



ERNEST BOREL HOLDINGS LIMITED

依波路控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1856)

Procedures for shareholders to propose a person for election as director

According to the amended and restated articles of association of Ernest Borel Holdings Limited (the “**Company**”) with effective from the date on which the shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Articles**”) , the Company may from time to time by ordinary resolution elect any person to be a director of the Company (“**Director**”) either to fill a casual vacancy on the board of Directors (the “**Board**”) or as an addition to the existing Board.

No person, other than a retiring Director shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, save that a shareholder may propose a person other than a retiring Director for election as a Director at a general meeting following the procedures described below. Such procedures are subject to the Articles and applicable legislation and regulations, in particular the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

Pursuant to Article 85 of the Articles, if a shareholder of the Company wishes to propose a person for election as a Director at any general meeting, such shareholder shall give a notice signed by such 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 head office or at the Registration Office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

In order for the Company to inform shareholders of that proposal, the written notice must state the full name of the person proposed for election as a Director, include the person’s biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and be signed by the shareholder concerned.

These procedures are prepared in Chinese and English. The Articles have only been adopted in English by shareholders of the Company by special resolution. In the event that there is any discrepancy or inconsistency between the Chinese and English versions, the English version shall prevail.