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ENM HOLDINGS LIMITED

安寧控股有限公司

(the “Company”)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 128)

**DISCIPLINARY PROCEEDING AGAINST
THE CHAIRMAN AND ACTING CHIEF EXECUTIVE OFFICER
OF THE COMPANY**

This announcement is made by the board of directors of the Company pursuant to Rule 13.51(2)(u) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

On 20 November 2013, the directors of the Company noted that the Securities and Futures Commission (the “SFC”) published news on 20 November 2013 that the SFC has commenced disciplinary proceedings against Mr. Joseph Wing Kong Leung, the chairman and acting chief executive officer of the Company (“**Mr. Leung**”) and other persons for alleged breach of The Code on Takeovers and Mergers and Share Repurchase (the “**Takeovers Code**”) (the “**Allegation**”).

The Allegation involves the alleged active cooperation of Mr. Leung and two other persons (the “**Other Persons Involved**”) to assist the late Ms. Nina Kung (“**Ms. Kung**”), the largest shareholder of the Company at the relevant time, to consolidate control of the Company while avoiding the triggering of a mandatory general offer under the Takeovers Code.

It is alleged that between 2000 and 2002, one of the Other Persons Involved (the “**Purchaser**”) acquired approximately 9.69% of the issued share capital of the Company on behalf of Ms. Kung and at her request. Mr. Leung and the Other Persons Involved were close business associates of Ms. Kung and were alleged to have acted in concert with each other under the Takeovers Code. The Purchaser’s acquisitions

increased the collective shareholding of the concert group in the Company from 34.64% to 44.33%, thereby triggering a mandatory general offer obligation under the Takeovers Code. However, none of the abovementioned acquisitions were publicly disclosed and remained undisclosed for a protracted period.

The directors of the Company has confirmed with Mr. Leung in relation to the above matters.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 20 November 2013

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, and the Independent Non-executive Directors are Dr. Jen CHEN, Mr. David Kwok Kwei LO, Mr. Ian Grant ROBINSON and Mr. Chi Keung WONG.