

**IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1344 OF 2023
IN THE MATTER
OF
ENM HOLDINGS LIMITED
安寧控股有限公司**

AND

**IN THE MATTER
OF
THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION
SCHEME OF ARRANGEMENT
Under Section 673 of the Companies Ordinance
Chapter 622 of the Laws of Hong Kong Special Administrative Region**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 30 August 2023 (the “**Order**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed a meeting (the “**Meeting**”) to be convened of the registered holders of the shares (the “**Shares**”) of ENM Holdings Limited (the “**Company**”) (other than those beneficially owned by the Offeror and the Offeror Concert Parties (as defined in the Scheme)) (the “**Scheme Shares**”) for the purposes of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the registered holders of the Scheme Shares (the “**Scheme Shareholders**”), and that the Meeting will be held at Hill Top Country Club, 10 Hilltop Road, Lo Wai, Tsuen Wan, New Territories, Hong Kong on Tuesday, 26 September 2023 at 10:30 a.m. at which place and time all Scheme Shareholders are requested to attend.

A copy of the Scheme and a copy of an explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme, required to be furnished pursuant to Section 671 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), are incorporated in the scheme document of which this Notice forms part (the “**Scheme Document**”), which has been despatched by post to the Scheme Shareholders having their registered addresses in Hong Kong and by courier to overseas Scheme Shareholders having their registered addresses outside Hong Kong. A copy of the Scheme Document can also be obtained by any person entitled to attend the Meeting during normal business hours on any day (other than a Saturday, a Sunday or a public holiday in Hong Kong) prior to the day appointed for the Meeting from (a) the Company at Suites 3301-3302, 33/F, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong and (b) the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. The Scheme Document is also available for inspection on the website of the Company at www.enmholdings.com from 1 September 2023 onwards.

In compliance with the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Shares held by Offeror and parties acting in concert (as defined in the Takeovers Code) with it may not be voted at the Meeting and, hence, only Shares held by Scheme Shareholders are eligible for voting thereat.

The Scheme Shareholders may vote in person at the Meeting or they may appoint one or more persons, whether a member of the Company or not, as their proxy or proxies to attend and vote in their stead. A pink form of proxy for use at the Meeting is enclosed with the Scheme Document despatched to the Scheme Shareholders on 1 September 2023. If more than one proxy is appointed, the number of Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.

In the case of joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the Share.

It is requested that form(s) appointing proxy or proxies, together with the power of attorney or other authority under which they are signed (if any) or a notarially certified copy thereof (in the case of a corporation either under its seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company) if any, must be deposited with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof. Alternatively, the form of proxy may be handed to the Chairperson at the Meeting before the taking of the poll, who shall have absolute discretion as to whether or not to accept it. Proxy forms sent electronically or by any other data transmission process will not be accepted.

Completion and return of the form of proxy will not preclude a Scheme Shareholder from attending the Meeting and voting in person or any adjournment thereof. In such event, his/her form of proxy will be deemed to be revoked.

For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 18 September 2023 to Tuesday, 26 September 2023, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. (Hong Kong time) on Friday, 15 September 2023.

By the Order, the High Court has appointed Mrs. Penny Soh Peng CROSBIE-WALSH or, failing her, Mr. Kiu Sang Baldwin LEE, both being directors of the Company, to act as Chairperson of the Meeting and has directed the Chairperson of the Meeting to report the outcome thereof to the High Court.

If approved at the Meeting, the Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the Scheme Document despatched to the Scheme Shareholders on 1 September 2023.

Note:

If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above or post-super typhoon extreme conditions in force at or after 8:30 a.m. on Tuesday, 26 September 2023 and/or the Hong Kong Observatory has announced at or before 8:30 a.m. on Tuesday, 26 September 2023 that any of the above mentioned warnings is to be issued within the next two hours, the Court Meeting shall (1) automatically be postponed to the next Business Day (as defined in the Scheme) on which no “black” rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted and no post-super typhoon extreme conditions are in force between the hours from 8:30 a.m. to 10:30 a.m. and in such case the Court Meeting shall be held at 10:30 a.m. on that Business Day or (2) an alternative day to be announced that falls within seven business days of the original date scheduled for the Court Meeting. For the avoidance of doubt, the Court Meeting will be held as scheduled even when a tropical cyclone warning signal number 3 or below is hoisted or an amber or red rainstorm warning signal is in force. The Scheme Shareholders should make their own decision as to whether to attend the Court Meeting under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.

Dated the 1st day of September 2023.

Herbert Smith Freehills

Solicitors for the Company

23rd Floor

Gloucester Tower

15 Queen’s Road Central

Hong Kong

As at the date of this notice, the Board comprises:

- *Executive Director*
Mrs. Penny Soh Peng CROSBIE-WALSH (Chief Executive Officer)

- *Non-executive Directors*
Mr. Hung Han WONG (Non-executive Chairman) and Mr. David Charles PARKER

- *Independent Non-executive Directors*
Mr. Kin Wing CHEUNG, Mr. Kiu Sang Baldwin LEE, Mr. Ted Tak Tai LEE and Ms. Sarah Young O’DONNELL.