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

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

**If you have sold or transferred** all your shares in **China High Precision Automation Group Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CHINA HIGH PRECISION AUTOMATION GROUP LIMITED**

**中國高精密自動化集團有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 591)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS  
AND  
GENERAL MANDATES TO REPURCHASE SHARES AND  
ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an AGM of China High Precision Automation Group Limited to be held at Concord Room II–III, 8th Floor, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Tuesday, 29 November 2011 is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of China High Precision Automation Group Limited in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

28 October 2011

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## CONTENTS

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	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I — Details of Directors Proposed to be Re-elected</b> .....	7
<b>Appendix II — Explanatory Statement on the Repurchase Mandate</b> .....	11
<b>Notice of Annual General Meeting</b> .....	14

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:*

“AGM”	the annual general meeting of the Company to be held at Concord Room II–III, 8th Floor, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Tuesday, 29 November 2011, the notice of which is set out on pages 14 to 17 of this circular
“Articles of Association”	the articles of association of the Company adopted on 28 October 2009, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China High Precision Automation Group Limited, an exempted company incorporated in Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the resolution approving such mandate
“Latest Practicable Date”	26 October 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the resolution approving such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company as at the Latest Practicable Date
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases, as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



**CHINA HIGH PRECISION AUTOMATION GROUP LIMITED**

**中國高精密自動化集團有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 591)**

*Executive Directors:*

Wong Fun Chung (*Chairman and Chief Executive Officer*)

Zou Chong

Su Fang Zhong

Cheung Chuen

*Independent non-executive Directors:*

Hu Guo Qing

Ji Qin Zhi

Chan Yuk Hiu Taylor

*Registered Office:*

Cricket Square,  
Hutchins Drive,  
PO Box 2681,  
Grand Cayman,  
KY1-1111,  
Cayman Islands

*Hong Kong Principal Place  
of Business:*

Room 2805,  
China Resources Building,  
26 Harbour Road,  
Wanchai,  
Hong Kong

28 October 2011

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS  
AND  
GENERAL MANDATES TO REPURCHASE SHARES AND  
ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM relating to (i) the re-election of Directors who are due to retire at the AGM; (ii) the granting of the Repurchase Mandate to the Directors to repurchase fully paid up Shares by the Company; (iii) the granting of the Issue Mandate to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares and (iv) to extend the Issue Mandate by an amount representing the aggregate nominal amount of any Shares repurchased under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Mr. Zou Chong, Mr. Su Fang Zhong, Dr. Hu Guo Qing and Mr. Chan Yuk Hiu Taylor shall retire by rotation at the AGM and, being eligible, offer themselves for re-election. Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### 3. REPURCHASE MANDATE TO REPURCHASE SHARES

Pursuant to the ordinary resolutions passed by the Shareholders on 26 November 2010, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase the Shares. Such mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution in relation to the Repurchase Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,037,500,000 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing of the resolution approving the Repurchase Mandate will be 103,750,000 Shares. The Repurchase Mandate will end on (i) the conclusion of the next annual general meeting of the Company following the passing of the Repurchase Mandate; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

### 4. GENERAL MANDATES TO ISSUE SHARES

Pursuant to the ordinary resolutions passed by the Shareholders on 26 November 2010, a general mandate was granted to the Directors to allot, issue and deal with additional Shares. Such mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed to grant the general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional shares in the share capital of the Company up to 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution in relation to

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## LETTER FROM THE BOARD

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the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,037,500,000 Shares. Subject to the passing of ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of the resolution approving the Issue Mandate, the Company will be allowed to issue a maximum of 207,500,000 Shares. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

Subject to the passing of the aforesaid ordinary resolutions in relation to the Repurchase Mandate and the Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate to issue and allot Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Issue Mandate and its extension will end on (i) the conclusion of the next annual general meeting of the Company following the passing of the Issue Mandate; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or (iii) the revocation or variation of the Issue Mandate by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

### **6. AGM**

The notice convening the AGM is set out on pages 14 to 17 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the AGM. Such form of proxy for use at the AGM is also published on the websites of the Company and the Stock Exchange. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof if you so wish.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders.

### **7. RECOMMENDATION**

The Directors consider that the proposed ordinary resolutions for (i) granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; and (ii) the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all these resolutions to be proposed at the AGM.

By Order of the Board of  
**China High Precision Automation Group Limited**  
**Wong Fun Chung**  
*Chairman*



The following are the particulars of the Directors proposed to be re-elected at the AGM:

**1. Mr. Zou Chong (鄒崇), aged 41**

Mr. Zou Chong was appointed as an executive Director of the Company on 2 July 2008 and is the deputy general manager of the Group. Mr. Zou graduated from the Sichuan University (四川大學) in 1991 specialising in computer application (計算機應用專業). Mr. Zou has served the Group for 19 years and participated in the development of the “WP-series Multi-channel Embedded-type Colored Paperless Recorder” (WP — 系列多通道嵌入式彩色顯示無紙記錄儀), which, together with Mr. Tang Chong Sen, was awarded the “Grade Three of Fuzhou Science and Technology Advancement Award (福州市科學技術進步三等獎)” by Fuzhou Municipal Government in 2006. Mr. Zou is responsible for the technical service centre, system integration, purchasing and sales and marketing of the Group.

Mr. Zou has entered into a service agreement with the Company for a term of three years commencing on 2 July 2008 subject to termination by not less than three months’ notice in writing served by either party on the other and is subject to retirement and re-election at the AGM in accordance with the Articles of Association. His emoluments are determined with reference to his performance duties and responsibilities with the Company and the Company’s remuneration policy.

As at the Latest Practicable Date, Mr. Zou was interested in 6,000,000 options granted to him by the Company under its share option scheme adopted on 28 October 2009, carrying rights to subscribe for 6,000,000 shares at the exercise price of HK\$5.60 per share during the exercise period from 1 April 2011 to 31 March 2016. Save as disclosed above, Mr. Zou has no interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zou is independent from and not related to any other Directors, senior management or substantial shareholders of the Company.

Save as disclosed above, Mr. Zou has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Zou and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**2. Mr. Su Fang Zhong (蘇方中), aged 61**

Mr. Su Fang Zhong was appointed as an executive Director of the Company on 2 July 2008 and is the deputy general manager of the Group. He graduated from Fujian Broadcasting Television University (福建廣播電視大學) in 1990 specializing in financial accounting (財務會計). In 1991, Mr. Su successfully completed quality management (計量管理) training provided by the State Bureau of Technical Supervision (國家技術監督局). He has served the Group for 19 years. In 2003, he was approved as an electrical engineer (intermediate level) (中級電子工程師) by the Intermediate and Primary Level Adjudication Committee of the Fuzhou City Rural Enterprise Engineering Department (福州市鄉鎮企業工程系列中、初級評委會). Mr. Su was recognized by the Fuzhou Bureau of Light Industry (福州市輕工業局) as an outstanding performer in the technological development of light industry system (輕工業系統技術開發優秀工作者) in 1989 and also as a pioneer worker in production management (生產管理先進工作者) in 1991. Mr. Su is responsible for the warehouse management, production workshops and quality control of the Group.

Mr. Su has entered into a service agreement with the Company for a term of three years commencing on 2 July 2008 subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement and re-election at the AGM in accordance with the Articles of Association. His emoluments are determined with reference to his performance duties and responsibilities with the Company and the Company's remuneration policy.

As at the Latest Practicable Date, Mr. Su was interested in 6,000,000 options granted to him by the Company under its share option scheme adopted on 28 October 2009, carrying rights to subscribe for 6,000,000 shares at the exercise price of HK\$5.60 per share during the exercise period from 1 April 2011 to 31 March 2016. Save as disclosed above, Mr. Zou has no interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Su is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Mr. Su has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Su and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**3. Dr. Hu Guo Qing (胡國清博士), aged 47**

Dr. Hu Guo Qing was appointed as an independent non-executive Director of the Company since 2 April 2008. Dr. Hu graduated from the Department of Aviation Automation Control (航空自動控制系) of the Northwestern Polytechnical University (西北工業大學) in 1987 and acquired his doctorate degree from the Department of Hydraulic Engineering (水利工程系) of the Chengdu University of Science and Technology (成都科技大學) in 1993. Since 1993, Dr. Hu has been involved in scientific research and academic teaching in areas such as MEMS technology, sensor technology, industrial automation, mechanical control engineering and automation control. Dr. Hu is currently a Professor at the College of Industrial Equipment and Control Engineering of the South China University of Technology (華南理工大學).

Dr. Hu has entered into a formal appointment letter with the Company for a term of one year commencing on 2 April 2008 with automatic renewal subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement and re-election at the AGM in accordance with the Articles of Association. His emoluments are determined with reference to his performance duties and responsibilities with the Company and the Company's remuneration policy.

As at the Latest Practicable Date, Dr. Hu was interested in 200,000 options granted to him by the Company under its share option scheme adopted on 28 October 2009, carrying rights to subscribe for 200,000 shares at the exercise price of HK\$5.60 per share during the exercise period from 1 April 2011 to 31 March 2016. Save as disclosed above, Dr. Hu has no interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Dr. Hu is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Dr. Hu has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Dr. Hu and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**4. Mr. Chan Yuk Hiu Taylor (陳玉曉), aged 33**

Mr. Chan Yuk Hiu, Taylor was appointed as an independent non-executive Director of the Company since 2 April 2008. Mr. Chan holds an Honours Diploma in Accounting from Hong Kong Shue Yan College (presently Hong Kong Shue Yan University), and a Master of Professional Accounting from The Hong Kong Polytechnic University. He is an associate member of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Since graduation he has acquired various accounting, auditing and company secretarial work experience both from certified public accountants firms and listed companies. In May 2006, he was appointed as both Company Secretary and Qualified Accountant of FAVA International Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange. Mr. Chan has over nine years of experience in professional accounting and auditing practice.

Mr. Chan has entered into a formal appointment letter with the Company for a term of one year commencing on 2 April 2008 with automatic renewal subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement and re-election at the AGM in accordance with the Articles of Association. His emoluments are determined with reference to his performance duties and responsibilities with the Company and the Company's remuneration policy.

As at the Latest Practicable Date, Mr. Chan was interested in 200,000 options granted to him by the Company under its share option scheme adopted on 28 October 2009, carrying rights to subscribe for 200,000 shares at the exercise price of HK\$5.60 per share during the exercise period from 1 April 2011 to 31 March 2016. Save as disclosed above, Mr. Chan has no interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Chan is independent from and not related to any other Directors, senior management or substantial shareholders of the Company. Save as disclosed above, Mr. Chan has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules in respect of Mr. Chan and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(l)(b) and other relevant provisions of the Listing Rules which is set out as follows:

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,037,500,000 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 103,750,000 Shares, being 10% of the entire issued share capital of the Company.

### **2. REASONS FOR SHARES REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as a whole as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

The Directors consider that the exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 30 June 2011, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with

the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 30 June 2011) which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. MARKET PRICES

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

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2010</b>		
October	5.30	4.40
November	6.41	4.80
December	6.39	5.41
<b>2011</b>		
January	7.45	5.98
February	7.13	5.69
March	6.57	5.05
April	6.64	5.55
May	6.46	5.68
June	6.47	5.70
July	6.32	5.12
August	5.50	3.63
September	4.52	2.36
October (up to the Latest Practicable Date)	3.23	2.34

#### 5. UNDERTAKING

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

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

**6. TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT**

If a Shareholder's proportionate interest in the voting capital of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Mr. Wong Fun Chung is beneficially interested in an aggregate of approximately 36.95% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the shareholding in the Company held by him would be increased to approximately 41.05% of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent as a result of such repurchase, the number of Shares held by the public would fall below 25% of the total number of Shares in issue. The Directors do not have any present intention (i) to repurchase Shares to an extent which will result in the amount of Shares held by the public being reduced to less than 25% and (ii) to trigger any event under the Takeovers Code.

**7. SHARE REPURCHASES MADE BY THE COMPANY**

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.



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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA HIGH PRECISION AUTOMATION GROUP LIMITED

### 中國高精密自動化集團有限公司

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 591)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of China High Precision Automation Group Limited (the “Company”) will be held at Concord Room II–III, 8th Floor, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Tuesday, 29 November 2011 for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and of the auditors of the Company for the year ended 30 June 2011.
2. To declare a final dividend for the year ended 30 June 2011.
3. To re-elect the following retiring Directors and to authorise the board of Directors (the “Board”) to fix the remuneration of the Directors:
  - (i) to re-elect Mr. Zou Chong as an executive Director;
  - (ii) to re-elect Mr. Su Fang Zhong as an executive Director;
  - (iii) to re-elect Dr. Hu Guo Qing as an independent non-executive Director; and
  - (iv) to re-elect Mr. Chan Yuk Hiu Taylor as an independent non-executive Director.
4. To consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:

**(A) “THAT**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and



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## NOTICE OF ANNUAL GENERAL MEETING

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in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as amended from time to time) (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) 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 pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company, or (c) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the memorandum and articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution: “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company;
  - (b) 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 to be held; and
  - (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) “**THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase or otherwise acquire shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission (“SFC”) for this purpose, subject to and in accordance with all applicable rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and are applicable laws in this regard be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which are authorized to be purchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution: “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company;
  - (b) 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 to be held; and
  - (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the Company in general meeting.”

(C) “**THAT**

conditional upon the passing of the resolutions set out in paragraphs 4(A) and 4(B) of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 4(A) of the notice convening this meeting be and is hereby extended by the addition thereto an amount of shares representing the aggregate nominal amount of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 4(B) above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board of  
**China High Precision Automation Group Limited**  
**Wong Fun Chung**  
*Chairman*

Hong Kong, 28 October 2011

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## NOTICE OF ANNUAL GENERAL MEETING

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**Notes:**

- (1) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for the AGM is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which the form is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- (3) Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) Completion and delivery of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the AGM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
- (5) The register of members of the Company will be closed for the purpose of ascertaining the right of shareholders of the Company to attend and vote at the AGM from Wednesday, 23 November 2011 to Tuesday, 29 November 2011, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 22 November 2011.
- (6) The register of members of the Company will be closed for the purpose of ascertaining the entitlement of shareholders of the Company to the proposed final dividend from Monday, 5 December 2011 to Thursday, 8 December 2011, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend (subject to the approval of shareholders of the Company at the AGM), all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at the address as mentioned in Note 5 above not later than 4:30 p.m. on Friday, 2 December 2011.
- (7) With regard to the proposed resolutions no. 4(A) to 4(C) above, the Directors wish to state that they have no immediate plans to issue any new shares or repurchase any shares of the Company.
- (8) A circular containing, among others things, an explanatory statement relating to the proposed resolution no. 4(B) above has been despatched to the shareholders of the Company.
- (9) As at the date of this notice, Mr. Wong Fun Chung is an executive Director and the chairman of the board of Directors; Mr. Zou Chong, Mr. Su Fang Zhong and Mr. Cheung Chuen are the executive Directors; Dr. Hu Guo Qing, Ms. Ji Qin Zhi and Mr. Chan Yuk Hiu Taylor are the independent non-executive Directors.