

# MATRIX

## MATRIX HOLDINGS LIMITED

美力時集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

(the “Company”)

### PROCEDURE FOR

### SHAREHOLDERS TO PUT FORWARD PROPOSAL REGARDING THE

### ELECTION OF DIRECTORS

#### **Proposing the election of a director other than a director of the Company at any general meetings**

Subject to applicable laws and regulations, including The Companies Act 1981 Bermuda and the Listing Rules of The Stock Exchange of Hong Kong Limited (“Listing Rules”), and the Bye-Laws of the Company (“Bye-Laws”), as amended from time to time, shareholders of the Company (“Shareholders”, and each a “Shareholder”) shall put forward proposal the election of a director other than a director of the Company at any general meetings as follows:

“Notice in writing by any 2 or more shareholders entitled to attend and vote at the meeting holding at the date of the deposit of the notice in aggregate not less than one-tenth of such of the paid up capital of the Company (not being the person to be proposed) for which such notice is given of his intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company at least 7 days before the date of the general meeting appointed for such election. The period for lodgment of the notice required under this Bye-Law shall commence no earlier than 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.”

The Company advises that the said written notice should be deposited at the registered office of the Company for the attention of the Company Secretary of the Company at least 7 days (inclusive of deposit day) before the date of such general meeting. In order for the Company to inform other 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 Listing Rules, and be signed by the Shareholder concerned and that person indicating his/her willingness to be elected.

Hong Kong, 4th May 2012

*\*For identification purpose only*