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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, 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.



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 DIRECTOR**
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
(3) 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 of the shareholders of the Company to be held at Room 631, 6th Floor, Kowloonbay International Trade & Exhibition Centre, No. 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Monday, 15 June 2020 at 3:00 p.m. is set out on pages 13 to 16 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.

15 May 2020

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DEFINITIONS

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

“2019 Annual Report”	the 2019 annual report of the Company
“AGM”	the annual general meeting of the Company to be held at Room 631, 6th Floor, Kowloonbay International Trade & Exhibition Centre, No. 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Monday, 15 June 2020 at 3:00 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors or a duly authorized committee of the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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)
“controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(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”	12 May 2020, 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 under the Share Option Scheme

DEFINITIONS

“PRC”	The People’s Republic of China
“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 Company on 21 May 2015
“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)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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*)

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

15 May 2020

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

Dear Sir or Madam,

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTOR
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
(3) 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 the retiring Director; (2) the appointment of an independent non-executive Director and (3) the grant to the Directors of general mandates to allot, issue and deal with additional Shares and to repurchase Shares.

LETTER FROM THE CHAIRMAN

(1) RE-ELECTION OF RETIRING DIRECTOR

In accordance with article no. 87 of the Articles, Mr. Zhang Yaohua and Mr. Choy Tak Ho will retire by rotation at the AGM. Mr. Zhang Yaohua, being eligible, has offered himself for re-election.

Mr. Choy Tak Ho has informed the Board that he will not offer himself for re-election at the AGM, and will retire as an independent non-executive Director and a member and the chairman of the remuneration committee of the Company and a member of the audit committee and the nomination committee of the Company.

The qualifications, previous experience and major appointments of the Director who stands for re-election at the AGM are set out in the “Directors and Senior Management Profile” section contained in the 2019 Annual Report which is sent to the Shareholders together with this document. The biographical details of the said Director, as required to be disclosed pursuant to rule 13.74 of the Listing Rules, are set out below for the Shareholders’ consideration.

Zhang Yaohua (aged 47)

Mr. Zhang is the chief executive officer of the Group and is also a director of certain subsidiaries of the Company. He was one of the co-founders of the Group in 1993 and 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 is responsible for the Group’s operation and management. He has more than 25 years of operational management experience in the industry of precision mould and component manufacturing. He is the deputy supervisor of the Committee for Economic Affairs of the 6th Shenzhen Committee of the Chinese People’s Political Consultative Conference. Mr. Zhang is also the chairman of Guangdong-Hong Kong-Macao Advance Manufacturing Industry Alliance (粵港澳先進製造業產業聯盟), the vice chairman of the 8th executive committee of Shenzhen Federation of Industry & Commerce (深圳市工商業聯合會), the executive president of Shenzhen Machinery Association (深圳市機械行業協會), the vice president of Guangdong Die & Mould Industry Association (廣東省模具工業協會), Shenzhen Enterprise Confederation (深圳市企業聯合會) and Shenzhen Entrepreneur Association (深圳市企業家協會) and Shenzhen General Chamber of Commerce (深圳市商業聯合會).

As at the Latest Practicable Date, Mr. Zhang owned 47.07% 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 18,164,000 Shares and Options to subscribe for 35,000,000 Shares. Mr. Zhang was also deemed to be interested 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 of the Board and an executive Director of the Company. Mr. Zhang is also a director of Prosper Empire Limited, which was interested in 39.13% of the issued share capital of the Company as at the Latest Practicable Date. 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.

LETTER FROM THE CHAIRMAN

Mr. Zhang has entered into a service agreement with the Company for a term of two years commencing from 1 April 2020 which can be terminated by either party giving the other not less than one month's written notice. Mr. Zhang is subject to retirement by rotation and re-election at the annual general meeting of the Company under the Articles.

Mr. Zhang is entitled under his service agreement to a basic annual salary of currently \$5,760,000 and a fixed 1-month year-end bonus of \$480,000.

Mr. Zhang is also 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.

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 2019 Annual Report, 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) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Pursuant to Article 88, the Board proposes the appointment of Dr. Chai Ngai Chiu Sunny as an independent non-executive Director. The proposed appointment is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM. The Board has also resolved to appoint Dr. Chai as a member of the Company's audit committee, nomination committee and remuneration committee respectively subject to the approval of the Shareholders with respect of the appointment of Dr. Chai as an independent non-executive Director. Details of Dr. Chai who was proposed to be appointed as an independent non-executive Director at the AGM are set out below:

Dr. Chai Ngai Chiu Sunny (aged 53)

Dr. Chai has over 30 years of experience in the field of manufacturing. Dr. Chai is currently the group managing director of Fook Tin Group Holdings Limited which is specialized in research and development, manufacturing, marketing and distribution of quality electronic, healthcare and medical devices. He has also been a director of Fook Tin Technologies Limited since 1997. In 2018, Dr. Chai assumed the position of the chairman of Hong Kong Science and Technology Parks Corporation. Dr. Chai did not hold any directorship in other listed companies in the last three years.

LETTER FROM THE CHAIRMAN

Dr. Chai graduated with a Bachelor of Science from Rochester Institute of Technology (USA) in 1988 and completed an Executive MBA program (EMBA) at the Chinese University of Hong Kong in 2007. In 2010, he was awarded the Doctor of Engineering (EngD) from the City University of Hong Kong. He was conferred a University Fellowship by the Hong Kong Polytechnic University in 2018. In 2004, he received the Young Industrialist Award of Hong Kong. In 2018, he was awarded the Bronze Bauhinia Star (BBS) by the Chief Executive of Hong Kong for his outstanding contribution to the promotion of innovation and technology development in Hong Kong.

Subject to the election by the Shareholders at the AGM, Dr. Chai will enter into a service agreement with the Company for a period of two years commencing from 15 June 2020, which can be terminated by either party giving to the other party not less than one month's prior written notice. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company under the Articles.

It is proposed that if Dr. Chai's appointment is approved by the Shareholders at the AGM, the annual remuneration payable to Dr. Chai will be HK\$160,000 which is determined by the Board according to market practice.

Dr. Chai does not have any interest in any shares or underlying shares of the Company within the meaning of Part XV of the SFO. He does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder. Dr. Chai does not hold any other position with the Company or any member of the Group.

Save as disclosed above, there is no other information which is discloseable under paragraphs (h) to (v) of rules 13.51(2) of the Listing Rules, and there is no other matter relating to the appointment of Dr. Chai that needs to be brought to the attention of the Shareholders.

The nomination committee of the Company has taken into account the nomination policy adopted by the Company in making the recommendation to the Board for the election of Dr. Chai as an independent non-executive Director. In particular, the Company's nomination committee has assessed Dr. Chai against the following criteria applicable to independent non-executive Directors:

- (a) willingness and ability to make sufficient time commitment to the affairs of the Company in order to effectively perform the duties of a Director;
- (b) accomplishments of Dr. Chai in his field;
- (c) outstanding professional and personal reputation; and
- (d) Dr. Chai's ability to meet the independence criteria for independent non-executive directors set out in the Listing Rules.

The Company's nomination committee has received confirmation from Dr. Chai that he meets the independence criteria as set out in rule 3.13 of the Listing Rules and is satisfied that he is independent in accordance with rule 3.12 of the Listing Rules.

LETTER FROM THE CHAIRMAN

The nomination of Dr. Chai was made in accordance with the nomination policy of the Company and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity as set out under the board diversity policy adopted by the Company. With his strong and diversified educational background and professional experience, the Company's nomination committee considers that Dr. Chai can contribute to the diversity of the Board. The Company's nomination committee is of the view that Dr. Chai would bring to the Board his own perspective, skill and experience.

Accordingly, with the recommendation of the Company's nomination committee, the Board has proposed Dr. Chai to stand for election as an independent non-executive Director at the AGM.

(3) 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 2019 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 number of the Company's issued Shares 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 1,716,581,800 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 Company would be allowed under the Issue Mandate to issue a maximum of 343,316,360 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 number of the Company's issued Shares 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 1,716,581,800 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 171,658,180 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.

LETTER FROM THE CHAIRMAN

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.

(4) 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 (i) the re-election of the retiring Director; (ii) the appointment of an independent non-executive Director and (iii) 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.

(5) RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of the retiring Director, the appointment of an independent non-executive Director 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.

(6) PRECAUTIONARY MEASURES FOR THE AGM IN VIEW OF THE RECENT CORONAVIRUS EPIDEMIC

In view of the recent development of the coronavirus epidemic caused by coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of Shareholders, a series of epidemic precautionary measures will be implemented at the venue of the AGM:

- (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of the AGM. Any person with a body temperature of over 37.5 degree Celsius will not be admitted to the venue; and
- (ii) every person is required to wear facial mask at the venue of the AGM.

Furthermore, the Company will not serve refreshment at the AGM to avoid the coming into close contact amongst the participants. The Company wishes to remind Shareholders and other participants who will attend the AGM in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the AGM. The Company also advises Shareholders to attend and vote

LETTER FROM THE CHAIRMAN

at the AGM by way of non-physical presence. Shareholders may choose to vote by filling in and submitting the relevant proxy form of the AGM, and appoint the chairman of the AGM as a proxy to vote on the relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the AGM in person. For more details, please refer to the proxy form for the AGM.

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 1,716,581,800 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, could result in up to 171,658,180 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 2019 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, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors or any of their respective close associates have a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company. No core 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 39.13% of the issued Shares was held by Prosper Empire Limited which is wholly-owned by Mr. Zhang Hwo Jie and his brother, Mr. Zhang Yaohua, respectively the chairman of the Group and an executive Director. In addition, Mr. Zhang Hwo Jie and Mr. Zhang Yaohua had or were taken or deemed to have an aggregate interest of approximately 1.98% of the issued Shares.

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 number of issued Shares would be increased from 39.13% to 43.48% 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 a 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 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 (\$)
15 November 2019	300,000	0.620	0.600
19 November 2019	280,000	0.610	0.590
21 November 2019	640,000	0.610	0.580
27 November 2019	220,000	0.620	0.600
28 November 2019	150,000	0.610	0.600
29 November 2019	550,000	0.610	0.600
4 December 2019	540,000	0.610	0.590
5 December 2019	370,000	0.610	0.600
6 December 2019	208,000	0.620	0.610
10 December 2019	200,000	0.600	0.600
18 December 2019	100,000	0.590	0.590
19 December 2019	260,000	0.600	0.590
6 January 2020	200,000	0.580	0.580
8 January 2020	350,000	0.580	0.560

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 (\$)
May 2019	0.850	0.680
June 2019	0.760	0.670
July 2019	0.780	0.650
August 2019	0.680	0.580
September 2019	0.700	0.630
October 2019	0.660	0.580
November 2019	0.650	0.580
December 2019	0.620	0.570
January 2020	0.630	0.560
February 2020	0.620	0.550
March 2020	0.590	0.475
April 2020	0.500	0.455
May 2020 (up to the Latest Practicable Date)	0.490	0.410



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 631, 6th Floor, Kowloonbay International Trade & Exhibition Centre, No. 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Monday, 15 June 2020 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 auditor for the year ended 31 December 2019.
2. (A) To re-elect Mr. Zhang Yaohua as an executive director;
(B) To elect Dr. Chai Ngai Chiu Sunny as an independent non-executive director; and
(C) To authorise the directors to fix the remuneration of the directors for the year ending 31 December 2020.
3. To declare a final dividend for the year ended 31 December 2019.
4. To re-appoint auditor and to authorise the board of directors to fix its 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 number of shares 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 or pursuant to the exercise of options under the share option schemes 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 number of issued shares of the Company 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 shares of the Company 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 number 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 number of the issued shares of the Company as at 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 number 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 number of shares 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 number of shares repurchased by the Company shall not exceed 10 per cent. of the total number of the issued shares of the Company as at the date of this resolution.”

By order of the Board
Wong Hoi Chu, Francis
Secretary

Hong Kong, 15 May 2020

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 notorially certified copy of that power of attorney or other authority, must be deposited at the principal place of business of the Company in Hong Kong 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.

The register of members of the Company will be closed from Wednesday, 10 June 2020 to Monday, 15 June 2020, 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 and transfer forms must be lodged with the Company’s share registrar in Hong Kong, namely, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 9 June 2020.

3. The register of members of the Company will be closed from Friday, 19 June 2020 to Monday, 22 June 2020, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfers of shares of the Company accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrars in Hong Kong, namely, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 18 June 2020.
4. In view of the recent development of the coronavirus epidemic caused by coronavirus disease 2019 (COVID-19), and in order to better protect the safety and health of Shareholders, a series of epidemic precautionary measures will be implemented at the venue of the meeting:
 - (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of the meeting. Any person with a body temperature of over 37.5 degree Celsius will not be admitted to the venue; and
 - (ii) every person is required to wear facial mask at the venue of the meeting.

Furthermore, the Company will not serve refreshment at the meeting to avoid the coming into close contact amongst the participants. The Company wishes to remind Shareholders and other participants who will attend the meeting in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the meeting. The Company also advises Shareholders to attend and vote at the meeting by way of non-physical presence. The Shareholders may choose to vote by filling in and submitting the relevant proxy form of the meeting, and appoint the chairman of the meeting as a proxy to vote on the relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the meeting in person. For more details, please refer to the proxy form for the meeting.

5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.