



ZMAY HOLDINGS LIMITED

中民安園控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8085)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

1. The following procedures for shareholders (“**Shareholders**”) of ZMAY Holdings Limited (“**Company**”) to propose a person for election as a director of the Company are prepared in accordance with article 88 of the articles of association of the Company:

- 1.1 If a Shareholder wishes to propose a person (“**Candidate**”) for election as a director of the Company (“**Directors**”) at a general meeting, he/she should deposit (i) a written notice (“**Proposal Notice**”) of the intention to propose the Candidate for election as a Director; and (ii) a written notice (“**Consent Notice**”) signed by the Candidate of his/her willingness to be elected at either of the following addresses during a period of at least seven days commencing no earlier than the day immediately after the despatch of the notice of the general meeting and ending no later than seven days before the date of such general meeting:

Head office and principal place of business of the Company in Hong Kong

Unit 2704
27/F., West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Registered office of the Company

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands
British West Indies

- 1.2 The Proposal Notice (i) must be accompanied by the information of the Candidate as required by rule 17.50(2) of the Rules (“**GEM Listing Rules**”) Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, as summarised and set out in paragraph 1.5 below; and (ii) must be signed by the Shareholder proposing the Candidate for election as a Director.
- 1.3 The Consent Notice (i) must indicate his/her willingness to be elected and consent of the publication of his/her information as required by rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the Candidate.

- 1.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Proposal Notice as early as practicable.
- 1.5 The Proposal Notice referred to in paragraph 1.2 shall be accompanied by the following information of the Candidate(s):
- (a) full name and age;
 - (b) positions held with the Company and/or its members;
 - (c) experience including (i) other directorships held in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) other major appointments and professional qualifications;
 - (d) length or proposed length of service with the Company;
 - (e) relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules), or an appropriate negative statement;
 - (f) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement; and
 - (g) a declaration made by the Candidate in respect of the information required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM 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 Candidate's standing for election as a Director that should be brought to Shareholders' attention.
2. To enable the Shareholders to make an informed decision on the election at a general meeting, the Company shall publish an announcement or issue a supplementary circular as soon as practicable after the receipt of the Proposal Notice and the Consent Notice. The Company shall include particulars of the Candidate in the announcement or supplementary circular. The Company shall assess whether or not it is necessary to adjourn the meeting of the election to give members at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

Hong Kong, 30 March 2012