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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)

CONTINUING CONNECTED TRANSACTION TENANCY AGREEMENT

The Board announces that on 6 April 2011, Cesare Di Pino entered into the Tenancy Agreement with the Landlords for the lease of the Premises.

The Landlords are companies controlled by the estate of Ms. Nina Kung, a controlling shareholder of the Company holding 34.6% of the issued share capital of the Company. Therefore, the Landlords are connected persons by reason of them being associates of a connected person of the Company within the meaning of Rule 14A.11 of the Listing Rules. Accordingly, the Tenancy Agreement constitutes a continuing connected transaction for the Company under the Listing Rules.

Since the applicable percentage ratios (as defined in the Listing Rules) for the Tenancy Agreement and the Previous Tenancy Agreements (which are aggregated under Rule 14A.25 of the Listing Rules) are more than 0.1% but less than 5%, the Tenancy Agreement is subject to the reporting, announcement and annual review requirements but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Details of the Tenancy Agreements will be included in the annual report and accounts of the Company for each of the relevant financial years in accordance with Rule 14A.46 of the Listing Rules.

The Board announces that on 6 April 2011, Cesare Di Pino, a wholly owned subsidiary of the Company, entered into the Tenancy Agreement with the Landlords for the lease of the Premises.

TENANCY AGREEMENT DATED 6 APRIL 2011

Landlords	:	Ying Ho Company Limited, Cheong Ming Investment Company Limited, Dorfolk Investments Limited, Kwong Fook Investors & Developers Limited, The World Realty Limited, On Lee Investment Company Limited, Yau Fook Hong Company Limited, and Tsing Lung Investment Company Limited
Tenant	:	Cesare Di Pino Company Limited
Premises	:	Suite 1603B, 16th Floor, Tower 2, Nina Tower, No. 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong with a total gross area of 2,465 square feet
Lease term	:	Three years commencing from 6 May 2011 and expiring on 5 May 2014 (both days inclusive)
Rent	:	HK\$39,440 per month payable in cash monthly in advance (calculated at the rate of HK\$16 per square foot) exclusive of management fee, government rates and other outgoings
Licence period	:	One month from 6 April 2011 to 5 May 2011 free of any rent but responsible for the payment of management fee, air-conditioning charges and government rates
Rent free period	:	1st, 2nd, 19th, and 20th months of the lease term mentioned above
Outgoing charges	:	management fee and air-conditioning charges of HK4.80 per square foot per month payable by Cesare Di Pino
Other outgoing	:	government rent payable by the Landlords and government rates payable by Cesare Di Pino

AGGREGATE ANNUAL CAPS OF THE TENANCY AGREEMENT AND THE PREVIOUS TENANCY AGREEMENTS

The Aggregate Annual Caps for the rent, management fee and air-conditioning charges payable under the Tenancy Agreement and the Previous Tenancy Agreements for each of the four financial years ending 31 December 2011, 2012, 2013 and 2014 will be as follows:

	For the year ending 31 December			
	2011 <i>HK\$</i>	2012 <i>HK\$</i>	2013 <i>HK\$</i>	2014 <i>HK\$</i>
Tenancy Agreement	420,000	630,000	700,000	240,000
Previous Tenancy Agreements	4,400,000	3,400,000	–	–
Aggregate Annual Caps	4,820,000	4,030,000	700,000	240,000

The Directors, including the Independent Non-executive Directors of the Company, consider that the Aggregate Annual Caps are fair and reasonable.

REASONS FOR THE TENANCY AGREEMENT

The Group requires additional office space for business expansion and development and considers it appropriate to rent the Premises in the building where the Group's current office premises are located.

The terms of the Tenancy Agreement have been arrived at arm's length negotiations and are on normal commercial terms. The amounts of rent, management fee and air-conditioning charges have been determined with reference to the rent and outgoing charges chargeable by the Landlords for similar leases in Nina Tower and the prevailing market conditions. The Directors, including the Independent Non-executive Directors of the Company, consider that the Tenancy Agreement has been entered into in the ordinary and usual course of business of the Group, on normal commercial terms, fair and reasonable, and in the interests of the Company and its Shareholders as a whole.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no member of the Board has any material interest in the transactions contemplated under the Tenancy Agreement.

CONTINUING CONNECTED TRANSACTION

The Landlords are companies controlled by the estate of Ms. Nina Kung, a controlling shareholder of the Company holding 34.6% of the issued share capital of the Company. Therefore, the Landlords are connected persons by reason of them being associates of a connected person of the Company within the meaning of Rule 14A.11 of the Listing Rules. Accordingly, the Tenancy Agreement constitutes a continuing connected transaction for the Company under the Listing Rules.

There are no agreements of the Company in the last 12 months besides the Tenancy Agreement and the Previous Tenancy Agreements which would require aggregation pursuant to Rule 14A.25 of the Listing Rules.

Since the applicable percentage ratios (as defined in the Listing Rules) for the Tenancy Agreement and the Previous Tenancy Agreements (which are aggregated under Rule 14A.25 of the Listing Rules) are more than 0.1% but less than 5%, the Tenancy Agreement is subject to the reporting, announcement and annual review requirements but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Details of the Tenancy Agreements will be included in the annual report and accounts of the Company for each of the relevant financial years in accordance with Rule 14A.46 of the Listing Rules.

GENERAL

The principal activities of the Company are investment holding and securities trading. The principal activities of its subsidiaries comprise the wholesale and retail of fashion wear and accessories, resort and recreational club operations, investment holding and securities trading.

Cesare Di Pino, a wholly owned subsidiary of the Company, is principally engaged in the business of wholesale and retail of fashion wear and accessories.

The Landlords are engaged in property investment for rental income.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Aggregate Annual Caps”	the maximum amount of rent, management fee and air-conditioning charges payable under the Tenancy Agreement and the Previous Tenancy Agreements for each of the four financial years ending 31 December 2011, 2012, 2013 and 2014
“Board”	the board of Directors
“Cesare Di Pino”	Cesare Di Pino Company Limited, a wholly owned subsidiary of the Company
“Company”	ENM Holdings Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Landlords”	Ying Ho Company Limited, Cheong Ming Investment Company Limited, Dorfolk Investments Limited, Kwong Fook Investors & Developers Limited, The World Realty Limited, On Lee Investment Company Limited, Yau Fook Hong Company Limited, and Tsing Lung Investment Company Limited
“Listing Rules”	the Rules Governing the Listing of the Securities on the Stock Exchange
“Premises”	Suite 1603B, 16th Floor, Tower 2, Nina Tower, No. 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong
“Previous Tenancy Agreements”	(i) the tenancy agreement dated 20 January 2009, entered into between The Swank Shop Limited (a wholly owned subsidiary of the Company) as tenant and the Landlords in relation to Shops No. 222 & 223 on 2/F (Level 3), Nina Tower, No. 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong for a term of three years from 1 January 2009 to 31 December 2011 at a monthly rent equal to 10% of the monthly gross sales turnover from the shop; and (ii) the tenancy agreement dated 5 October 2009, entered into between the Company as tenant and the Landlords in relation to Suites 3301-03, 33th Floor, Tower 2, Nina Tower, No. 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong for a term of three years from 1 December 2009 to 30 November 2012 at a monthly rent of HK\$221,298
“Shareholders”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenancy Agreement”	the tenancy agreement dated 6 April 2011, entered into between Cesare Di Pino as tenant and the Landlords in relation to the Premises for a term of three years from 6 May 2011 to 5 May 2014 at a monthly rent of HK\$39,440
“Tenancy Agreements”	the Tenancy Agreement and the Previous Tenancy Agreements
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

“0%”

per cent.

By order of the Board
ENM Holdings Limited
Joseph Wing Kong LEUNG
Chairman and Acting Chief Executive Officer

Hong Kong, 6 April 2011

As at the date of this announcement, the Executive Directors are Mr. Joseph Wing Kong LEUNG (Chairman and Acting Chief Executive Officer), Mr. Raymond Siu Wing CHAN, Mr. Victor Yiu Keung CHIANG, Mr. Derek Wai Choi LEUNG and Mr. Wing Tung YEUNG, the Non-executive Director is Mr. Raymond Shing Loong WONG, and the Independent Non-executive Directors are Dr. Cecil Sze Tsung CHAO, Dr. Jen CHEN, Mr. David Kwok Kwei LO, Mr. Ian Grant ROBINSON and Mr. Chi Keung WONG.