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If you have sold or transferred all your shares in EVA Precision Industrial Holdings Limited (the “Company”), you should at once hand this document 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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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
(3) INCREASE IN AUTHORIZED SHARE CAPITAL
AND
(4) BONUS ISSUE OF SHARES

A letter from the chairman of the Company is set out on pages 5 to 12 of this document. A notice convening the annual general meeting (the “AGM”) of the shareholders of the Company to be held at Room 5, 7th Floor, Kowloonbay International Trade & Exhibition Centre, No.1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 20 May 2011 at 3:00 p.m. is set out on pages 16 to 19 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.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 5, 7th Floor, Kowloonbay International Trade & Exhibition Centre, No.1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 20 May 2011 at 3:00 p.m. or any adjournment thereof
“2010 Annual Report”	the 2010 annual report of the Company
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors or a duly authorized committee of the board of Directors
“Bonus Issue”	the proposed issue of Bonus Shares on the basis of one Bonus Share for every one existing Share
“Bonus Shares”	the new Shares to be issued under the Bonus Issue
“business day”	has the meaning ascribed to it under the Listing Rules
“Capital Increase”	the proposal to increase the authorized share capital of the Company from \$100,000,000 to \$20,000,000,000
“Company”	EVA Precision Industrial Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the main board operated by the Stock Exchange
“Companies Ordinance”	the Companies Ordinance (Cap. 32 of the Laws of Hong Kong)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) from time to time of the Company
“Excepted Shareholders”	those Overseas Shareholders whom the Board, after making enquiries pursuant to Rule 13.36(2)(a) of the Listing Rules, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Bonus Issue to them

DEFINITIONS

“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 April 2011, being the latest practicable date prior to the printing of this document for ascertaining certain information for inclusion in this document
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum”	the memorandum of association of the Company as amended from time to time
“Option”	an option to subscribe for Shares granted pursuant to the Share Option Scheme
“Overseas Shareholders”	holders of Shares whose addresses as shown on the register of members of the Company on the Record Date are outside Hong Kong
“PRC”	The People’s Republic of China
“Qualifying Shareholders”	holders of Shares not being Excepted Shareholders who are entitled to the Bonus Issue
“Record Date”	20 May 2011, being the record date for determination of entitlements to the Bonus Issue
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“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
“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)

DEFINITIONS

“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

EXPECTED TIMETABLE

The expected timetable for the Bonus Issue is set out below:

Last day of trading in Shares cum entitlement to the Bonus Issue and final dividend	Thursday, 12 May
First day of trading in Shares ex entitlement to the Bonus Issue and final dividend	Friday, 13 May
Latest time for lodging transfer forms of Shares to qualify for entitlements to the Bonus Issue and final dividend	4:30 p.m., Monday, 16 May
Closure of Register of Members (both days inclusive) From	Tuesday, 17 May
To	Friday, 20 May
Latest time for lodging forms of proxy for AGM	3:00 p.m., Wednesday, 18 May
Record Date for determination of entitlements to the Bonus Issue.	Friday, 20 May
Date and time of AGM.	3:00 p.m., Friday, 20 May
Register of Members re-opens	Monday, 23 May
Despatch of share certificates for Bonus Shares	on or before Friday, 27 May
First day of trading in Bonus Shares on the Stock Exchange.	Tuesday, 31 May

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

Registered Office:

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

Independent Non-executive Directors:

Lui Sun Wing
Choy Tak Ho
Leung Tai Chiu

Principal place of business in Hong Kong:

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

14 April 2011

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

Dear Sir or Madam,

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(3) INCREASE IN AUTHORIZED SHARE CAPITAL
AND
(4) BONUS ISSUE OF 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; (2) the grant to the Directors of general mandates to allot, issue and deal with additional Shares and to repurchase Shares; (3) the Capital Increase and (4) the Bonus Issue.

LETTER FROM THE CHAIRMAN

(1) RE-ELECTION OF RETIRING DIRECTORS

In accordance with article no. 87 of the Articles, Mr. Zhang Hwo Jie, Mr. Nomo Kenshiro and Mr. Choy Tak Ho 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 2010 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 Hwo Jie (aged 48)

Mr. Zhang Hwo Jie is the chairman of the Group 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. He is responsible for the overall strategic planning and marketing development of the Group. He has over 18 years of experience in marketing, strategic planning and corporate management in manufacturing industry. Mr. Zhang did not hold any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Zhang owned 38% of the issued share capital of Prosper Empire Limited, the controlling Shareholder (as such term is defined in the Listing Rules), who was interested in 320,740,000 Shares within the meaning of Part XV of the SFO. He also had personal interests in 7,646,000 Shares within the meaning of the SFO. Mr. Zhang is a brother of Mr. Zhang Yaohua and Mr. Zhang Jian Hua, 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.

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

2. Mr. Nomo Kenshiro (aged 69)

Mr. Nomo was appointed as a Director on 11 January 2005 and currently an executive Director. He is also senior consultant of the Group and a director EVA Precision Industrial (Suzhou) Limited, a subsidiary of the Company. Mr. Nomo is responsible for advising on the Group’s production and operational management, business development and strategic planning. Mr. Nomo has over 40 years of solid experience in manufacturing, sales and marketing, public relationship and corporate management. Prior to joining the Group in June 2003, he held several managerial positions of various departments in Shenzhen Meiyang Plastic Injection Co., Ltd. (深圳美陽注塑有限公司), a subsidiary of Tenma Corporation in Japan from 1991 to 2003. Mr. Nomo obtained a bachelor’s degree in mechanic engineering from the Industrial Institution of Japan in 1963.

LETTER FROM THE CHAIRMAN

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

Mr. Nomo has entered into a services agreement with the Company for a term of two years commencing on 11 May 2005 and will continue thereafter until terminated by either party giving to the other not less than 3 months' written notice.

3. Choy Tak Ho (aged 82)

Mr. Choy was appointed as an independent non-executive Director on 11 January 2005. He is also a member of the audit committee and the Remuneration Committee of the Company. Mr. Choy does not hold any other position with the Company or any member of the Group or have any relationship with any other Directors, senior management or substantial or controlling Shareholders.

Mr. Choy has 40 years of experience in international trading business in Hong Kong. He is the president of Union International (H.K.) Co., Ltd., the founding chairman of Hong Kong Kwun Tong Industries and Commerce Association Limited and the honorary president of the Chinese Manufacturers' Association of Hong Kong Limited. He is also a member of the National Committee of the 8th and 9th Chinese People's Political Consultation Conference, the honorary director of China Overseas Friendship Association, a member of the 6th, 7th and 8th executive committee of All China Federation of Industry and Commerce, the 4th honorary president of Guangdong Chamber of Foreign Investors, the honorary vice president of Pui Ching Commercial College, the charter president of Hong Kong and Overseas Chinese Association of Commerce Ltd., the honorary permanent president of Hong Kong Commerce Industrial Associations and the honorary life chairman of Chinese General Chamber of Commerce Hong Kong.

As at the Latest Practicable Date, Mr. Choy was an independent non-executive director of Sino Golf Holdings Limited. Save as disclosed, Mr. Choy did not hold any directorship in other listed companies in the last 3 years.

As at the Latest Practicable Date, Mr. Choy did not have any interest (within the meaning of Part XV of the SFO) in the securities of the Company.

Mr. Choy has entered into a services agreement with the Company for a term of two years commencing 11 January 2011.

LETTER FROM THE CHAIRMAN

4. Directors' Emoluments

- (a) Mr. Zhang Hwo Jie is entitled under his service agreement to a basic annual salary of currently \$2,280,000 subject to review by the Board and the Remuneration Committee.
- (b) Mr. Nomo Kenshiro is entitled under his service agreement to a basic annual salary of currently \$48,000 subject to review by the Board and the Remuneration Committee.
- (c) Each of Mr. Zhang Hwo Jie and Mr. Nomo Kenshiro is entitled under his service agreement to:
 - (i) a discretionary year-end bonus of an amount to be determined by the Board or the Remuneration Committee 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.
- (d) Mr. Choy Tak Ho is entitled under his service agreement to receive an annual director's fee of currently \$120,000.
- (e) The emoluments of all Directors are determined on the basis of the relevant Director's experience, level of responsibilities within the Group and the current market situation.

Save for the information set out in this section and in the 2010 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 13 May 2010 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 878,099,900;
- 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) INCREASE IN AUTHORIZED SHARE CAPITAL

In order to facilitate the Bonus Issue and leave room for future equity financing by the Company, an ordinary resolution will be proposed at the AGM to approve an increase in the authorized share capital of the Company from \$100,000,000 comprising 1,000,000,000 Shares to \$20,000,000,000 comprising 200,000,000,000 Shares.

LETTER FROM THE CHAIRMAN

(4) BONUS ISSUE OF SHARES

Basis of Bonus Issue

Subject to the conditions set out below, the Directors propose to make a Bonus Issue to the Qualifying Shareholders whose names appear on the register of members of the Company (the "Register") as at the close of business on the Record Date on the basis of one Bonus Share for every one Share then held. The Bonus Shares will be issued and credited as fully paid at par.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until the Record Date. As at the Latest Practicable Date, there were an aggregate of 878,099,900 Shares in issue, and assuming that no further Shares are or will be issued or repurchased prior to the Record Date, 878,099,900 Bonus Shares will be issued under the Bonus Issue. It is proposed that the Directors be authorized to capitalise the sum of HK\$87,809,990 being part of the amount standing to the credit of the share premium account of the Company and apply such sum in paying up in full at par the Bonus Shares. The total number of Shares in issue will then be increased to 1,756,199,800.

Record Date and closure of register of members

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Excepted Shareholders are further elaborated below under the heading "Excepted Shareholder(s)". The Register will be closed from 17 May 2011 to 20 May 2011 (both dates inclusive) in order to determine Qualifying Shareholders' entitlement to the Bonus Issue and the Shareholders' entitlement to final dividend for the year ended 31 December 2010, during which period no transfer of Shares will be registered. To qualify for the Bonus Issue, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's Share Registrars in Hong Kong, namely, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 16 May 2011.

Conditions of the Bonus Issue

The proposed Bonus Issue is conditional on:

- (i) the approval of the Bonus Issue by the Shareholders at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares.

Listing and dealings

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. The issued Shares are listed and dealt on the Stock Exchange. No part of the securities of the Company is listed on or dealt in on any other stock exchange and no such listing or permission to deal is being or is proposed to be sought.

LETTER FROM THE CHAIRMAN

Reasons for the proposed Bonus Issue

As a result of the satisfactory financial results of the Group in the year ended 31 December 2010 and in recognition of the continual support of the Shareholders, the Board decided to propose the Bonus Issue. In addition to that, the Directors believe that the Bonus Issue will enhance the liquidity of the Shares in the market; thereby enlarging the Company's shareholder and capital base.

Excepted Shareholder(s)

As at the Latest Practicable Date, there were 2 Shareholders whose addresses as shown on the Register were outside Hong Kong. If at 4:30 p.m. on the Record Date, the Register reveals there are Overseas Shareholders, enquiry will be made by the Board pursuant to Rule 13.36(2)(a) of the Listing Rules. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient, the Bonus Shares will not be granted to the Excepted Shareholders. In such circumstances, arrangement will be made for the Bonus Shares which would otherwise have been issued to the Excepted Shareholders to be sold in the market as soon as practicable after dealings commences. Any net proceeds of such sale, after deduction of expenses, of \$100 or more will be distributed in Hong Kong dollars to the relevant Excepted Shareholder, by ordinary post at their own risk, unless the amount falling to be distributed to any such person is less than \$100 in which case it will be retained for the benefit of the Company.

Status of Bonus Shares

The Bonus Shares, once issued, will rank *pari passu* with the Shares then existing in all respects except that they will not rank for the final dividend for the year ended 31 December 2010 and the Bonus Shares.

Fraction of Bonus Shares

The total number of Bonus Shares to be issued to any Shareholder will be rounded down to a whole number, if there are any fractional entitlements of the Bonus Shares. Such fractional entitlements arising from the Bonus Issue (if any) will not be issued to the Shareholders, but will be aggregated and sold for the benefit of the Company.

Certificates for Bonus Shares

It is expected that certificates for the Bonus Shares will be posted on or about 27 May 2011 after all the conditions have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the Register on the Record Date. Dealings in the Bonus Shares are expected to commence on 31 May 2011.

LETTER FROM THE CHAIRMAN

(5) 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, the Capital Increase and the Bonus Issue.

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.

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.

(6) 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, the Capital Increase and the Bonus Issue 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 878,099,900 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 87,809,990 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 2010 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS AND CONNECTED PERSONS

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

6. UNDERTAKING

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

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code. A waiver of this provision would not normally be given except in extraordinary circumstances. As at the Latest Practicable Date, approximately 36.6% 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% 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 not repurchased any Shares (whether on the Stock Exchange or otherwise).

9. SHARE PRICES

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

	Highest (\$)	Lowest (\$)
April 2010	3.8700	2.2500
May 2010	4.2800	2.9000
June 2010	3.9600	3.0400
July 2010	4.1600	3.4600
August 2010	4.4300	3.7200
September 2010	4.7500	4.0600
October 2010	6.4600	4.5000
November 2010	7.2900	5.6600
December 2010	8.3100	6.9800
January 2011	7.5400	6.1600
February 2011	7.1700	5.5500
March 2011	7.1300	5.5900
April 2011 (up to the Latest Practicable Date)	5.7500	5.1200

**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 5, 7th Floor, Kowloonbay International Trade & Exhibition Centre, No.1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 20 May 2011 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 2010.
2. To re-elect the retiring directors.
3. To declare a final dividend for the year ended 31 December 2010.
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. “**THAT** the authorized share capital of the Company be increased from HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.1 each to HK\$20,000,000,000 divided into 200,000,000,000 shares by the creation of an additional 199,000,000,000 shares.”
7. “**THAT** conditional upon (i) the passing of the resolution numbered 6 above, and (ii) subject to and conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant listing of, and permission to deal in, the new shares of HK\$0.1 each in the capital of the company (the “New Shares”) to be issued pursuant to this resolution:
- (a) upon the recommendation of the directors of the Company, an amount standing to the credit of the share premium account of the Company as would be required to be applied in paying up in full at par New Shares, such New Shares, credited as fully paid, to be allotted and distributed (subject as referred to in paragraph (b) below), among members of the Company whose names appear on the register of members of the Company at the close of business on 20 May 2011 (the “Record Date”) on the basis of one New Share (the “Bonus Share”) for every one existing share of HK\$0.1 each of the Company held by them respectively on the Record Date, be capitalised and applied in such manner and the directors of the Company be and are hereby authorised to allot and issue such Bonus Shares;
 - (b) no fractional Bonus Shares shall be allotted to members of the Company and fractional entitlements will be aggregated and sold for the benefit of the Company;
 - (c) the Bonus Shares to be issued pursuant to paragraph (a) above shall rank pari passu in all respects with the existing issued shares of HK\$0.10 each of the Company as at the date of issue of the Bonus Shares except that they will not rank for the bonus issue of shares mentioned in this resolution and the final dividend for the year ended 31 December 2010; and

- (d) the directors of the Company be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the issue of Bonus Shares referred to in paragraph (a) of this resolution.”

By order of the Board
Wong Hoi Chu, Francis
Secretary

Hong Kong, 14 April 2011

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 place of business 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 Tuesday, 17 May 2011 to Friday, 20 May 2011, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend and the bonus shares 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, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 16 May 2011.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.