



ENM HOLDINGS LIMITED

安寧控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00128)

SECOND PROXY FORM (ANNUAL GENERAL MEETING — 3 JUNE 2016)

Number of shares to which this second proxy form relates ⁽¹⁾	
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I/We⁽²⁾ _____
of _____
being the registered shareholder(s) of ENM Holdings Limited (the "Company"), hereby appoint⁽³⁾ _____
of _____
or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote on my/our behalf at the annual general meeting (the "AGM") of the Company to be held at Hilltop Country Club, 10 Hilltop Road, Lo Wai, Tsuen Wan, New Territories, Hong Kong on Friday, 3 June 2016 at 10:30 a.m. and at any adjournment of the meeting. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by a "✓" in the appropriate boxes. In absence of any indication, the proxy may vote for or against the resolution at his/her own discretion or abstain from voting.

	Ordinary Resolutions	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and consider the audited consolidated Financial Statements, the Report of the Directors and the Independent Auditor's Report for the year ended 31 December 2015		
2.	To re-elect Dr. Jen CHEN as Independent Non-executive Director		
3.	To authorise the Board of Directors to fix the Directors' fees		
4.	To re-appoint RSM Nelson Wheeler as the Auditor and authorise the Board of Directors to fix the Auditor's remuneration		
5.	To give a general mandate to the Board of Directors to issue and dispose of additional shares of the Company		
6.	To elect Mr. Kin Wing CHEUNG as Independent Non-executive Director		
7.	To elect Mr. Baldwin Kiu Sang LEE as Independent Non-executive Director		

Dated this _____ day of _____ 2016 Signature(s)⁽⁶⁾ _____

Notes:

- If no number is inserted, this second proxy form will be deemed to be related to all the shares of the Company registered in your name(s).
- Please insert full name(s) and address(es) in BLOCK CAPITALS as shown in the register of shareholders of the Company.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the Meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the AGM, speak and vote for him/her. The proxy need not be a shareholder of the Company but must attend the AGM in person to represent you. Any alteration made to this second proxy form must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain from voting.
- Shareholders should note that Resolution Nos. 6 and 7 will only be put to the meeting for voting if the relevant shareholders who have indicated their intention to propose the candidates do in fact propose such resolutions at the AGM.
- The full text of Resolution No. 5 is set out in the notice of AGM dated 29 April 2016.
- This second proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s) to it.
- Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this completed and signed original second proxy form together with the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be returned to the registered office of the Company at Suites 3301-3303A, 33/F, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjournment of it (as the case may be) (the "Closing Time"). Second proxy forms sent electronically or by any other data transmission process will not be accepted.
- Submission of this second proxy form shall not preclude you from attending and voting in person at the AGM or at any adjourned meeting thereof should you so wish, and the appointment of the proxy will be revoked if you vote in person at the AGM.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM (THE "FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE NOTICE OF AGM DATED 29 APRIL 2016, SHOULD NOTE THAT:**
 - If no Second Proxy Form is lodged with the Company, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, resolutions for the election of Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE as Independent Non-executive Directors as set out in the supplemental notice of AGM dated 13 May 2016) except for those resolutions to which the shareholder has indicated his/her voting direction in the First Proxy Form.
 - If the Second Proxy Form is lodged with the Company before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder.
 - If the Second Proxy Form is lodged with the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company. Accordingly, the Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company before the Closing Time.