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## EMBRY HOLDINGS LIMITED

### 安莉芳控股有限公司

(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 1388)

**(1) VOTING RESULTS OF ANNUAL GENERAL MEETING;  
(2) APPOINTMENT OF DIRECTOR;  
(3) CHANGE IN COMPOSITION OF THE AUDIT COMMITTEE; AND  
(4) ADOPTION OF AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

References are made to the circular (the “**Circular**”) of Embry Holdings Limited (the “**Company**”) and the notice (the “**AGM Notice**”) of annual general meeting both dated 20 April 2023. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the AGM Notice unless otherwise defined.

#### **(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The Board announces that at the Annual General Meeting held on 25 May 2023 (the “**AGM**”), all the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders as ordinary resolutions or special resolution by way of poll. The number of Shares represented by votes for and against the respective resolutions was as follows:

Ordinary Resolutions*		Number of Votes (%)	
		For	Against
1.	To consider and receive the audited Consolidated Financial Statements and the Reports of the Directors and Auditor of the Company for the year ended 31 December 2022.	290,873,107 (99.99%)	75 (0.01%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			
2.	To appoint Mr. Chan Chi On as Director.	290,873,107 (99.99%)	75 (0.01%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.			

Ordinary Resolutions*		Number of Votes (%)	
		For	Against
3.	To re-elect Mr. Cheng Chuen Chuen as Director.	279,257,132 (96.01%)	11,616,050 (3.99%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
4.	To re-elect Mr. Lau Siu Ki as Director.	278,238,132 (95.66%)	12,635,050 (4.34%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
5.	To re-elect Mr. Lee Kwan Hung as Director.	278,238,132 (95.66%)	12,635,050 (4.34%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
6.	To authorise the Board to fix the Directors' remuneration.	279,257,057 (96.01%)	11,616,125 (3.99%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
7.	To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix their remuneration.	290,873,107 (99.99%)	75 (0.01%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
8.	To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing this resolution.	278,955,132 (95.90%)	11,918,050 (4.10%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
9.	To grant a general mandate to the Directors to repurchase Shares up to 10% of the total number of Shares in issue as at the date of passing this resolution.	290,873,107 (99.99%)	75 (0.01%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
10.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by the number of Shares repurchased by the Company.	277,936,057 (95.55%)	12,937,125 (4.45%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		

Special Resolution*		Number of Votes (%)	
		For	Against
11.	To approve the Proposed Amendments to the existing Memorandum and Articles of Association and to adopt the Amended and Restated Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association.	290,873,107 (99.99%)	75 (0.01%)
As not less than three-fourths of the votes were cast in favour of this resolution, the resolution was duly passed.			

*\*Full text of the relevant resolutions is set out in the AGM Notice and the Circular.*

As at the date of the AGM, the total number of Shares in issue was 422,416,638 Shares, which was the total number of Shares entitling the holders to attend and vote on the resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and none of the Shareholders was required to abstain from voting on any resolutions at the AGM under the Listing Rules.

No parties have stated their intention in the Circular to vote against or abstain from voting on any resolutions at the AGM.

Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the AGM.

The following Directors attended the AGM: Madam Ngok Ming Chu, Ms. Cheng Pik Ho Liza, Mr. Cheng Chuen Chuen, Ms. Lu Qun, Mr. Lau Siu Ki, Mr. Lee Kwan Hung and Prof. Lee T. S.

## **(2) APPOINTMENT OF DIRECTOR**

The Board is pleased to announce that the appointment of Mr. Chan Chi On as an independent non-executive Director has been approved by the Shareholders at the AGM. Mr. Chan will enter into a letter of appointment with the Company for a term of two years commencing from 25 May 2023.

The biographical details of Mr. Chan, which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, are set out in the Circular. As at the date of this announcement, save as Mr. Chan's age being changed to 60, his biographical details remained unchanged. There is no other matters relating to the appointment of Mr. Chan that need to be brought to the attention of the Shareholders nor is there any other information required to be disclosed pursuant to any of the requirements of Rule 13.51(h) to (v) of the Listing Rules.

## **(3) CHANGE IN COMPOSITION OF THE AUDIT COMMITTEE**

Upon Mr. Chan's appointment as a Director, the Board has resolved to appoint Mr. Chan as a member of the Audit Committee with effect from 25 May 2023 and accept the resignation of Mr. Lee Kwan Hung as a member of the Audit Committee on the same date. Mr. Lee will continue to serve as the chairman of the Remuneration Committee and a member of the Nomination Committee.

With effect from 25 May 2023:

- the Audit Committee comprises Mr. Lau Siu Ki (as chairman), Mr. Chan Chi On and Prof. Lee T. S.;
- the Remuneration Committee comprises Mr. Lee Kwan Hung (as chairman), Ms. Cheng Pik Ho Liza, Mr. Lau Siu Ki and Prof. Lee T. S.; and
- the Nomination Committee comprises Prof. Lee T. S. (as chairman), Ms. Cheng Pik Ho Liza, Mr. Lau Siu Ki and Mr. Lee Kwan Hung.

#### **(4) ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Upon approval of special resolution no. 11 by the Shareholders at the AGM, the Proposed Amendments as stated in the Circular have taken effect on 25 May 2023 and the Amended and Restated Memorandum and Articles of Association has been adopted in substitution for and to the exclusion of the existing Memorandum and Articles of Association with effect from 25 May 2023. For full text of the Amended and Restated Memorandum and Articles of Association, please refer to the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.embrygroup.com](http://www.embrygroup.com)).

By Order of the Board of  
**Embry Holdings Limited**  
**Ngok Ming Chu**  
*Chairman*

Hong Kong, 25 May 2023

*As at the date of this announcement and following the appointment of Mr. Chan Chi On as an independent non-executive Director, the Board comprises four executive Directors, namely Madam Ngok Ming Chu (Chairman), Ms. Cheng Pik Ho Liza (Chief Executive Officer), Mr. Cheng Chuen Chuen and Ms. Lu Qun; and four independent non-executive Directors, namely Mr. Chan Chi On, Mr. Lau Siu Ki, Mr. Lee Kwan Hung and Prof. Lee T. S.*