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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) AMENDMENT TO ARTICLES OF ASSOCIATION

A letter from the Chairman of the Company is set out on pages 1 to 5 of this document. A notice convening the annual general meeting (the “AGM” or the “Meeting”) of the shareholders of the Company (the “Shareholders”) to be held at Pacific Place Conference Centre – K2 Room, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 24 May 2006 at 4:00 p.m. is set out on pages 8 to 11 of this document.

A form of proxy for the AGM is enclosed with this document. Whether or not you intend to be present at the AGM, 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 Meeting. The completion and return of a form of proxy will not preclude you from attending and voting at the Meeting in person.

This document includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) for the purpose of giving information with regard to the Company. The directors (the “Directors”) of the Company collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

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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 Officer*)

Nomo Kenshiro

Independent Non-executive Directors:

Lui Sun Wing

Choy Tak Ho

Chan Wai Dune

Registered Office:

Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681 GT

George Town, Grand Cayman

Cayman Islands

British West Indies

Principal place of business in Hong Kong:

Unit 8, 6th Floor

Greenfield Tower

Concordia Plaza

No. 1 Science Museum Road

Kowloon

Hong Kong

28 April 2006

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(3) AMENDMENT TO ARTICLES OF ASSOCIATION

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 general mandates to allot, issue and deal with additional shares of HK\$0.10 each in the share capital of the Company (the "Shares") and to repurchase Shares; and (3) the amendment to the Articles of Association of the Company (the "Articles").

LETTER FROM THE CHAIRMAN

(1) RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article no. 86(3) of the Articles, any Director appointed by the Board will retire at the next general meeting. Accordingly, Mr. Zhang Hwo Jie and Mr. Zhang Jian Hua will retire from office and, being eligible, have offered themselves for re-election at the AGM.

In accordance with Article no. 87 of the Articles, Mr. Zhang Yaohua and Mr. Nomo Kenshiro 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” section contained in the Company’s 2005 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) Zhang Hwo Jie (aged 43)

Mr. Zhang is the Chairman of the Board and the remuneration committee of the Company (the “Remuneration Committee”). He is also a director of various subsidiaries of the Company. He is one of the founders of the Group and was appointed as a Director on 27 July 2004. Mr. Zhang did not hold any directorship in other listed companies in the last 3 years.

Mr. Zhang owns 36% of the issued share capital of Prosper Empire Limited, the controlling Shareholder (as such term is defined in the Listing Rules), who as at 24 April 2006 (the “Latest Practicable Date”), was interested in 390,000,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”). Mr. Zhang is a brother of Mr. Zhang Jian Hua and Mr. Zhang Yaohua, who are both executive 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.

(2) Mr. Zhang Jian Hua (aged 32)

Mr. Zhang is the vice-chairman of the Board and a director of various subsidiaries of the Company. He was appointed as a Director on 14 September 2005. Mr. Zhang did not hold any directorship in other listed companies in the last 3 years.

As at the Latest Practicable Date, Mr. Zhang owned 31% of the issued share capital of Prosper Empire Limited. Mr. Zhang also had a personal interest in 2,800,000 shares within the meaning of Part XV of the SFO. He is also a brother of Mr. Zhang Hwo Jie and Mr. Zhang Yaohua. 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.

(3) Mr. Zhang Yaohua (aged 33)

Mr. Zhang is the chief executive officer 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 3 years.

LETTER FROM THE CHAIRMAN

As at the Latest Practicable Date, Mr. Zhang owned 33% of the issued share capital of Prosper Empire Limited. He is also a brother of Mr. Zhang Hwo Jie and Mr. Zhang Jian Hua. 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.

(4) Mr. Nomo Kenshiro (aged 64)

Mr. Nomo was appointed as a Director on 11 January 2005. He is also a director of various subsidiaries of the Company. Mr. Nomo did not hold any directorship in other listed companies in the last 3 years. Save as disclosed, Mr. Nomo 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. As at the Latest Practicable Date, Mr. Nomo did not have any interest (within the meaning of Part XV of the SFO) in the securities of the Company.

(5) General

- (i) Each of Mr. Zhang Hwo Jie, Mr. Zhang Yaohua and Mr. Nomo Kenshiro has entered into a service agreement with the Company for a term of two years commencing on 11 May 2005 and thereafter may be terminated by either party giving to the other not less than 3 months' written notice.
- (ii) Mr. Zhang Jian Hua has entered into a service agreement with the Company for a term of two years commencing on 14 September 2005 and thereafter may be terminated by either party giving to the other not less than 3 months' written notice.
- (iii) Each of Mr. Zhang Hwo Jie, Mr. Zhang Yaohua, Mr. Nomo Kenshiro and Mr. Zhang Jian Hua is entitled under their respective service agreements to a basic annual salary of currently HK\$1,560,000, HK\$1,560,000, HK\$624,000 and HK\$1,560,000 respectively, subject to review by the Board and the Remuneration Committee.
- (iv) Each of Mr. Zhang Hwo Jie, Mr. Zhang Yaohua, Mr. Nomo Kenshiro and Mr. Zhang Jian Hua is entitled under their respective service agreements to:
 - (a) a discretionary year-end bonus of an amount to be determined by the Board or the Remuneration Committee 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 Company for the relevant year;
 - (b) participate in any bonus scheme that may be introduced by the Company;
 - (c) 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.

LETTER FROM THE CHAIRMAN

- (v) 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.
- (vi) Save for the information set out in this section and in the 2005 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 (r) 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 written resolutions passed by all the Shareholders on 20 April 2005 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 give 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 twenty per cent. 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");
- an ordinary resolution to give the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding ten per cent. 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"); and
- 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 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) AMENDMENT TO THE ARTICLES

The Stock Exchange has amended the Listing Rules which include, among other things, an amendment to Appendix 3 of the Listing Rules which came into effect on 1 March 2006. Appendix 3 of the Listing Rules sets out the provisions with which a listed company's articles of association or, as the case may be, its bye-laws should conform. The amended Appendix 3 now provides that, where not otherwise provided by law, the listed issuer in general meeting shall have power by ordinary resolution to

LETTER FROM THE CHAIRMAN

remove any director before the expiration of his period of office. In order to make the Articles consistent with the amended Appendix 3 of the Listing Rules, the Directors therefore propose the special resolution as set out in the notice of the AGM to amend the existing Article no. 86(5). The amendment has the effect that a Director may be removed at any general meeting by an ordinary resolution instead of a special resolution.

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 a special resolution will be proposed to approve the amendment to the Articles. Shareholders should note that the English text of the proposed resolution to amend the Articles contained in the AGM notice shall prevail over the Chinese text.

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.

Details of the poll procedures are set out in Appendix III to this document.

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 proposed amendment to the Articles 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 600,000,000 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 60,000,000 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 2005 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 Hong Kong Code on Takeovers and Mergers (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, 65% 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. Mr. Zhong Jian Hua also had a personal interest in 2,800,0000 Shares. 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. 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 immediately preceding the Latest Practicable Date.

9. SHARE PRICES

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

	Highest (HK\$)	Lowest (HK\$)
May 2005*	1.2300	1.0300
June 2005	1.1600	1.0700
July 2005	1.4800	1.1500
August 2005	1.5400	1.4300
September 2005	1.5400	1.1500
October 2005	1.3600	1.1800
November 2005	1.2500	1.1800
December 2005	1.4500	1.2000
January 2006	1.4600	1.3500
February 2006	1.5100	1.3700
March 2006	1.7100	1.3500
April 2006 (up to the Latest Practicable Date)	2.2250	1.6300

* Dealings in the Shares on the Stock Exchange commenced on 11 May 2005

**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 Pacific Place Conference Centre – K2 Room, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Wednesday, 24 May 2006 at 4:00 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 2005.
2. To re-elect the retiring directors.
3. To declare a final dividend for the year ended 31 December 2005.
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 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. As special business to amend the Articles of Association of the Company by passing the following resolution as a special resolution:

“**THAT** Article no. 86(5) be and is hereby amended by deleting the word “special” immediately before the words “resolution remove a Director at any time before the expiration of his period of office” and substituting the word “ordinary” therefor.”

By order of the Board
Wong Hoi Chu, Francis
Secretary

Hong Kong, 28 April 2006

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 Friday, 19 May 2006 to Wednesday, 24 May 2006, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend to be approved at the meeting and the right 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, Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Thursday, 18 May 2006.
4. The translation into Chinese language of this notice (including the special resolution which contains the proposed amendment to the Company's Articles of Association) is for reference only. In case of any inconsistency, the English version shall prevail.

Article 66 of the Articles sets out the procedures under which a poll may be demanded.

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least 3 Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that rights; or
- (e) by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5 per cent. or more of the total voting rights at the meeting.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Shareholder.

Designated Stock Exchange means a stock exchange in respect of which the Shares are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the Shares.