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If you are in any doubt about any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in the Company, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is addressed to the shareholders of the Company in connection with the EGM to be held on Friday, 19 December 2008. This circular is not and does not constitute an offer of, nor is it intended to invite offers for, shares in or other securities of the Company.

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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)

**CONTINUING CONNECTED TRANSACTIONS – MASTER AGREEMENT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent financial adviser to
the Independent Board Committee and the Independent Shareholders**



CIMB-GK Securities (HK) Limited

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 4 to 10 of this circular. A letter from the Independent Board Committee is set out on page 11 of this circular. A letter from CIMB-GK containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 12 to 15 of this circular.

A notice convening the EGM 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 is set out on pages 21 to 22 of this circular. If you are not able to attend the meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

24 November 2008

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“associate”	has meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“Cheng’s Family”	collectively, Mr. Cheng Man Tai, Madam Ngok Ming Chu, Ms. Cheng Pik Ho Liza and Mr. Cheng Chuen Chuen and their respective associates
“CIMB-GK” or “Independent Financial Adviser”	CIMB-GK Securities (HK) Limited, a corporation licensed to carry on type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Master Agreement and the annual cap amounts in connection therewith
“Company”	Embry Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Duosiwei Changzhou”	常州多思維傢俱裝飾工程有限公司 (unofficial translation being Changzhou Duosiwei Furniture Decoration Construction Co., Ltd.), a wholly foreign owned enterprise established in the PRC and is owned as to 100% by Mr. Cheng Chuen Chuen
“Duosiwei Companies”	collectively, Duosiwei Changzhou and Duosiwei Shenzhen
“Duosiwei Shenzhen”	多思維五金塑料製品(深圳)有限公司 (Duosiwei Metal & Plastic Products (Shenzhen) Co., Ltd.), a wholly foreign owned enterprise established in the PRC and is owned as to 100% by Multiple Idea Limited (a company wholly owned by Mr. Cheng Chuen Chuen)
“EGM”	the extraordinary general meeting of the Company convened to be held on Friday, 19 December 2008 for the purposes of considering, and if thought fit, approving the Master Agreement and all the transactions contemplated thereunder, and the proposed annual cap amounts in connection therewith

DEFINITIONS

“Embry CZ”	安莉芳(常州)服装有限公司 (Embry (Changzhou) Garments Ltd.), a wholly foreign owned enterprise established in the PRC and an indirect wholly owned subsidiary of the Company
“Embry SD”	安莉芳(山東)服装有限公司 (Embry (Shandong) Garments Limited), a wholly foreign owned enterprise established in the PRC and an indirect wholly owned subsidiary of the Company
“Embry SZ”	安莉芳(中國)服装有限公司 (Embry (China) Garments Ltd.), a wholly foreign owned enterprise established in the PRC and an indirect wholly owned subsidiary of the Company
“Existing Master Agreements”	collectively, the master agreement entered into between Duosiwei Changzhou on one hand and Embry CZ and Embry SZ on the other hand in respect of the provision of decoration services (including the manufacture of fixtures and fittings) by Duosiwei Changzhou to Embry CZ and Embry SZ dated 25 November 2006, and the master agreement entered into between Duosiwei Shenzhen on one hand and Embry CZ and Embry SZ on the other hand in respect of the provision of decoration services (including the manufacture of fixtures and fittings) by Duosiwei Shenzhen to Embry CZ and Embry SZ dated 25 November 2006
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board comprising three independent non-executive Directors namely, Mr. Lau Siu Ki, Mr. Lee Kwan Hung and Prof. Lee T.S. established by the Board for the purpose of advising the Independent Shareholders as to the fairness and reasonableness of the terms of the Master Agreement and the proposed annual cap amounts in connection therewith
“Independent Shareholders”	shareholders of the Company other than the Cheng’s Family

DEFINITIONS

“Latest Practicable Date”	19 November 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Master Agreement”	the master agreement entered into between Duosiwei Changzhou, Duosiwei Shenzhen, the Company, Embry CZ, Embry SZ and Embry SD in respect of the provision of services of decoration (including the manufacture of fixtures and fittings), designing and manufacturing of moulds of different types by Duosiwei Companies to the Group dated 6 November 2008
“PRC”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Services”	services of decoration (including the manufacture of fixtures and fittings), designing and manufacturing of moulds of different types to the Group
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary shares which have a par value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



EMBRY HOLDINGS LIMITED

安莉芳控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1388)

Executive Directors:

Mr. Cheng Man Tai (*Chairman*)
Ms. Cheng Pik Ho Liza (*Chief Executive Officer*)
Madam Ngok Ming Chu
Mr. Hung Hin Kit

Independent non-executive Directors:

Mr. Lau Siu Ki (alias, Kevin Lau)
Mr. Lee Kwan Hung
Prof. Lee T.S. (alias, Lee Tien-sheng)

Registered Office:

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

*Principal place of
business in Hong Kong:*

7th Floor
Wylar Centre II
200 Tai Lin Pai Road
Kwai Chung, New Territories
Hong Kong

24 November 2008

To the Shareholders

Dear Sir or Madam

**CONTINUING CONNECTED TRANSACTIONS – MASTER AGREEMENT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The Board announced on 6 November 2008 that the Group and Duosiwei Companies entered into the Master Agreement, pursuant to which the Group has agreed to engage Duosiwei Companies to provide the Services on a non-exclusive basis.

The transactions contemplated under the Master Agreement constitute non-exempt continuing connected transactions for the Company under Chapter 14A of the Listing Rules and is subject to reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company will seek the Independent Shareholders' approval for the Master Agreement and all the transactions contemplated thereunder, and the proposed annual cap amounts in connection therewith at the EGM.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information in relation to the Master Agreement and the Group and to give you notice of the EGM.

THE MASTER AGREEMENT

Date: 6 November 2008

Parties:

1. Duosiwei Shenzhen;
2. Duosiwei Changzhou;
3. the Company;
4. Embry SZ;
5. Embry CZ; and
6. Embry SD.

Duosiwei Shenzhen is a wholly foreign owned enterprise established in the PRC and is owned as to 100% by Multiple Idea Limited (a company wholly owned by Mr. Cheng Chuen Chuen). Duosiwei Changzhou is a wholly foreign owned enterprise established in the PRC and is owned as to 100% by Mr. Cheng Chuen Chuen. Mr. Cheng Chuen Chuen is a son of Mr. Cheng Man Tai, an executive Director and a controlling Shareholder.

Each of Duosiwei Companies is principally engaged in the production, design and sale of fixtures and fittings for display, and different types of moulds including those for the production of brassieres and mannequins.

The Company is an investment holding company.

Each of Embry SZ, Embry CZ and Embry SD is an indirect wholly-owned subsidiary of the Company and is principally engaged in the design, manufacture and retail distribution of lingerie products (including brassieres, panties and corsets), swimwear and sleepwear in the PRC.

Effective date of the Master Agreement

The Master Agreement will become effective on (i) the date of obtaining Independent Shareholders' approval of the Master Agreement at the EGM or (ii) 1 January 2009, whichever is the later, and will terminate on 31 December 2011.

LETTER FROM THE BOARD

Material terms of the Master Agreement

Pursuant to the Master Agreement, the Group has agreed to engage Duosiwei Companies to provide the Services on a non-exclusive basis. For the avoidance of doubt, the Group is not contractually bound to engage Duosiwei Companies to provide the Services and is free to engage any other third party for the provision of the Services during the term of the Master Agreement. Duosiwei Companies will produce the fixtures and fittings and moulds in accordance with the design and specifications provided by the Group.

The exact quantity, specifications and quality of the fixtures and fittings and moulds, place and date of delivery and payment terms will be set out in the orders to be issued by the Group to Duosiwei Companies. In general, the Group is required to pay the service fees to Duosiwei Companies within 30 days of delivery of the Services.

Basis of pricing

The terms of the Services (including the price) will be on normal commercial terms, and will be determined between the Group and Duosiwei Companies on an arm's length basis and on terms no less favourable than terms provided by independent third parties to the Group. Duosiwei Companies have covenanted that the terms of the Services to be provided by them to the Group will be no less favourable than those provided by them to their independent third parties. The exact pricing of each order shall be subject to the Group's acceptance of the quotation of each order made by the relevant Duosiwei Companies.

Historical figures

The following is a summary of the historical figures for the provision of the Services by Duosiwei Companies to the Group for each of the three years ended 31 December 2007 and the six months ended 30 June 2008:

	For the year ended 31 December			For the six months ended
	2005	2006	2007	30 June
	(audited)	(audited)	(audited)	(unaudited)
	HK\$ (million)	HK\$ (million)	HK\$ (million)	HK\$ (million)
	13.8	13.5	16.6	11.0

LETTER FROM THE BOARD

Proposed annual cap amounts

The Group estimates that the transactions contemplated under the Master Agreement will not exceed the following annual cap amounts for the three financial years ending 31 December 2011 respectively:

2009 HK\$ (million)	For the year ending 31 December		2011 HK\$ (million)
	2010 HK\$ (million)	2010 HK\$ (million)	
19.9	19.9	19.9	19.9

Existing annual cap amounts

As set out in the Company's prospectus dated 5 December 2006, the existing annual cap amounts of the transactions under the Existing Master Agreements for each of the three years ending 31 December 2008 are as follows:

2006 HK\$ (million)	For the year ended 31 December		For the year ending 31 December 2008 HK\$ (million)
	2006 HK\$ (million)	2007 HK\$ (million)	
15.1	15.1	17.3	19.9

As at the Latest Practicable Date, the Group had not exceeded any of the above annual cap amounts.

Basis for the annual cap amounts

The Group will engage Duosiwei Companies to provide the Services when new retail stores, concessionary counters or sales areas that are to be set up or when other ad hoc decoration work is required at the retail stores, concessionary counters or sales areas, and when new moulds are required for the production of brassieres and mannequins. The Group will also engage Duosiwei Companies to provide the Services when the Group launches a new decoration theme for its retail stores, concessionary counters and sales areas. Generally, the Group's retail stores, concessionary counters and sales areas will launch new decoration themes every two to three years.

The annual cap amounts for the transactions contemplated under the Master Agreement for each of the three years ending 31 December 2011 were estimated primarily based on (i) the fees paid by the Group to Duosiwei Companies for the three years ended 31 December 2007 and the six months ended 30 June 2008; (ii) the decoration work estimated to be required for the opening of new retail outlets in the PRC pursuant to the future plan of the Group and (iii) the Group's plan to launch a new decoration theme for its existing retail outlets. The Directors consider that the annual cap amounts for the transactions contemplated under the Master Agreement for each of the three years ending 31 December 2011 are fair and reasonable.

LETTER FROM THE BOARD

Reasons for the continuing connected transactions

Currently, Duosiwei Companies are providing the Services to the Group pursuant to the Existing Master Agreements. The term of the Existing Master Agreements will end on 31 December 2008. Accordingly, the Group and Duosiwei Companies entered into the Master Agreement to regulate the terms of the provision of the Services for the coming three years.

Pursuant to the Master Agreement, the Group is not contractually bound to engage Duosiwei Companies to provide the Services and the Group is free to engage other independent contractors for the provision of the Services. The Group has from time to time engaged other independent contractors for the provision of the Services. The Group will take into account the quotations for the provision of the Services from various suppliers in deciding the appropriate contractors for the provision of the Services. Duosiwei Shenzhen has provided the Services to the Group for more than 11 years whereas Duosiwei Changzhou has had business relationship with the Group for more than 7 years. As the quality of the Services has been up to the requirements and standards of the Group and the fact that the prices quoted by Duosiwei Companies have been comparable to those quoted by independent contractors, the Directors consider that it is in the interests of the Shareholders and the Group as a whole to enter into the Master Agreement and continue to engage Duosiwei Companies to provide the Services following the expiry of the Existing Master Agreements.

Confirmation from the Directors

The Directors (including the independent non-executive Directors whose view was formed after taking into account the advice of the Independent Financial Adviser) confirm that the terms of the Master Agreement, which have been negotiated and agreed on an arm's length basis based on normal commercial terms, are fair and reasonable to the Group, and are in the interests of the Shareholders and the Group as a whole. The Directors (including the independent non-executive Directors whose view was formed after taking into account the advice of the Independent Financial Adviser) also confirm that the proposed annual cap amounts set out above are fair and reasonable and in the interests of the Shareholders and the Group as a whole.

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

Each of Duosiwei Companies is ultimately and beneficially owned by Mr. Cheng Chuen Chuen, a son of Mr. Cheng Man Tai who is an executive Director and a controlling Shareholder. Accordingly, each of Duosiwei Companies is an associate of a connected person of the Company. Transactions between the Group and Duosiwei Companies will be subject to the provisions set out in Chapter 14A of the Listing Rules.

As each of Duosiwei Companies is an associate of a connected person of the Company, and taking into account the amount involved in the transactions contemplated under the Master Agreement, which will on annual basis exceed the 2.5% threshold and the HK\$10,000,000 threshold under Rule 14A.34 of the Listing Rules, the transactions contemplated under the Master Agreement constitute non-exempt continuing connected

LETTER FROM THE BOARD

transactions for the Company under Chapter 14A of the Listing Rules and is subject to reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company will seek the Independent Shareholders' approval for the Master Agreement and all the transactions contemplated thereunder, and the proposed annual cap amounts in connection therewith at the EGM.

EGM

The EGM is convened to be held at 11:30 a.m. on Friday, 19 December 2008 to consider, and if thought fit, to approve the Master Agreement and all the transactions contemplated thereunder, and the proposed annual cap amounts in connection therewith. A notice of the EGM is set out on pages 21 to 22 of this circular.

A form of proxy for use at the EGM is also enclosed. If you are not able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

In accordance with the Listing Rules, the Cheng's Family which held 299,987,000 Shares (representing approximately 74.79% of the entire issued share capital of the Company) will abstain from voting on the relevant ordinary resolution to be proposed at the EGM. The vote of the Independent Shareholders on such resolution will be taken by way of poll.

POLL PROCEDURE

Pursuant to Article 72 of the articles of association of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

LETTER FROM THE BOARD

- (iv) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or
- (v) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent. (5%) or more of the total voting rights at such meeting.

RECOMMENDATION

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Lau Siu Ki, Mr. Lee Kwan Hung and Prof. Lee T.S., has been established to advise the Independent Shareholders as to the fairness and reasonableness of the terms of the Master Agreement and the proposed annual cap amounts in connection therewith. Your attention is drawn to the letter of the Independent Board Committee set out on page 11 of this circular. Your attention is also drawn to the letter of advice from CIMB-GK to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Master Agreement and the proposed annual cap amounts in connection therewith set out on pages 12 to 15 of this circular.

The Independent Board Committee, having taken into account the advice of CIMB-GK, considers that the terms of the Master Agreement are on normal commercial terms and in the best interests of the Company and the Shareholders as a whole. The Independent Board Committee also considers that the terms of the Master Agreement and the proposed annual cap amounts in connection therewith are fair and reasonable so far as the Independent Shareholders are concerned and recommend the Independent Shareholders to vote in favour of the ordinary resolution approving the Master Agreement and all the transactions contemplated thereunder, and the proposed annual cap amounts in connection therewith at the EGM.

The Directors consider that the terms of the Master Agreement and the proposed annual cap amounts in connection therewith are fair and reasonable to the Company and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution at the EGM.

ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the Board of
Embry Holdings Limited
Cheng Man Tai
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is a full text of the letter from the Independent Board Committee prepared for the purpose of inclusion in this circular:



EMBRY HOLDINGS LIMITED

安莉芳控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1388)

24 November 2008

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS – MASTER AGREEMENT

We refer to the circular issued by the Company to its Shareholders and dated 24 November 2008 (“**Circular**”) of which this letter forms part. Terms defined in this Circular have the same meanings when used in this letter unless the context otherwise requires.

Under the Listing Rules, the transactions contemplated under the Master Agreement constitute non-exempt continuing connected transactions for the Company and are subject to obtaining approval from the Independent Shareholders.

We have been appointed by the Board to consider the terms of the Master Agreement and the annual cap amounts in connection therewith and to advise the Independent Shareholders as to whether, in our opinion, such terms and the annual cap amounts are fair and reasonable so far as the Independent Shareholders are concerned. CIMB-GK has been appointed as the independent financial adviser to advise us and the Independent Shareholders in this respect.

We wish to draw your attention to the letter from the Board and the letter from CIMB-GK as set out in the Circular. Having considered the principal factors and reasons considered by, and the advice of, CIMB-GK as set out in its letter of advice, we consider that the terms of the Master Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned. We also consider that the terms of the Master Agreement and the proposed annual cap amounts in connection therewith are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole, and recommend the Independent Shareholders to vote in favour of the ordinary resolution approving the Master Agreement and all the transactions contemplated thereunder, and the annual cap amounts in connection therewith at the EGM.

Yours faithfully,
For and on behalf of

Independent Board Committee

Lee Kwan Hung

Independent non-executive Directors

Lau Siu Ki

Lee T. S.

LETTER FROM CIMB-GK

The following is the full text of a letter of advice prepared by CIMB-GK to the Independent Board Committee and the Independent Shareholders for the purpose of inclusion in this circular:



CIMB-GK Securities (HK) Limited

25/F., Central Tower
28 Queen's Road Central
Hong Kong

24 November 2008

*To the Independent Board Committee and
the Independent Shareholders of
Embry Holdings Limited*

Dear Sirs,

CONTINUING CONNECTED TRANSACTIONS

We refer to our engagement as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the continuing connected transactions as contemplated under the Master Agreement and the annual caps relating thereto, details of which are contained in a circular (the "**Circular**") to the Shareholders dated 24 November 2008, of which this letter forms part. Expressions used in this letter have the same meanings as defined in the Circular unless the context otherwise requires.

An independent board committee comprising Mr. Lau Siu Ki, Mr. Lee Kwan Hung and Prof. Lee T.S., being the independent non-executive Directors, has been formed to advise the Independent Shareholders in relation to the terms of the Master Agreement and the annual caps relating thereto. Any vote of the Independent Shareholders at the EGM shall be taken by poll. The Cheng's Family will abstain from voting on the relevant ordinary resolution to be proposed at the EGM.

In formulating our recommendation, we have relied on the information and facts contained or referred to in the Circular. The Directors have declared in a responsibility statement set out in the appendix to the Circular that they jointly and severally accept full responsibility for the accuracy of the information contained in the Circular. We have also assumed that the information and representations contained or referred to in the Circular were true and accurate at the time they were made and continue to be so at the date of the dispatch of the Circular. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors. We have also been advised by the Directors and believe that no material facts have been omitted from the Circular.

LETTER FROM CIMB-GK

We consider that we have reviewed sufficient information to reach an informed view, to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our recommendation. We have not, however, conducted an independent verification of the information nor have we conducted any form of in-depth investigation into the businesses and affairs or the prospects of the Company, Duosiwei Companies or any of their respective subsidiaries or associates.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion for the Master Agreement and the annual caps relating thereto, we have considered the following principal factors and reasons:

Background and reasons

The Group is principally engaged in the design, manufacture and retail distribution of lingerie products, swimwear and sleepwear in the PRC, Hong Kong and Macau Special Administrative Region of the PRC, while Duosiwei Companies are principally engaged in the production and sale of fixtures and fittings for display, and different types of moulds including those for the production of brassieres and mannequins. Duosiwei Shenzhen has provided the Services to the Group for more than 11 years whereas Duosiwei Changzhou has had business relationship with the Group for more than 7 years. Currently, Duosiwei Companies are providing the Services to the Group pursuant to the Existing Master Agreements. The term of the Existing Master Agreements will end on 31 December 2008. Accordingly, the Group and Duosiwei Companies entered into the Master Agreement to regulate the terms of the provision of the Services for the three years ending 31 December 2011.

Pursuant to the Master Agreement, the Group is not contractually bound to engage Duosiwei Companies to provide the Services and the Group is free to engage other independent contractors for the provision of the Services. As the quality of the Services has been up to the requirements and standards of the Group and the fact that the prices quoted by Duosiwei Companies have been comparable to those quoted by independent contractors, the Directors consider that it is in the interests of the Company and the Shareholders as a whole to enter into the Master Agreement and continue to engage Duosiwei Companies to provide the Services following the expiry of the Existing Master Agreements.

Given that the Group is not contractually bound to engage Duosiwei Companies to provide the Services, we consider that the Master Agreement will provide flexibility for the Group to consider engaging Duosiwei Companies to provide the Services as and when necessary, and as the entering into of the Master Agreement is within the ordinary and usual course of business of the Company and the terms of the Master Agreements are fair and reasonable (as explained below), we consider that the entering into of the Master Agreement is in the interests of the Company and the Shareholders as a whole.

Terms and pricing basis of the Master Agreement

Pursuant to the Master Agreement, the Group has agreed to engage Duosiwei Companies to provide the Services to the Group on a non-exclusive basis. Duosiwei Companies will produce the fixtures and fittings and moulds in accordance with the design and specifications provided by the Group. The exact quantity, specifications and

LETTER FROM CIMB-GK

quality of the fixtures and fittings and moulds, place and date of delivery and payment terms will be set out in the orders to be issued by the Group to Duosiwei Companies from time to time. In general, the Group is required to pay the service fees to Duosiwei Companies within 30 days of delivery of the Services.

The terms of the Services (including the price) will be on normal commercial terms, and will be determined between the Group and Duosiwei Companies on an arm's length basis and on terms no less favourable than terms provided by independent third parties to the Group. The exact pricing of each order shall be subject to the Group's acceptance of the quotation of each order made by the relevant Duosiwei Companies.

As noted from the information provided by the Company, the Group will take into account the quotations for the provision of the Services from various suppliers in deciding the appropriate contractors for the provision of the Services. As advised by the Company, in general, the credit period offered by other independent contractors to the Group is also approximately 30 days from delivery of the Services. In addition, based on the information provided by the Company on the contract sum paid by the Group to Duosiwei Companies and to other independent contractors on projects of a similar nature, we noted that the amounts paid to Duosiwei Companies are no less favourable to the Group than those paid to independent third parties.

Views

Having taking into account the above, we consider that the terms of the Master Agreement as aforesaid are fair and reasonable so far as the Company and the Independent Shareholders are concerned.

The Caps

The following is a summary of the historical transaction amounts for the Services for the three financial years ended 31 December 2007 and the six months ended 30 June 2008, the existing annual cap amount for the year ending 31 December 2008, as well as the respective proposed cap amount for each of the three financial years ending 31 December 2011 ("Caps").

Historical amount of the continuing connected transactions				Existing annual cap amount for the year ending	The Caps		
For the financial year ended	For the financial year ended	For the financial year ended	For the six months ended	the year ending	For the financial year ending	For the financial year ending	For the financial year ending
31-Dec-05	31-Dec-06	31-Dec-07	30-Jun-08	31-Dec-08	31-Dec-09	31-Dec-10	31-Dec-11
HK\$ (million)	HK\$ (million)	HK\$ (million)	HK\$ (million)	HK\$ (million)	HK\$ (million)	HK\$ (million)	HK\$ (million)
13.8	13.5	16.6	11.0	19.9	19.9	19.9	19.9

LETTER FROM CIMB-GK

As noted from the letter from the Board, the proposed Caps for the continuing connected transactions as contemplated under the Master Agreement are determined with reference to (i) the fees paid by the Group to Duosiwei Companies during the three years ended 31 December 2007 and for the six months ended 30 June 2008; (ii) the decoration work estimated to be required for the opening of new retail outlets in the PRC pursuant to the future plan of the Group; and (iii) the Group's plan to launch a new decoration theme for its existing retail outlets.

In assessing the reasonableness of the Caps, we have discussed with the Directors the basis and the assumptions underlying the projections for the amount of decoration work and reviewed the Group's plan of opening new retail outlets and launching new decoration themes. Having considered these as well as the historical amounts of the existing continuing connected transactions, we consider that the Caps to be fair and reasonable so far as the Company and the Independent Shareholders are concerned. However, the Shareholders should note that the Caps relate to future events and they do not represent forecasts of contract amounts to be incurred from the continuing connected transactions. Consequently, we express no opinion as to how closely the actual contract sums to be incurred under the continuing connected transactions as contemplated under the Master Agreement correspond with the Caps.

RECOMMENDATION

Having considered the principal factors and reasons referred to the above, we consider that the entering into of the Master Agreement is in the ordinary and usual course of business of the Company, and the terms thereof including the relevant caps are on normal commercial terms, in the interests of the Company and the Shareholders as a whole, and are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Master Agreement and all the transactions contemplated thereunder, and the adoption of the Caps.

Yours faithfully,

For and on behalf of

CIMB-GK Securities (HK) Limited

Alex Lau

Director

Head of Corporate Finance

Mabel Lam

Senior Vice President

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statements herein misleading.

2. DIRECTORS' INTERESTS

- (a) As at the Latest Practicable Date, the interests and short positions of each Director in the shares or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which he/she was deemed or taken to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions in Shares of the Company:

Name	Capacity and nature of interest	Shares/equity derivatives	Number of Shares/equity derivatives held	Approximate percentage of the Company's issued share capital
Cheng Man Tai	Interest of controlled corporations	Ordinary Shares (Note 1)	287,550,850	71.69
	Beneficial owner	Ordinary Shares	2,058,000	0.51
	Beneficial owner	Share options (Note 2)	1,655,000	0.41
Cheng Pik Ho Liza	Beneficial owner	Ordinary Shares	7,938,555	1.98
	Beneficial owner	Share options (Note 2)	1,375,000	0.34
Ngok Ming Chu	Interest of controlled corporations	Ordinary Shares (Note 1)	287,550,850	71.69
	Beneficial owner	Ordinary Shares	343,000	0.09
	Beneficial owner	Share options (Note 2)	1,580,000	0.39

Name	Capacity and nature of interest	Shares/equity derivatives	Number of Shares/equity derivatives held	Approximate percentage of the Company's issued share capital
Hung Hin Kit	Beneficial owner	Ordinary Shares	83,000	0.02
	Beneficial owner	Share options (Note 2)	1,249,000	0.31
Lau Siu Ki	Beneficial owner	Share options (Note 2)	768,000	0.19
Lee Kwan Hung	Beneficial owner	Share options (Note 2)	768,000	0.19
Lee T.S.	Beneficial owner	Share options (Note 2)	768,000	0.19

Long positions in shares of an associated corporation:

Name	Name of associated corporation	Relationship with the Company	Shares	Number of shares held	Capacity and nature of interest	Approximate percentage of associated corporation's issued share capital
Cheng Man Tai	Harmonious World Limited ("Harmonious World")	Ultimate holding company	Ordinary Shares	57.91 shares of US\$1 each	Beneficial owner	59.09
Ngok Ming Chu	Harmonious World	Ultimate holding company	Ordinary Shares	40.09 shares of US\$1 each	Beneficial owner	40.91

Notes:

- These Shares are held as to 286,279,660 Shares by Harmonious World and as to 1,271,190 Shares by Fairmout Investments Limited ("**Fairmout Investments**"). Harmonious World is owned as to 59.09% by Mr. Cheng Man Tai and as to 40.91% by Madam Ngok Ming Chu. Fairmout Investments is owned as to 50% by Mr. Cheng Man Tai and as to 50% by Madam Ngok Ming Chu.
- These represent the number of Shares which will be allotted and issued to the respective Directors upon the exercise of the share options granted to each of them pursuant to the share option schemes adopted by the Company.

In addition to the above, certain Directors have non-voting deferred shares in a subsidiary of the Company.

- (b) Save as disclosed in this circular, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO), or which are required, pursuant to Section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.
- (c) As at the Latest Practicable Date, none of the Directors had any interests, direct or indirect, in any assets which have since 31 December 2007, being the date to which the latest published audited financial statements of the Group were made up, been acquired or disposed of by or leased to any members of the Group or are proposed to be acquired or disposed of by or leased to any members of the Group.
- (d) As at the Latest Practicable Date, none of the Directors were materially interested in any contracts or arrangements entered into by any members of the Group since 31 December 2007, being the date to which the latest published audited financial statements of the Group were made up, and which was significant in relation to the business of the Group.

3. SUBSTANTIAL SHAREHOLDERS' INTERESTS

- (a) As at the Latest Practicable Date, so far as is known to the Directors, the following persons, other than a director or chief executive of the Company, had an interest or a short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

Long positions in Shares of the Company:

Name of Shareholder	Capacity	Number of ordinary Shares	Approximate percentage of the Company's issued share capital
Harmonious World	Beneficial owner (note)	286,279,660	71.37
Fidelity International Limited	Investment manager	28,729,000	7.16

Note: The relationships between Harmonious World and Mr. Cheng Man Tai and Madam Ngok Ming Chu are disclosed under the heading "Directors' interests" above.

- (b) Save as disclosed in this circular, so far as is known to the Directors, there is no other person who had an interest or a short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, had a direct or an indirect interest amounting to 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Group.

4. DIRECTORS' SERVICE CONTRACTS

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

5. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors nor his/her associates was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with that of the Group.

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm that there was no material adverse change in the financial or trading position of the Group since 31 December 2007, being the date to which the latest published audited accounts of the Group were made up.

7. EXPERT

- (a) The following are the qualifications of the expert who has given opinion or, advice contained in this circular:

Name	Qualifications
CIMB-GK	a corporation licensed to carry on type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO

- (b) As at the Latest Practicable Date, CIMB-GK was not interested in the share capital of any members of the Group nor had it have any rights (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any members of the Group.

- (c) As at the Latest Practicable Date, CIMB-GK did not have any direct or indirect interests in any assets which had, since 31 December 2007, being the date to which the latest published audited accounts of the Group were made up, been acquired or disposed of by, or leased to, or are proposed to be acquired or disposed of by, or leased to, any members of the Group.

8. CONSENT

CIMB-GK has given and has not withdrawn its written consent as to the issue of this circular with the inclusion herein of its opinions or letters and/or reference to its name, opinion or letter in the form and context in which it appears.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the office of the Company's principal place of business in Hong Kong at 7th Floor, Wyler Centre II, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong during normal business hours from the date of this circular up to and including 18 December 2008:

- (1) the Existing Master Agreements; and
- (2) the Master Agreement.

NOTICE OF EXTRAORDINARY GENERAL MEETING



EMBRY HOLDINGS LIMITED 安莉芳控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1388)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "Meeting") of Embry Holdings Limited (the "Company") will be held at 11:30 a.m. on 19 December 2008 at The Palace Rooms, Basement 1, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"THAT:

- (a) the master agreement (the "**Master Agreement**") entered into between 常州多思維家俱裝飾工程有限公司 (unofficial translation being Changzhou Duosiwei Furniture Decoration Construction Co., Ltd.) ("**Duosiwei Changzhou**"), 多思維五金塑料製品(深圳)有限公司 (Duosiwei Metal & Plastic Products (Shenzhen) Co., Ltd.) ("**Duosiwei Shenzhen**"), the Company, 安莉芳(常州)服裝有限公司 (Embry (Changzhou) Garments Ltd.), 安莉芳(中國)服裝有限公司 (Embry (China) Garments Ltd.) and 安莉芳(山東)服裝有限公司 (Embry (Shandong) Garments Limited) in respect of the provision of services of decoration (including the manufacture of fixtures and fittings), designing and manufacturing of moulds of different types by Duosiwei Changzhou and Duosiwei Shenzhen to the Company and its subsidiaries dated 6 November 2008 (a copy of which has been produced to the Meeting marked "**A**" and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereunder; and
- (b) the annual caps for the three years ending 31 December 2011 in relation to the provision of services of decoration (including the manufacture of fixtures and fittings), designing and manufacturing of moulds of different types by Duosiwei Changzhou and Duosiwei Shenzhen to the Company and its subsidiaries pursuant to the Master Agreement as more particularly set out in the circular of the Company dated 24 November 2008 (a copy of which has been produced to the Meeting marked "**B**" and signed by the chairman of the Meeting for the purpose of identification),

NOTICE OF EXTRAORDINARY GENERAL MEETING

be and are hereby approved and that the directors of the Company be and are hereby authorised to take any steps as they consider necessary, desirable or expedient in connection with the Master Agreement or the transactions contemplated thereunder.”

By Order of the Board of
Embry Holdings Limited
Chau Kwok Ming
Company Secretary

Hong Kong, 24 November 2008

Principal place of business in Hong Kong:

7th Floor

Wyler Centre II

200 Tai Lin Pai Road

Kwai Chung, New Territories

Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
3. To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. Where there are joint registered holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
5. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wishes and in such event, the instrument appointing a proxy should be deemed to be revoked.