
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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)

NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the shareholders of the Company (the “Shareholders”) and to prevent the spread of the COVID-19, the following precautionary measures will be implemented at the Annual General Meeting:

- (1) mandatory scanning the “LeaveHomeSafe” venue QR code or completion of contact details form
- (2) Meet the vaccination requirements under “Vaccine Pass”
- (3) compulsory body temperature check
- (4) mandatory use of protective face mask
- (5) mandatory health and travel declaration
- (6) No provision of refreshments
- (7) No distribution of corporate gifts

In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages the Shareholders NOT to attend the Annual General Meeting in person, and advises the Shareholders to appoint the Chairman of the Annual General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to voting in person. The Company undertakes to respond in writing to questions raised by Shareholders that could not otherwise be answered “live” at the Annual General Meeting. Subject to the further development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

NOTICE IS HEREBY GIVEN that an Annual General Meeting 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 Thursday, 16 June 2022 at 10:00 a.m. for the following purposes:-

ORDINARY RESOLUTIONS

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 2021.
2. To re-elect Mrs. Penny Soh Peng CROSBIE-WALSH as Director.
3. To re-elect Mr. Kin Wing CHEUNG as Director.
4. To re-elect Mr. Kiu Sang Baldwin LEE as Director.
5. To re-elect Mr. Ted Tak Tai LEE as Director.
6. To re-elect Ms. Sarah Young O’DONNELL as Director.
7. To authorise the Board of Directors to fix the Directors’ remuneration.
8. To re-appoint RSM Hong Kong as the Auditor and authorise the Board of Directors to fix the Auditor’s remuneration.
9. As special business, to consider and, if thought fit, to pass with or without amendments, the following motion as an Ordinary Resolution:

“THAT:

- (a) subject to: (i) compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (ii) paragraph (c), a general mandate be and is hereby unconditionally granted to the Board of Directors to exercise during the Relevant Period all the powers of the Company to allot, issue and deal with additional shares in the Company or securities convertible into shares of the Company; and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) shall authorise the Board of Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), by the Board of Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) an allotment of shares made in accordance with a grant of the right to subscribe for, or convert any security into shares provided that the right has been approved in advance by a resolution of the Company whether conditionally or unconditionally, shall not exceed 20 per cent of the total number of shares of the Company in issue at the date of passing this Resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of share of the Company after the passing of this Resolution) and the said mandate shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board of Directors to holders of shares on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Board of Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

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

Hong Kong, 29 April 2022

Suites 3301-3302, 33/F
Tower 2, Nina Tower
8 Yeung Uk Road
Tsuen Wan, New Territories
Hong Kong

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Proxy Information and Voting Record Date

1. A Shareholder entitled to attend and vote at the Annual General Meeting of the Company to be held on 16 June 2022 (the “AGM”) convened by the Notice of AGM (the “Notice”) is entitled to appoint one or more proxies to attend, speak and vote instead of him/her. The proxy need not be a Shareholder.
2. A form of proxy for use at the AGM is enclosed. In order to be valid, the original 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 Company’s Registrars, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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). Proxy Forms sent electronically or by any other data transmission process will not be accepted.
3. The register of shareholders will be closed from 10 June 2022 to 16 June 2022, both days inclusive, during which period the registration of transfers of shares will be suspended. To be entitled to attend and vote at the AGM, all transfers should be lodged with the Company’s Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712 to 1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 9 June 2022.

Re-election of Directors — Resolutions 2 to 6

4. In accordance with Article 94 of the Company’s Articles of Association, Mrs. Penny Soh Peng CROSBIE-WALSH, an Executive Director, who was appointed as Director by the Board of Directors (the “Board”) of the Company after the last annual general meeting of the Company held on 9 June 2021, will hold office until the AGM. In accordance with Article 103 of the Company’s Articles of Association, Mr. Kin Wing CHEUNG, Mr. Kiu Sang Baldwin LEE, Mr. Ted Tak Tai LEE and Ms. Sarah Young O’DONNELL, all being Independent Non-executive Directors, will retire by rotation at the AGM. All of the above retiring Directors (the “Retiring Directors”), being eligible, offer themselves for re-election at the AGM.
5. The biographical details of the Retiring Directors are set out in the “Biographies of Directors” section of the Company’s 2021 Annual Report which accompanies this Notice.

6. Recommendations to the Board for the re-election of Mrs. Penny Soh Peng CROSBIE-WALSH, Mr. Kin Wing CHEUNG, Mr. Kiu Sang Baldwin LEE, Mr. Ted Tak Tai LEE and Ms. Sarah Young O'DONNELL as Directors were made by the Nomination Committee of the Company, after having reviewed their suitability according to the assessment criteria as set out in the Nomination Policy of the Company with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company. The Nomination Committee has also taken into account their performance and contributions to the Company. The Board has accepted the recommendations from the Nomination Committee of the Company and recommended to the Shareholders the re-election of Mrs. Penny Soh Peng CROSBIE-WALSH, Mr. Kin Wing CHEUNG, Mr. Kiu Sang Baldwin LEE, Mr. Ted Tak Tai LEE and Ms. Sarah Young O'DONNELL as Directors at the AGM.
7. Each of the retiring Independent Non-executive Directors has made a confirmation concerning his/her independence in accordance with Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Based on the said confirmations made by them, the Board is of the view that each of the retiring Independent Non-executive Directors is independent in accordance with the independence guidelines under the Listing Rules and should be re-elected as an Independent Non-executive Director.
8. Mrs. Penny Soh Peng CROSBIE-WALSH upon being re-elected at the AGM will not have any fixed term of service with the Company but is subject to retirement by rotation in accordance with the Company's Articles of Association.
9. Each of the retiring Independent Non-executive Directors upon being re-elected at the AGM will be subject to a term of approximately two years expiring at the conclusion of the Company's annual general meeting to be held in 2024 and is subject to retirement by rotation in accordance with the Company's Articles of Association.
10. Pursuant to the service contract in respect of the position of Chief Executive Officer of the Company entered into between Mrs. Penny Soh Peng CROSBIE-WALSH and the Company, there is no specific length of service and she is entitled to an annual remuneration of HK\$2,580,000 (inclusive of salary and allowances) and a discretionary bonus. Mrs. Crosbie-Walsh's remuneration package as the Chief Executive Officer of the Company is determined by the Remuneration Committee of the Company with reference to her duties and responsibilities, the Group's operating results and comparable market statistics. Pursuant to the letter of appointment entered into between Mrs. Crosbie-Walsh and the Company in respect of her appointment as an Executive Director of the Company, she is entitled to an annual director's fee of HK\$62,400 which is determined by the Board upon recommendation from the Remuneration Committee of the Company with reference to her duties and responsibilities in the Company. The directors' fee is fixed by the Board with the authorisation granted by the Shareholders at the annual general meeting of the Company.

11. The current directors' fees payable to Independent Non-executive Directors for their service on the Board and, where applicable, on certain of its committees are set out below.

HK\$

Fee per annum

Board

— Independent Non-executive Director 172,230

Board Committees

— Chairman 57,050

— Member 29,060

Attendance fee per meeting

— Board meeting 8,790

— Committee meeting 5,690

— General meeting 5,690

The above directors' fees are determined by the Board upon recommendation from the Remuneration Committee of the Company with reference to their duties and responsibilities in the Company. The directors' fee is fixed by the Board with the authorisation granted by the Shareholders at the annual general meeting of the Company.

12. Save for the information as set out in the "Biographies of Directors" section of the Company's 2021 Annual Report which accompanies this Notice and in paragraphs 6 to 11 above, as at 22 April 2022, being the latest practicable date prior to the printing of this Notice,
- (i) each of the Retiring Directors did not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
 - (ii) each of the Retiring Directors (a) did not hold any other position with the Company or any of its subsidiaries; (b) did not hold a directorship in any other listed public companies in the past three years; and (c) did not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company; and
 - (iii) in relation to the re-election of the Retiring Directors, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

General Mandate to issue shares — Resolution 9

13. At the last annual general meeting of the Company held on 9 June 2021, a general mandate was given to the Board to issue shares of the Company. Such mandate will lapse at the conclusion of the AGM. In order to ensure flexibility and discretion to the Board in the event that it becomes desirable to issue any shares of the Company, an ordinary resolution will be proposed at the AGM that the Board be given a general mandate to allot, issue and dispose of additional shares in the Company not exceeding 20 per cent of the total number of shares of the Company in issue as at the date of passing of the relevant resolution granting such mandate. At present, the Board has no immediate plan to issue any new shares pursuant to such mandate.

Recommendation

14. The Board considers that each of the Resolutions 1 to 9 as set out in the Notice is in the best interests of the Company and its shareholders as a whole and, accordingly, recommends the Shareholders to vote in favour of the Resolutions 1 to 9 to be proposed at the AGM.

Voting at the AGM

15. Pursuant to Rule 13.39 of the Listing Rules and Article 74(a) of the Articles of Association of the Company, all resolutions set out in the Notice will be decided by poll at the AGM.

Typhoon or Black Rainstorm Warning

16. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by The Government of the Hong Kong Special Administrative Region of the People’s Republic of China (the “HKSAR Government”) is/are in force in Hong Kong at any time between 8:00 a.m. and 10:00 a.m. on the day of the AGM, the AGM will be adjourned. The Company will post an announcement on its website (www.enmholdings.com) and the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify the Shareholders of the date, time and venue of the adjourned meeting.
17. Shareholders should in any event exercise due care and caution when deciding to attend the AGM in adverse weather conditions.

Transport provided by Hill Top Country Club to and from the AGM Venue

18. Free shuttle bus service is provided between Hill Top Country Club and Tsuen Wan MTR station as well as between Hill Top Country Club and Tsuen Wan West MTR station. The timetable and location of the shuttle bus service are available on the website of Hill Top Country Club at www.hilltopcountryclub.com.

Board of Directors

19. As at the date of this Notice, the Executive Director is Mrs. Penny Soh Peng CROSBIE-WALSH (Chief Executive Officer), the Non-executive Directors are Mr. Hung Han WONG (Non-executive Chairman) and Mr. David Charles PARKER, and the Independent Non-executive Directors are Mr. Kin Wing CHEUNG, Mr. Kiu Sang Baldwin LEE, Mr. Ted Tak Tai LEE and Ms. Sarah Young O'DONNELL.

PRECAUTIONARY MEASURES FOR THE AGM

1. In light of the continuing risks posed by the COVID-19 pandemic, the Company will implement the following precautionary measures at the AGM to protect the attending Shareholders, staff and stakeholders from the risk of infection:
 - (i) As the AGM venue is a type of premises set out in the scheduled premises regulated under the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) (“Regulation”), all attendees entering into the venue must abide by the latest requirements, including but not limited to scanning the “LeaveHomeSafe” venue QR code and meeting the vaccination requirements under “Vaccine Pass”, in accordance with the Regulation.
 - (ii) **Compulsory body temperature check** will be conducted for every attendee at the entrance to the AGM venue. As per the guidelines issued by Hill Top Country Club where the AGM will be held, any person with a body temperature of 37.5 degrees Celsius or above will not be given access to the AGM venue and hence will not be able to attend the AGM.
 - (iii) According to the guidelines issued by Hill Top Country Club, patrons are required to wear protective face masks at the club premises. Therefore, all attendees will be required to **wear protective face masks** before they are permitted to enter the AGM venue and have to keep it on during their attendance of the AGM.
 - (iv) Attendees are required to complete and sign a health and travel declaration form before admission to the AGM. Those (a) who have been in close contact during the 14 days prior to the AGM with anyone known or suspected to have become infected with COVID-19, OR (b) who themselves, or have been in close contact with persons who have, returned to Hong Kong during the 14 days prior to the AGM, OR (c) who are themselves, or are residing with anyone who is, subject to the HKSAR Government mandatory home quarantine requirement OR (d) who are themselves subject to the HKSAR Government mandatory COVID-19 testing requirement and are pending the said testing results, will not be granted entry into the AGM venue.
 - (v) Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM. Seating at the AGM will be arranged to allow for appropriate social distancing. The Company may limit the number of attendees at the AGM for compliance with the prevailing requirements and guidelines of the HKSAR Government at the time of the AGM.
 - (vi) Attendees are reminded to observe good personal hygiene at all times.
 - (vii) Any attendee who declines to comply with any of the abovementioned measures will be denied admission to the AGM venue.
 - (viii) No refreshments will be served, and there will be no corporate gifts.

2. Shareholders are advised (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment, (b) to read all guidelines or requirements of the HKSAR Government relating to COVID-19 in deciding whether or not to attend the AGM and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anyone who has contracted or is suspected to have contracted COVID-19.
3. The Company strongly encourages Shareholders especially those who are susceptible to the risks posed by COVID-19, NOT to attend the AGM in person, and advises the Shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to voting in person, by completing and return the proxy form attached to this document.
4. For those non-registered holders whose shares are held in the Central Clearing and Settlement System, they are strongly encouraged to vote through HKSCC Nominees Limited by giving instructions to their brokers or custodians.
5. Shareholders who are choosing not to attend the AGM in person but have questions about any of the resolutions or the Company, or has any matter to communicate with the Board of Directors of the Company, is welcome to send the questions or matter in writing through the Company Secretary whose contact details are set out below. The Company undertakes to respond in writing to questions raised by Shareholders that could not otherwise be answered “live” at the AGM.

Company Secretary
Suites 3301-3302, 33/F, Tower 2, Nina Tower
8 Yeung Uk Road, Tsuen Wan
New Territories, Hong Kong
Email: comsec@enmholdings.com

6. If the Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company’s Registrar as follows:

17M Floor
Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong
Tel: +852 2862 8555
Fax: +852 2865 0990
Online Enquiries: www.computershare.com.hk/en/online_feedback