



EMBRY HOLDINGS LIMITED

安莉芳控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1388)

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT 11:30 A.M. ON FRIDAY, 19 DECEMBER 2008.

I/We (note a) _____
of _____

being the registered holder(s) of (note b) _____ shares of HK\$0.01 each of EMBRY HOLDINGS LIMITED (“Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or _____
of _____

to act as my/our proxy (note c) at the extraordinary general meeting (“Meeting”) of the Company to be held at The Palace Rooms, Basement 1, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong at 11:30 a.m. on Friday, 19 December 2008 and at any adjournment thereof for the purpose of considering and, if thought fit, vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated (note d), and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR	AGAINST
To approve the Master Agreement and all the transactions contemplated thereunder, and the annual cap amounts in connection therewith		

Dated the _____ day of _____ 2008

Shareholder’s signature _____ (notes e, f, g, h and i)

Notes:

- (a) Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- (b) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (c) A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his/her stead. A proxy need not be a member of the Company. If any proxy other than the Chairman of the Meeting is preferred, please delete the words “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the person appointed proxy in the space provided.
- (d) If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of such resolution. A proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than that set out in the notice convening the Meeting.
- (e) In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall, alone and to the exclusion of the other joint registered holders, be entitled to vote in respect thereof.
- (f) The form of proxy must be signed by a shareholder, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (g) To be valid, this form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the office of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time of the Meeting or any adjournment thereof.
- (h) Any alterations made to this form should be initialled by the person who signed the form.
- (i) Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.