

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

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

If you have sold or transferred all your shares in EYANG Holdings (Group) Co., Limited (the “Company”), you should at once hand this circular and the accompanying 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.

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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)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Unless the context otherwise requires, all capitalised terms used in this circular have the meanings set out in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 2 to 4 of this circular. A notice convening the EGM to be held on Tuesday, 14 June 2016 at the seminar room — Lavender, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same day is set out on pages 5 to 6 of this circular. The EGM is to be held to approve matters referred to in this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company 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 holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

13 May 2016

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## DEFINITIONS

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

“Board”	the Board of Directors
“Change of Name”	the proposed change of the English name of the Company from “EYANG Holdings (Group) Co., Limited” to “Tianli Holdings Group Limited” and to change the dual foreign name in Chinese of the Company from “宇陽控股(集團)有限公司” to “天利控股集團有限公司”
“Company”	EYANG Holdings (Group) Co., Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 117)
“Directors”	directors of the Company
“EGM”	an extraordinary general meeting of the Company to be held on Tuesday, 14 June 2016 at the seminar room — Lavender, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same day, the notice of which is set out on pages 5 to 6 of this circular
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	10 May 2016, being the latest practicable date prior to the printing of this circular of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholders”	holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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**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)**

*Executive Directors:*

Mr. Huang Mingxiang

*(Chairman and Chief Executive Officer)*

Mr. Zhou Chunhua

Mr. Zhu Xiaodong

Mr. Kwok Oi Lung Roy

Mr. Sue Ka Lok

Mr. Jing Wenping

*Registered office:*

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Independent non-executive Directors:*

Mr. Chu Kin Wang, Peleus

Mr. Liang Rong

Mr. Xu Xuechuan

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

Unit A, 20/F

Po Wah Commercial Centre

226 Hennessy Road

Wanchai

Hong Kong

13 May 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 18 April 2016 in respect of the Change of Name. The purpose of this circular is to provide you with (i) the information on the Change of Name; and (ii) the notice of EGM.

**PROPOSED CHANGE OF NAME OF THE COMPANY**

The Board proposes to change the English name of the Company from “EYANG Holdings (Group) Co., Limited” to “Tianli Holdings Group Limited” and to change the dual foreign name in Chinese of the Company from “宇陽控股(集團)有限公司” to “天利控股集團有限公司”.

## **LETTER FROM THE BOARD**

### **CONDITIONS FOR THE CHANGE OF NAME**

The Change of Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders to approve the Change of Name at the EGM; and
2. the issuance of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Change of Name will take effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands.

### **REASON FOR THE CHANGE OF NAME**

The Company is an investment holding company and its subsidiaries are principally engaged in the manufacturing and sales of electronic products with current focus on multi-layer ceramic chips (MLCC) products. As disclosed in the announcement of the Company dated 14 March 2016 and the results announcement of the Company for the year ended 31 December 2015 dated 29 March 2016, the Company is also in the course of establishing certain wholly-owned subsidiaries in Hong Kong and overseas with a view to commence and develop business of financial investment and provision of financial services, which may include, but not limited to, (i) direct investments in debt, equity and/or any other assets; (ii) asset management; and (iii) provision of financial advisory services. In view of the above, the Board is of the view that the Change of Name would more accurately reflect the ongoing business development direction of the Company. The Board considers that the Change of Name is in the interest of the Company and the Shareholders as a whole.

### **EFFECT OF THE CHANGE OF NAME**

The Change of Name will not affect any rights of the Shareholders or the Company's daily business operation and/or its financial position. All existing share certificates of the Company in issue bearing the present name of the Company, after the Change of Name becoming effective, will continue to be evidence of legal title to the Shares and will be valid for trading, settlement and registration purposes.

Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates under the Company's new name. After the Change of Name becomes effective, any issue of share certificates will be under the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will also be changed after the Change of Name becomes effective.

## LETTER FROM THE BOARD

### THE EGM

The EGM is convened to be held on Tuesday, 14 June 2016 at the seminar room — Lavender, Level 3, Three Pacific Place, 1 Queen's Road East, Admiralty, Hong Kong immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same day, the notice of which is set out on pages 5 to 6 of this circular, for the Shareholders to consider and, if thought fit, approve the Change of Name.

In compliance with the Listing Rules, the resolution will be voted on by way of a poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company 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 holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

### RESPONSIBILITY STATEMENT

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 Group. The Directors, having made all reasonable inquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

### RECOMMENDATION

The Board believes that the Change of Name is in the best interests of the Company and the Shareholders as a whole and therefore, recommends the Shareholders to vote in favour of the resolution as set out in the notice of EGM.

By Order of the Board  
**EYANG Holdings (Group) Co., Limited**  
**Zhou Chunhua**  
*Executive Director*

**NOTICE OF EGM**

**EYANG**

**EYANG HOLDINGS (GROUP) CO., LIMITED**

**宇陽控股(集團)有限公司**

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**(Stock Code: 117)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of EYANG Holdings (Group) Co., Limited (the “**Company**”) will be held on Tuesday, 14 June 2016 at the seminar room — Lavender, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same day, for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT:**

- (a) subject to and conditional upon the issuance of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “EYANG Holdings (Group) Co., Limited” to “Tianli Holdings Group Limited” and the dual foreign name in Chinese of the Company be changed from “宇陽控股(集團)有限公司” to “天利控股集團有限公司” with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands; and
- (b) any one director of the Company be and is hereby authorised to execute all such documents or do all such deeds, acts, matters and things as may be required, necessary, appropriate or expedient for the purpose of or in connection with the implementation of or to give effect to the aforesaid in paragraph (a) and the transactions contemplated thereunder.”

By Order of the Board  
**EYANG Holdings (Group) Co., Limited**  
**Zhou Chunhua**  
*Executive Director*

Hong Kong, 13 May 2016

## NOTICE OF EGM

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

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

*Registered office:*

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

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one 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 certified copy of that power or authority, at the Company's branch share registrar and transfer office 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. At the meeting, the chairman of the meeting will exercise his power under Article 66 of the articles of association of the Company to put the above resolution to the vote by way of a poll as required by Rule 13.39(4) of the Listing Rules.
4. Should there be any discrepancies between the English and the Chinese versions, the English version shall prevail.

*As at the date of this notice, the Board comprises six Executive Directors, namely Mr. Huang Mingxiang, Mr. Zhou Chunhua, Mr. Zhu Xiaodong, Mr. Kwok Oi Lung Roy, Mr. Sue Ka Lok and Mr. Jing Wenping, and three Independent Non-executive Directors, namely Mr. Chu Kin Wang, Peleus, Mr. Liang Rong and Mr. Xu Xuechuan.*