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ENM HOLDINGS LIMITED

安寧控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00128)

**RESIGNATION OF DIRECTOR
AND
CHANGE IN THE COMPOSITION OF BOARD COMMITTEE**

The board of directors (the “Board”) of ENM Holdings Limited (the “Company”) announces that Mr. David Charles Parker (“Mr. David Parker”) has served a notice to resign as a Non-executive Director of the Company on 15 December 2023 with effect from 18 December 2023. Following his resignation, Mr. David Parker has ceased to be a member of the Investment Committee of the Company.

In the interests of transparency, the content of Mr. David Parker’s letter of resignation is set out below:

“Dear H.H.,

Notice of Intention to resign from my position as a Non-Executive Director of ENM Holdings Limited

As you are aware, I - as well as, to my knowledge, three of the independent non-executive directors - were verbally approached last week by Administrators of the Estate of the late Nina Wang (the JAs) on behalf of the controlling shareholder of the Company, the Chinachem Group, seeking my resignation as a non-executive director, and at least those three as Independent Non-Executive directors.

This is following the failure of Chinachem's privatisation bid for the Company and was expressed to be because of the JAs' desire to "take the company in a different direction" and "appoint new directors" to implement that direction. They did not elaborate to me as to the nature of the different direction.

It is public knowledge that the Board as a whole, and the Independent Board Committee appointed pursuant to the Takeovers Code, of both of which I was a member, endorsed the advice of the Independent Financial Advisor to support the privatisation. However, because the Offeror (the Chinachem Group) was not able to obtain the exercise of the votes of a large proportion of the "disinterested" shareholders, and a significant minority of those who did vote, voted against such bid, it failed.

Since then, as you also know, although there have been various views expressed as to the best way forward, in my own perception of the discussions, I had previously thought that it was common that the Board was seeking ways to protect the interest of all shareholders, by on the one hand ensuring financial prudence, whilst at the same time maintaining the listing of the Company with the Hong Kong Stock Exchange thus enabling shareholders to realize the value of, or otherwise trade in, the shares of the Company.

I had thought that a way forward had been tentatively agreed that, if successful, would have enabled all of these objectives to be achieved, because of the substantial and concrete nature of our Hill Top land re-development project, which as you know is a very real project and business undertaking on unencumbered land that we have owned since the inception of the Company, and which - as has been publicly announced - has already made substantial, progress (including the rezoning) and continues to be actively and continuously progressed through the ongoing necessary work to achieve final success.

Thus, given that, as the most recent Annual and Interim reports reveal, the Company is in a healthy financial position, it should by itself be capable of constituting a sufficiency of business operations to enable that listing to continue, irrespective of what other business activities the Company may have from time to time.

I had believed and continue to believe that the approach we were taking was consistent with the schema under the Takeovers Code, specifically enacted to prevent any potential oppression of, or disadvantage to, non-controlling shareholders, and at the same time consistent with my fiduciary responsibilities as one of the Company's directors.

However, as stated above, the JA on behalf of the former Offeror has now made it clear that it wishes to go in a “different direction” and will, if necessary, take all steps available to do so including if necessary the requisitioning of a Special General Meeting of the Company to change the composition of the Board, at which they would almost certainly prevail, given the rules governing voting at such meetings.

I cannot see how a controlling shareholder can justify changing the INEDs because they disagree with their views - it seems to me to go against the whole concept of such directors.

However, as the former 5-year CEO of ENM until two years ago, and a former senior officer of the Chinachem Group for almost 8 years before that, I am not an INED, and thus I accept that if the controlling shareholder wishes to replace me, they can, even although they voted for my re-election in June of this year, just before the failure of their privatisation process.

I do not wish to put the Company, its staff and its shareholders to the expense or the disruption of an EGM just about me. Following my decision to retire as CEO early last year, I would rather have as my legacy my substantial contribution to the overall health and success of the Company, including the land rezoning and a much-improved balance sheet, and my integrity in pursuing what I believe is in the best interests of all of the shareholders.

Consequently, I hereby tender my resignation from the Board of Directors, to take effect on 18 December 2023.

It should be clear from the above that I am not in a position to make the customary confirmation of “no disagreement” with the Board; nor can I state that there are no matters relating to my resignation which should be brought to the attention of the shareholders of the Company.

I do however confirm that, as of the date of this letter, I have no claims against the Company as a result of my period as a non-executive director, apart from any accrued entitlements arising from the last couple of quarters which I am confident will be properly and promptly paid up to the effective date of my resignation.

Yours sincerely

David Parker

Non-Executive Director”

The Board would like to thank Mr. David Parker for his service and contribution to the Company and values the insights and perspectives that Mr. David Parker has brought to the Board.

As stated in the letter from Mr. David Parker, he has confirmed that he does not have any claim against the Company other than any accrued entitlements arising from previous quarters. Save for the above, the Board considers that there are no other matters that need to be brought to the attention of the shareholders of the Company.

By order of the Board
Penny Soh Peng CROSBIE-WALSH
Executive Director
and Chief Executive Officer

Hong Kong, 18 December 2023

As at the date of this announcement, the Directors of the Company are:

Executive Director:

Penny Soh Peng CROSBIE-WALSH (Chief Executive Officer)

Non-executive Director:

Hung Han WONG (Non-executive Chairman)

Independent Non-executive Directors:

Kin Wing CHEUNG

Kiu Sang Baldwin LEE

Sarah Young O'DONNELL