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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
AND
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

A letter from the chairman of the Company is set out on pages 3 to 9 of this document. A notice convening the annual general meeting (the “AGM”) of the shareholders of the Company to be held at Room 7, 7th Floor, Hong Kong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Thursday, 13 May 2010 at 3:00 p.m. is set out on pages 13 to 16 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 AGM. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM in person.

This document 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 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.

13 April 2010

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DEFINITIONS

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

“2009 Annual Report”	the 2009 annual report of the Company
“AGM”	the annual general meeting of the Company to be held at Room 7, 7th Floor, Hong Kong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Thursday, 13 May 2010 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 authorised committee of the board of Directors
“business day”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Cap. 32 of the Laws of Hong Kong)
“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
“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”	7 April 2010, 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
“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 Officer*)
Nomo Kenshiro

Independent Non-executive Directors:

Lui Sun Wing
Choy Tak Ho
Leung Tai Chiu

Registered Office:

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

*Principal place of business
in Hong Kong:*

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

13 April 2010

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

Dear Sir or Madam,

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

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; and (2) the grant to the Directors general mandates to allot, issue and deal with additional Shares and to repurchase Shares.

LETTER FROM THE CHAIRMAN

(1) RE-ELECTION OF RETIRING DIRECTORS

In accordance with article no. 87 of the Articles, Mr. Zhang Jian Hua, Mr. Zhang Yaohua 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 2009 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 Jian Hua (aged 35)

Mr. Zhang Jian Hua 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 Jian Hua did not hold any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Zhang Jian Hua owned 31% of the issued share capital of Prosper Empire Limited, the controlling Shareholder (as such term is defined in the Listing Rules) which owned 361,500,000 Shares. He also had personal interests in 330,000 Shares within the meaning of Part XV of the SFO. Mr. Zhang Jian Hua is a brother of Mr. Zhang Hwo Jie and Mr. Zhang Yaohua, respectively the chairman of the Board and the chief executive officer of the Company. Save as disclosed above, Mr. Zhang Jian Hua 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 Jian Hua has entered into a service agreement with the Company for a term of two years commencing on 14 September 2005 renewable automatically for successive terms of one year each commencing from the day next to the expiry of the then current term of the service agreement until terminated by either party giving to the other not less than three months’ written notice.

2. Mr. Zhang Yaohua (aged 37)

Mr. Zhang Yaohua 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 Yaohua did not hold any directorship in other listed companies in the last three years.

LETTER FROM THE CHAIRMAN

As at the Latest Practicable Date, Mr. Zhang Yaohua owned 33% of the issued share capital of Prosper Empire Limited. He also had personal interests in 5,066,000 Shares within the meaning of Part XV of the SFO and Options to subscribe for 7,000,000 Shares. Mr. Zhang Yaohua was also deemed to be interested in 2,824,000 Shares through a company wholly-owned and controlled by him and in 400,000 Shares through the interest of his spouse. Mr. Zhang Yaohua is a brother of Mr. Zhang Hwo Jie and Mr. Zhang Jian Hua. Save as disclosed above, Mr. Zhang Yaohua 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 Yaohua has entered into a service agreement with the Company for a term of two years commencing on 11 May 2005 renewable automatically for successive terms of one year each commencing from the day next to the expiry of the then current term of the service agreement until terminated by either party giving to the other not less than three months' written notice.

3. Lui Sun Wing (aged 59)

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. 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 for the period from December 1992 to June 2000. He then joined the Hong Kong Polytechnic University as a vice president in 2000, and is now responsible for partnership development. He is also the chief executive officer of the Institute for Enterprise of the Hong Kong Polytechnic University and the chief executive officer and the chairman of the board of directors of PolyU Technology & Consultancy Co., Limited. Dr. Lui is also a director of Advance New Technology Limited. As at the Latest Practicable Date, Dr Lui was a non-executive director of Eco-Tek Holdings Limited and an independent non-executive director of Leeport (Holdings) Limited which are all listed on the Stock Exchange.

LETTER FROM THE CHAIRMAN

Dr. Lui has been an independent non-executive director of Smart Union Group (Holdings) Limited (Provisional Liquidators Appointed) (“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 2009 interim report dated 13 January 2010 (“Interim Report”), in October 2008, Smart Union’s then directors resolved to apply for winding-up petitions for Smart Union and certain of its subsidiaries and applied to the High Court of Hong Kong 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 have been adjourned on different occasions and at the latest hearing which took place on 30 November 2009, the High Court of Hong Kong further adjourned the hearing of the winding-up petitions of Smart Union and the relevant subsidiaries to 31 May 2010. 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.

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) (“3D-GOLD”) up to 6 November 2008. 3D-GOLD is 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 Fung Jewellery”) to the High Court of Hong Kong on 17 October 2008 and provisional liquidators were appointed pursuant to court orders both dated 17 October 2008. 3D-GOLD announced on 2 December 2009 that hearing of the winding-up petition in respect of 3D-GOLD was further adjourned by the High Court of Hong Kong to 3 May 2010. As disclosed in the 2008 annual report of 3D-GOLD dated 10 July 2008, 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.

Dr. Lui has entered into a service agreement with the Company for a term of two years commencing on 11 January 2009.

Dr. Lui has been granted with Options to subscribe for 1,540,000 Shares. Save as disclosed, as at the Latest Practicable Date, Dr. Lui did not have any interest (within the meaning of Part XV of the SFO) in the securities of the Company.

LETTER FROM THE CHAIRMAN

4. Directors' Emoluments

- (a) Each of Mr. Zhang Jian Hua and Mr. Zhang Yaohua is entitled under their respective service agreements to a basic annual salary of currently \$2,280,000 subject to review by the Board and the Remuneration Committee.
- (b) Each of Mr. Zhang Jian Hua and Mr. Zhang Yaohua is entitled under their respective service agreements to:
 - (i) 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 Group for the relevant year;
 - (ii) participate in any bonus scheme that may be introduced by the Company;
 - (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) Dr. Lui Sun Wing is entitled under his service agreement to receive an annual director's fee of currently \$120,000.
- (d) 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 2009 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.

LETTER FROM THE CHAIRMAN

(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 10 June 2009 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"). As at the Latest Practicable Date, the number of Shares in issue was 649,088,000;
- 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"); 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 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) AGM AND POLL VOTING

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.

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.

(4) 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 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 authorising the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 649,088,000 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 64,908,800 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 2009 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 55.69% 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 2.51% of the issued share capital of the Company. They also had personal interests in Options to subscribe for an aggregate of approximately 2.16% of the issued share capital of the Company.

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 repurchased the Shares (whether on the Stock Exchange or otherwise) as follows:

Date of repurchase	Number of Shares repurchased	Highest price paid per Share (\$)	Lowest price paid per Share (\$)
2 October 2009	22,000	0.8000	0.8000
6 October 2009	718,000	0.8400	0.8400
14 October 2009	596,000	0.9000	0.8900
2 November 2009	992,000	0.9400	0.9100
3 November 2009	112,000	0.9700	0.9700
4 November 2009	4,552,000	0.9700	0.9600
5 November 2009	758,000	0.9700	0.9600
17 November 2009	756,000	1.1700	1.1500
18 November 2009	30,000	1.1600	1.1600
19 November 2009	3,400,000	1.1400	1.1400
20 November 2009	1,000,000	1.1200	1.1200

Date of repurchase	Number of Shares repurchased	Highest price paid per Share (\$)	Lowest price paid per Share (\$)
23 November 2009	124,000	1.1500	1.1500
27 November 2009	572,000	1.2300	1.2300
4 December 2009	2,500,000	1.2800	1.2700
8 December 2009	3,172,000	1.2500	1.2500
10 December 2009	200,000	1.2500	1.2500
11 December 2009	194,000	1.2500	1.2500
14 December 2009	272,000	1.2700	1.2500
15 December 2009	710,000	1.2700	1.2500
16 December 2009	3,400,000	1.2800	1.2800
23 December 2009	116,000	1.2600	1.2600
24 December 2009	1,000,000	1.3000	1.2600
29 December 2009	5,900,000	1.3400	1.3300
30 December 2009	9,694,000	1.3500	1.3200
31 December 2009	5,280,000	1.3600	1.3400

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 2009	0.6800	0.4800
May 2009	0.8200	0.6600
June 2009	0.8900	0.6600
July 2009	0.8000	0.6400
August 2009	0.8500	0.7300
September 2009	0.8100	0.6500
October 2009	1.0800	0.8000
November 2009	1.5000	0.8900
December 2009	1.4700	1.2100
January 2010	1.9800	1.2800
February 2010	1.8400	1.6200
March 2010	2.5300	1.6700
April 2010 (<i>up to the Latest Practicable Date</i>)	2.4800	2.4000

**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 7, 7th Floor, Hong Kong International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Thursday, 13 May 2010 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 2009.
2. To re-elect the retiring directors.
3. To declare a final dividend for the year ended 31 December 2009.
4. To re-appoint auditors and to authorise 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 authorise 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 recognised 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 recognised 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.”

By order of the Board
Wong Hoi Chu Francis
Secretary

Hong Kong, 13 April 2010

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 Monday, 10 May 2010 to Thursday, 13 May 2010, 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, Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 7 May 2010.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.