

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**ENM HOLDINGS LIMITED**

**安寧控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 128)**

**SUPPLEMENTAL AGREEMENTS IN RELATION TO  
THE DISPOSAL OF INTERESTS IN  
SHANGHAI HILLTOP RESORT HOTEL LTD. AND  
SHANGHAI LANDIS HOSPITALITY MANAGEMENT CO. LTD.**

Reference is made to (i) the circular of the Company dated 4 September 2012 (the “Circular”) in relation to the discloseable and connected transaction involving the disposal of the entire registered capital in Shanghai Hilltop by the Company and 35% equity interest in Shanghai Landis by Jackpot, an indirect wholly-owned subsidiary of the Company; and (ii) the announcements of the Company dated 22 March 2013, 2 September 2013, 28 October 2013 and 24 December 2013 respectively (the “Announcements”) in respect of the Hilltop Transfer Approval, the Landis Transfer Approval and the payment terms under the Disposal Agreements. Unless otherwise specified, capitalised terms used herein have the same meanings as those defined in the Circular.

As additional time is required for the completion of the transfer of the First Sale Interest and the entire equity interest in Shanghai Landis, the Board announces that on 20 March 2014, (i) the Company and the Purchaser entered into another supplemental agreement in relation to the First Disposal Agreement (the “2014 First Supplemental Agreement”); and (ii) Jackpot, together with Other Vendors and the Purchaser, entered into another supplemental agreement in relation to the Second Disposal Agreement (the “2014 Second Supplemental Agreement”).

Pursuant to the 2014 First Supplemental Agreement, inter alia:

- (i) the total consideration of the First Disposal Agreement, being RMB46,750,000, shall be deposited into the First Escrow Account by the Purchaser no later than 31 December 2014;

- (ii) the amounts deposited into the First Escrow Account and interests accrued thereon shall be released to the Company no later than 31 December 2014, after which the First Escrow Account shall be closed and all remaining amounts therein (if any) shall be released to the Purchaser; and
- (iii) the First Disposal Agreement shall be effective until 31 December 2014, subject to further extension by the parties in writing.

Pursuant to the 2014 Second Supplemental Agreement, inter alia:

- (i) the total consideration of the Second Disposal Agreement, being RMB66,430,000, shall be deposited into the Second Escrow Account by the Purchaser no later than 31 December 2014;
- (ii) the amounts deposited into the Second Escrow Account and interests accrued thereon shall be released to Jackpot and Other Vendors no later than 31 December 2014, after which the Second Escrow Account shall be closed and all remaining amounts therein (if any) shall be released to the Purchaser; and
- (iii) the Second Disposal Agreement shall be effective until 31 December 2014, subject to further extension by the parties in writing.

As of the date of this announcement, (i) the total remaining balance of the total consideration of the First Disposal Agreement to be paid by the Purchaser amounts to RMB16,524,000, representing approximately 35.3% of the total consideration of the First Disposal Agreement; and (ii) the total remaining balance of the total consideration of the Second Disposal Agreement to be paid by the Purchaser amounts to RMB23,476,000, representing approximately 35.3% of the total consideration of the Second Disposal Agreement.

Save for the above and previously disclosed in the Announcements, all terms and conditions of the First Disposal Agreement and the Second Disposal Agreement remain unchanged and are in full force and effect.

By order of the Board  
**ENM Holdings Limited**  
**Joseph Wing Kong LEUNG**

*Chairman and Acting Chief Executive Officer*

Hong Kong, 21 March 2014

*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.*