

HENRY GROUP HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(the "Company")

Procedures for Shareholders to propose a person for election as a director

Effective on 19 March 2012
(Adopted at the Board Meeting on 19 March 2012)

NOTICE

If any shareholder of the Company ("Shareholder") wishes to propose a person other than a retiring director of the Company for election as a director of the Company at any general meeting, a notice signed by the Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the principal place of business of the Company in Hong Kong at Suite 1711 Tower 2 Times Square, 1 Matheson Street, Causeway Bay, Hong Kong during a period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such meeting, provided that the minimum length of such period shall be at least seven (7) days..

To accommodate any possibility that a Shareholder may send a notice for nominating a director, the Company will try its best endeavour to give at least 25 business days' notice for convening a general meeting at which election of a retiring director is to be considered.

In order not to adjourn the general meeting and to ensure Shareholders have sufficient time to receive and consider the information of the nominated candidate(s), in case a Shareholder wishes to propose any person (other than a retiring director of the Company) as a director of the Company, he is urged to send the required notices as early as practicable, preferably no later than fourteen (14) business day before the date of such general meeting so that a supplemental circular containing information of the candidate(s) proposed by Shareholders can be despatched to Shareholders no later than ten (10) business day prior to the date of such general meeting.

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 Nomination Notice 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 Company's group of companies (if any);
- (c) experience including (i) other directorships held in the past 3 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 Rules Governing The Listing of Securities on the Stock Exchange of Hong Kong Limited ("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 Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, 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

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