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

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

**If you have sold or transferred** all your shares in **EVA Precision Industrial Holdings Limited** (the “Company”), you should at once hand this document, together with the form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**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**  
**CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE**  
**DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS**  
**AND**  
**(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

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A letter from the chairman of the Company is set out on pages 3 to 8 of this document. A notice convening the annual general meeting of the shareholders of the Company to be held at Room 727, 7th Floor, Kowloon Bay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 21 May 2014 at 3:00 p.m. is set out on pages 12 to 15 of this document.

A form of proxy for the said meeting is enclosed with this document. Whether or not you intend to be present at the said meeting, 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 annual general meeting or any adjournment thereof (as the case may be). The completion and return of a form of proxy will not preclude you from attending and voting at the said meeting in person.

This document, for which the directors of the Company collectively and individually accept full responsibility, 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, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

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## DEFINITIONS

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

“2013 Annual Report”	the 2013 annual report of the Company
“AGM”	the annual general meeting of the Company to be held at Room 727, 7th Floor, Kowloon Bay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 21 May 2014 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
“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. 622 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
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 April 2014, 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
“Option”	an option to subscribe for Shares granted pursuant to the Share Option Scheme
“PRC”	The People’s Republic of China

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## DEFINITIONS

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“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 15 of the Companies Ordinance) of the Company
“substantial Shareholder(s)”	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

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LETTER FROM THE CHAIRMAN

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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)

*Executive Directors:*

Zhang Hwo Jie (*Chairman*)

Zhang Jian Hua (*Vice Chairman*)

Zhang Yaohua (*Chief Executive Officer*)

*Independent Non-executive Directors:*

Choy Tak Ho

Leung Tai Chiu

Lam Hiu Lo

*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

16 April 2014

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

Dear Sir or Madam,

**PROPOSALS FOR  
(1) RE-ELECTION OF RETIRING DIRECTORS AND  
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS  
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 the continuous appointment of Mr. Choy Tak Ho who has served the Company more than nine years as an independent non-executive Director of the Company; and (2) the grant to the Directors of general mandates to allot, issue and deal with additional Shares and to repurchase Shares.

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## LETTER FROM THE CHAIRMAN

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**(1) RE-ELECTION OF RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS**

In accordance with article no. 87 of the Articles, Mr. Zhang Yaohua 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 2013 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.

According to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the shareholders.

**1. Mr. Zhang Yaohua (aged 41)**

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

Mr. Zhang has more than 20 years of operational management experience in the industry of precision mould and component manufacturing. He is presently the president of the Shenzhen Machinery Association, the vice president of Guangdong Die & Mould Industry Association, Shenzhen Enterprise Confederation, Shenzhen Entrepreneur Association and Shenzhen General Chamber of Commerce. Mr. Zhang was accredited as one of the outstanding people in machinery industry by the Shenzhen Machinery Association in 2004. Further, Mr. Zhang was accredited as a “Creative and Outstanding Person of China Enterprises” by China Marketing Association and China Enterprises News Society in 2006, an “Outstanding Entrepreneur in China Machinery Industry” by China Machinery Industry Federation in 2009 and a “Remarkable Person of Commerce in Shenzhen” by Shenzhen General Chamber of Commerce and Shenzhen Economic Daily in 2010.

As at the Latest Practicable Date, Mr. Zhang owned 33% of the issued share capital of Prosper Empire Limited, the controlling Shareholder. He also had personal interests (within the meaning of Part XV of the SFO) in 10,132,000 Shares and Options to subscribe for 16,000,000 Shares. Mr. Zhang was also deemed to be interested in 5,648,000 Shares through a company wholly-owned and controlled by him and in 156,000 Shares through the interest of his spouse. Mr. Zhang is a brother of Mr. Zhang Hwo Jie and Mr. Zhang Jian Hua, respectively the chairman and the vice chairman of the Board. 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.

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## LETTER FROM THE CHAIRMAN

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Mr. Zhang Yaohua has entered into a service agreement with the Company for a term of two years commencing from 1 July 2012 which can be terminated by either party giving to the other party not less than one month's prior written notice. Mr. Zhang is subject to retirement by rotation and re-election at the annual general meeting of the Company under the Articles.

### **2. Mr. Choy Tak Ho (aged 85)**

Mr. Choy Tak Ho was appointed as an independent non-executive Director on 11 January 2005. He is the chairman of the remuneration committee of the Company and a member of the audit committee and the nomination 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 over 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 and Industry Associations Limited 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 above, Mr. Choy did not hold any directorship in other listed companies in the last 3 years.

As at the Latest Practicable Date, Mr. Choy had personal interests (within the meaning of Part XV of the SFO) in Options to subscribe for 600,000 Shares.

Mr. Choy has entered into a service agreement with the Company for a period of two years commencing from 11 January 2013 which can be terminated by either party giving to the other party not less than one month's prior written notice. Mr. Choy is subject to retirement by rotation and re-election at the annual general meeting of the Company under the Articles.

Mr. Choy has acted as an independent non-executive Director of the Company for more than nine years. The Company has received from Mr. Choy a confirmation of his independence according to rule 3.13 of the Listing Rules. Throughout his directorship with the Company, Mr. Choy has participated in Board meetings to offer impartial advice and exercise independent judgement, served on governance committees of the Board to scrutinise the Company's performance in meeting corporate governance goals, and attended general meetings of the Company to gain a balanced understanding of the Shareholders' views, but has never engaged in any executive management. Taking into consideration the independent nature of his role and duties in the past years, the Board considers Mr. Choy to be independent under the Listing Rules although he has served the Company more than nine years. The Board believes that the continuous

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## LETTER FROM THE CHAIRMAN

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appointment of Mr. Choy as an independent non-executive Director will help to maintain the stability of the Board as Mr. Choy has, over time, gained valuable insight into the business strategy and policies of the Group.

### **Directors' Emoluments**

- (a) Mr. Zhang Yaohua is entitled under his service agreement to a basic annual salary of currently \$3,600,000 subject to review by the Board and the remuneration committee of the Company.
- (b) Mr. Zhang Yaohua is entitled under his service agreement to:
  - (i) a discretionary year-end bonus of an amount to be determined by the Board and the remuneration committee of the Company;
  - (ii) participate in any bonus scheme that may be introduced by the Company; and
  - (iii) participate in the mandatory provident fund scheme of the Company and may also be entitled to other employees' benefits, including bonus and car allowance.
- (c) Mr. Choy Tak Ho is entitled under his service agreement to receive an annual director's fee of currently \$160,000.
- (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 2013 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.

### **(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

As the general mandates granted to the Directors to allot, issue, and deal with additional Shares and to repurchase Shares respectively pursuant to resolutions passed by the Shareholders at the Company's annual general meeting held on 21 May 2013 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"). On the basis of 1,679,773,800 Shares in issue as at the Latest Practicable



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## LETTER FROM THE CHAIRMAN

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Date, and assuming no further Shares will be issued or repurchased by the Company on or before the date of the AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 335,954,760 Shares;

- 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"). On the basis of 1,679,773,800 Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased by the Company on or before the date of the AGM, the exercise of the Repurchase Mandate in full would result in up to 167,977,380 Shares being repurchased by the Company; 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 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 and the continuous appointment of Mr. Choy Tak Ho who has served the Company more than nine years as an independent non-executive Director of the Company and 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.

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.

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## LETTER FROM THE CHAIRMAN

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### (4) RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of the retiring Directors and the continuous appointment of the independent non-executive Director who has served more than nine years and 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*

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## **APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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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 1,679,773,800 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the date of the AGM, could result in up to 167,977,380 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 2013 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.

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## **APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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### **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 38.2% 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 1.9% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted at the AGM and assuming no further Shares are issued by the Company, the interest of Prosper Empire Limited in the issued share capital of the Company would be increased from 38.2% to 42.4% thereby triggering an obligation to make a mandatory offer under rule 26 of the Takeover Code. The Directors, however, have no present intention of exercising the Repurchase Mandate to such extent as would result in any mandatory offer.

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).

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**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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**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:

	<b>Highest</b>	<b>Lowest</b>
	(\$)	(\$)
April 2013	1.3400	1.1400
May 2013	1.5700	1.2000
June 2013	1.3800	0.8800
July 2013	1.2500	0.9700
August 2013	1.1600	0.9200
September 2013	1.1000	0.9600
October 2013	1.2200	0.9800
November 2013	1.2900	1.1000
December 2013	1.2700	1.0400
January 2014	1.1500	0.9200
February 2014	1.0300	0.9300
March 2014	1.2800	0.9500
April 2014 (up to the Latest Practicable Date)	1.2700	1.2000



**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 727, 7th Floor, Kowloon Bay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 21 May 2014 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 2013.
2. (A) To re-elect Mr. Zhang Yaohua as an executive director;  
(B) To re-elect Mr. Choy Tak Ho (who has served the Company more than nine years) as an independent non-executive director; and  
(C) To authorise the board of directors to fix the remuneration of the directors for the year ending 31 December 2014.
3. To declare a final dividend for the year ended 31 December 2013.
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 of the Company 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 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.”

By order of the Board  
**Wong Hoi Chu, Francis**  
*Secretary*

Hong Kong, 16 April 2014

*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, 19 May 2014 to Wednesday, 21 May 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the meeting, all transfers of shares 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 16 May 2014.
4. The register of members of the Company will be closed from Tuesday, 27 May 2014 to Wednesday, 28 May 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the final dividend to be approved at the meeting, all transfers of shares 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 26 May 2014.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.