company but is subject to normal retirement and re-election by rotation at the annual general meeting pursuant to the Articles of Association. Total emoluments (including salary, bonus and other benefits) paid to Mr. Jing for the year ended 31 December 2014 amounted to approximately RMB323,000. The remuneration package of Mr. Jing was determined by the Board with reference to his duties and responsibilities with the Company on the basis of recommendation by the remuneration committee of the Company.

Save as disclosed above, Mr. Jing does not have any relationship with any other Directors, senior management and substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Jing has no interests in Shares or underlying shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, there is no other information relating to Mr. Jing that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Jing that need to be brought to the attention of the Shareholders.

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Mr. Pan Wei

Mr. Pan Wei, aged 58, is an independent non-executive Director of the Company. Mr. Pan graduated from 北京鋼鐵學院 (Beijing Institute of Steel*, now known as 北京科技大學, University of Science and Technology Beijing*) with a bachelor's degree in physical chemistry in 1982. He obtained a master's degree in engineering and doctoral degree in engineering from Nagoya University in 1987 and 1990 respectively. He is currently a professor in the Department of Materials Science and Engineering, Tsinghua University. Mr. Pan specialises in material science, engineering research and educational projects, including thermal barrier materials, transparent ceramic materials, nano materials and devices and other conductive ceramic materials. He was appointed as an independent non-executive Director of the Company in April 2007. Save as disclosed above, Mr. Pan does not hold any position with the Company or any other member of the Group, nor has any directorships in other listed companies in the past three years.

Mr. Pan has entered into a service agreement with the Company for fixed term of three years. His appointment can be terminated by not less than three months notice in writing served by either party. Mr. Pan is subject to normal retirement and re-election by rotation at the annual general meeting pursuant to the Articles of Association. Pursuant to the service agreement, Mr. Pan is entitled to receive a fixed director fee of RMB67,000 per annum.

Save as disclosed above, Mr. Pan does not have any relationship with any other Directors, senior management and substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Pan has no interests in Shares or underlying shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, there is no other information relating to Mr. Pan that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Pan that need to be brought to the attention of the Shareholders.

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Mr. Chu Kin Wang, Peleus

Mr. Chu Kin Wang, Peleus, aged 50, is the Company's independent non-executive Director since April 2007. He is also the chairman of the audit committee of the Board. Mr. Chu has over 20 years of experience in corporate finance, audit, accounting and taxation. Mr. Chu is a deputy chairman and executive director of Chinese People Holdings Company Limited (中民控股有限公司) (stock code: 681) and an independent non-executive director of China Vehicle Components Technology Holdings Limited (中國車輛零部件科技有限公司) (stock code: 01269), Huayu Expressway Group Limited (華昱高速集團有限公司) (stock code: 01823), Flyke International Holdings Limited (飛克國際控股有限公司) (stock code: 01998) and EDS Wellness Holdings Limited (formerly known as China AU Group Holdings Limited (中國金豐集團控股有限公司)) (stock code: 8176) and Telecom Service One Holdings Limited (電訊首科控股有限公司) (stock code: 8145). During the period from September 2005 to March 2007 Mr. Chu was the executive director of Mastermind Capital Limited (慧德投資有限公司) (stock code: 905) which was known as Haywood Investments Limited during the relevant period. Mr. Chu was an independent non-executive director of Sustainable Forest Holdings Limited (永保林業控股有限公司) (formerly known as Bright Prosperous Holdings Limited (晉盈控股有限公司)) (stock code: 723) from January 2008 to August 2010. Mr. Chu served at Sun Century Group Limited (太陽世紀集團有限公司) (formerly known as Hong Long Holdings Limited) (鴻隆控股有限公司)) (stock code: 1383) as a company secretary during the period from 2008 to 2010, All of the aforementioned companies are companies listed on the Main Board of the Stock Exchange. Mr. Chu graduated from The University of Hong Kong with a Master Degree in Business Administration. Mr. Chu is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Chu is also an associate member of both the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries. Save as disclosed above, Mr. Chu does not hold any position with the Company or any other member of the Group, nor has any directorships in other listed companies in the past three years.

Mr. Chu has entered into a service agreement with the Company for a fixed term of three years. His appointment can be terminated by not less than three months notice in writing served by either party. Mr. Chu is subject to normal retirement and re-election by rotation at the annual general meeting pursuant to the Articles of Association. Pursuant to the service agreement, Mr. Chu is entitled to receive a fixed director fee of HKD120,000 per annum.

Save as disclosed above, Mr. Chu does not have any relationship with any other Directors, senior management and substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Chu has no interests in Shares or underlying shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, there is no other information relating to Mr. Chu that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Chu that need to be brought to the attention of the Shareholders.

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This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate to be granted under Rule 10.06 of the Listing Rules.

1. REPURCHASE OF SHARES FROM CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing Shares on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its Shares to the Company.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company or have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 405,500,000 fully paid Shares. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are to be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 40,550,000 fully paid Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share. The Directors have no present intention to repurchase any Share pursuant to the proposed repurchase mandate and they will exercise the power to repurchase Shares only when they believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

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

Month	Share Prices	
	Highest (HK\$)	Lowest (HK\$)
2014		
April*	N/A	N/A
May*	N/A	N/A
June*	N/A	N/A
July*	N/A	N/A
August*	N/A	N/A
September [#]	0.98	0.78
October	0.89	0.72
November	0.81	0.74
December	0.79	0.68
2015		
January	0.78	0.70
February	0.76	0.67
March	0.72	0.67
April (up to the Latest Practicable Date)	0.90	0.67

* Trading in the shares of the Company had been suspended since 2 April 2013.

[#] The Company resumed trading in its shares on 3 September 2014.

6. EFFECTS OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory general 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, Mr. Chen Weirong, Ms. Shuang Mei, Mr. Liao Jie, Mr. Zhang Zhilin, Mr. Cheng Wusheng, and Mr. Luo Chaoen who act in concert (together the "Concert Group"), are together beneficially interested in 195,032,000 Shares, representing 48.09% of the total issued share capital of the Company. Assuming that no further Shares are issued or repurchased prior to the AGM and in the event that the Directors exercise in full the Repurchase Mandate, the total interest of the Concert Group would be increased to 53.44% of the total issued share capital of the Company, and such increase would give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the power to repurchase Share to the extent that will give rise to an obligation on any party to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors presently have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares held by the public falling below 25% of the aggregate nominal amount of the issued share capital of the Company.

7. SHARES REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. DIRECTOR'S UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries Shares if the Repurchase Mandate is approved by the Shareholders at the AGM. No core connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has undertaken not to do so, in the event that the proposed Repurchase Mandate is approved by the Shareholders.

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 in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

EYANG

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(Incorporated in the Cayman Islands with limited liability)

(Stock code: 117)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of EYANG Holdings (Group) Co., Limited (the “Company”) will be held at the conference room on 1/F of EYANG Building, No. 3, Qimin Road, Langshan Road 2, North of High and New Tech Zone, Nanhsan District, Shenzhen, PRC, on Wednesday, 3 June 2015 at 11:00 a.m. for the following purpose:

AS ORDINARY BUSINESS

1. to consider and adopt the audited consolidated financial statements and report of the directors and of the auditor for the year ended 31 December 2014;
2. (a) to re-elect Mr. Jing Wenping as an executive Director;
(b) to re-elect Mr. Pan Wei as an independent non-executive Director;
(c) to re-elect Mr. Chu Kin Wang, Peleus as an independent non-executive Director; and
(d) to authorise the board of directors to fix the Directors’ remuneration.
3. to re-appoint CCIF CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration;

AS SPECIAL BUSINESS

to consider, if thought fit, pass the following resolutions as Ordinary Resolutions with or without amendments as indicated below:

4. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

* For identification purpose only

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options 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 options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and 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 in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 the articles of association of the Company or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other

NOTICE OF AGM

arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 the articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

NOTICE OF AGM

6. “**THAT** subject to the passing of ordinary resolutions no. 4 and 5 above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereto 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 resolution no. 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued Shares as at the date of the passing of this resolution.”

By order of the Board
EYANG Holdings (Group) Co., Limited
Chen Weirong
Chairman

Hong Kong, 30 April 2015

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Unit A, 20/F
Po Wah Commercial Centre
226 Hennessy Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from Monday, 1 June 2015 to Wednesday, 3 June 2015 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to be eligible to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch registrars in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong, not later than 4:30 p.m. on Friday, 30 May 2015.
4. In relation to proposed resolutions no. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any Shares other than the Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by shareholders.

NOTICE OF AGM

5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular of the Company dated 30 April 2015.
6. At the meeting, the chairman of the meeting will exercise his power under Article 69 of the articles of association of the Company to put each of the above resolutions to the vote by way of a poll as required by Rule 13.39(4) of the Listing Rules.
7. Should there be any discrepancies between the English and the Chinese versions, the English version shall prevail.