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## **ENM HOLDINGS LIMITED**

**安寧控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code : 128)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of ENM Holdings Limited (the “**Company**”) 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 11:00 a.m. (or if later immediately after the conclusion or adjournment of the meeting of the registered holders of the shares of the Company (other than those beneficially owned by Solution Bridge Limited (the “**Offeror**”) and parties acting in concert with it (as defined in the Scheme referred to below) convened at the direction of the High Court of Hong Kong Special Administrative Region for the same day and place) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as a special resolution:

#### **SPECIAL RESOLUTION**

**“THAT:**

- (A) the proposed scheme of arrangement dated 1 September 2023 (the “**Scheme**”) under section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”) between the Company and Scheme Shareholders (as defined in the Scheme) in the form of the print contained in the scheme document dated 1 September 2023 (the “**Scheme Document**”), which has been produced to this EGM and for the purposes of identification been signed by the Chairperson of this EGM, with any modification of or addition to it or in such other form and on such terms and conditions as may be approved or imposed by the High Court of the Hong Kong Special Administrative Region (the “**High Court**”), be and is hereby approved;
- (B) for the purposes of giving effect to the Scheme, on the date on which the Scheme becomes effective in accordance with the Companies Ordinance:
  - (i) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme);
  - (ii) subject to and forthwith upon the said reduction of capital taking effect, the share capital of the Company shall be increased to its former amount by the creation of such number of new shares of the Company (the “**New Shares**”) as is equal to the number of Scheme Shares cancelled; and

- (iii) the Company shall apply the credit arising in its books of account as a result of the said reduction of capital in paying up in full the New Shares which shall be allotted and issued to the Offeror, credited as fully paid;
- (C) any one of the directors of the Company be and is hereby authorised to make application to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the withdrawal of the listing of the Company’s shares on the Stock Exchange, subject to the Scheme taking effect; and
- (D) any one of the directors of the Company be and is hereby unconditionally authorised to allot and issue the shares referred to in paragraph (B)(iii) above and to do all other acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the reduction of capital, including (without limitation) the giving, on behalf of the Company, of consent to any modifications of, or additions to, the Scheme, which the High Court may see fit to impose and to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme and in relation to the proposal for the privatisation of the Company by the Offeror by way of the Scheme as a whole.”

By order of the Board of  
**ENM HOLDINGS LIMITED**  
安寧控股有限公司  
**Penny Soh Peng CROSBIE-WALSH**  
*Executive Director and Chief Executive Officer*

Hong Kong, 1 September 2023

*Notes:*

- (i) At the EGM, the above resolution will be voted on by way of poll.
- (ii) A white form of proxy for use at the EGM is enclosed with the Scheme Document.
- (iii) A member entitled to attend and vote at the EGM is entitled to appoint one or more persons, whether a member of the Company or not, as his/her proxy or proxies to attend and vote instead of him/her. 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.
- (iv) In order to be valid, the white form of proxy, together with the power of attorney or other authority under which it is 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 EGM or any adjournment thereof. Alternatively, the form of proxy may be handed to the Chairperson at the EGM 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 white form of proxy will not preclude a member from attending the EGM or any adjournment thereof and voting in person. In such event, his/her form of proxy shall be deemed to be revoked.

- (v) 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 shall be determined by the order in which the names stand in the register of members of the Company in respect of the Share.
- (vi) For the purpose of determining the entitlement to attend and vote at the EGM, 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 EGM, 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. on Friday, 15 September 2023.
- (vii) 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 9:00 a.m. on Tuesday, 26 September 2023 and/or the Hong Kong Observatory has announced at or before 9:00 a.m. on Tuesday, 26 September 2023 that any of the above mentioned warnings is to be issued within the next two hours, the EGM 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 9:00 a.m. to 11:00 a.m. and in such case the EGM shall be held at 11:00 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 EGM. For the avoidance of doubt, the EGM 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 Shareholders should make their own decision as to whether to attend the EGM 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.

*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.*