

EMBRY HOLDINGS LIMITED (THE “COMPANY”)

Procedures for Shareholders to Propose a Person for Election as a Director

Article 113 of the Company’s articles of association provides that “no person, other than a retiring director, shall, unless recommended by the directors for election, be eligible for election to the office of director at any general meeting, unless notice in writing of the intention to propose that person for election as a director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office at least seven clear days before the date of the general meeting and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and shall be at least seven clear days in length.”

Accordingly, if a shareholder of the Company (“**Shareholder**”) wishes to nominate a person to stand for election as a director of the Company (“**Director(s)**”), the following documents must be validly sent to the Company’s principal place of business in Hong Kong or the office of its Hong Kong branch share registrar (^{note 1}), namely (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice executed by the nominated candidate of the candidate’s willingness to be appointed together with (A) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and such other information, as set out in the below heading “Required information of the candidate(s) nominated by Shareholders”, and (B) the candidate’s written consent to the publication of his/her personal data.

In order to ensure that Shareholders have sufficient time to receive and consider the information of the nominated candidate(s), Shareholders are urged to submit their proposals as early as practicable (^{note 2}), so that an announcement can be issued or a supplemental circular containing information of the candidate(s) proposed by Shareholders can be despatched to Shareholders as soon as practicable. The Company will assess whether or not it is necessary to adjourn the meeting of election to give shareholders at least ten business days to consider the relevant information disclosed in the announcement or supplementary circular (^{note 3}).

The Shareholder proposing the candidate will be required to read out aloud the proposed resolution at the general meeting.

Notes:

- 1. The address of the Company’s principal place of business is 7th Floor, Wyler Centre II, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong and the address of its Hong Kong branch share registrar is 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong.*
- 2. The period for lodgment of the notices of (i) and (ii) above will commence no earlier than the day after the dispatch of the notice of the general meeting and end no later than seven days prior to the date of such meeting.*
- 3. Rule 13.70 of the Listing Rules.*

Required information of the candidate(s) nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Embry group of companies (if any);
- (c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company;
- (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (g) interests in shares of the Company within the meaning of Part XV of the SFO, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- (i) contact details.