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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting dated 29 April 2016 (the “Notice”) of ENM Holdings Limited (the “Company”) which set out the resolutions to be considered by shareholders of the Company at the annual general meeting to be held at Hilltop Country Club, 10 Hilltop Road, Lo Wai, Tsuen Wan, New Territories, Hong Kong on Friday, 3 June 2016 at 10:30 a.m. (the “AGM”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled and will consider and, if thought fit, approve the following resolutions as ordinary resolutions in addition to the resolutions set out in the Notice:

ORDINARY RESOLUTIONS

6. To elect Mr. Kin Wing CHEUNG as Independent Non-executive Director.
7. To elect Mr. Baldwin Kiu Sang LEE as Independent Non-executive Director.

By order of the Board
ENM Holdings Limited
Derek Wai Choi LEUNG
Executive Director
and Acting Chief Executive Officer

Hong Kong, 13 May 2016

Suites 3301-3303A, 33/F
Tower 2, Nina Tower
8 Yeung Uk Road
Tsuen Wan
New Territories
Hong Kong

As at the date this notice, the Executive Directors are Mr. Derek Wai Choi LEUNG (Acting Chief Executive Officer), Mr. Victor Yiu Keung CHIANG 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.

EXPLANATORY NOTES TO THE SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Introduction

1. This supplemental notice should be read together with the Notice. The purpose of this supplemental notice is to give you further information relating to the election of Directors at the AGM.

Nomination of Directors

2. Subsequent to the despatch of the Notice, the board of directors of the Company (the “Board”) has received written notices from two shareholders of the Company of their intention to propose resolutions for the election of Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE as Independent Non-executive Directors at the AGM.
3. Particulars of Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE are as follows:

Mr. Kin Wing CHEUNG

Mr. Kin Wing CHEUNG (“Mr. Cheung”), aged 62, holds of Bachelor of Commerce from the University of Calgary, Canada. Mr. Cheung has been a member of the Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales since May 1986 and January 2005, respectively.

Mr. Cheung has around 30 years of experience in information technology, financial accounting, auditing and management. Since February 1999, Mr. Cheung has been a director and lead consultant of Sunplex Consultants Limited, a company providing human resources management and information technology consultancy services to its clients (including government organisations and private companies).

Mr. Cheung had held several positions, including assistant manager, manager and senior manager between September 1980 and July 1991 in Coopers & Lybrand. Mr. Cheung had been a partner of Coopers & Lybrand since March 1995, and had been a partner of PricewaterhouseCoopers since Coopers & Lybrand was merged with Price Waterhouse into PricewaterhouseCoopers in October 1998 until his resignation in May 1999. Mr. Cheung was a director of the finance and operation department of the Hong Kong Institute of Certified Public Accountants between July 2004 and April 2008 and a consultant of the Hong Kong Institute of Certified Public Accountants between April 2008 and August 2008.

Mr. Cheung has been an independent non-executive director of BaWang International (Group) Holding Limited, a company whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited, since November 2014, and an independent non-executive director of Bank of Communications Trustee Limited since November 2003.

Mr. Cheung was also an independent director of AXA China Region Trustees Limited from August 1999 until August 2015, when that company sold its retirement scheme (ORSO & MPF) business and ceased to be an approved MPF Trustees.

Mr. Baldwin Kiu Sang LEE

Mr. Baldwin Kiu Sang LEE (“Mr. Lee”), aged 59, holds a degree of Master of Business Administration from Concordia University in Montreal, Canada and a degree of Bachelor of Commerce from McGill University in Montreal, Canada. Mr. Lee is a fellow member of the Institute of Canadian Bankers and a senior fellow member of the Hong Kong Securities and Investment Institute.

Mr. Lee has been the managing director of Centurion Corporate Finance Limited since 1994. Mr. Lee is also a responsible officer for the dealing in securities, advising on securities, advising on corporate finance and asset management of Centurion Corporate Finance Limited, a licensed corporation under the Securities and Futures Ordinance of Hong Kong. Prior to his present posting, Mr. Lee was a director at Sun Hung Kai International Limited, the corporate finance arm of Sun Hung Kai & Co. Limited where he was involved in the supervision and management of

the corporate finance team of Sun Hung Kai International Limited. Prior to returning to Hong Kong in 1991, Mr. Lee worked as a banker and a corporate finance professional in Toronto, Canada. Mr. Lee has experience in banking, asset management, securities trading and corporate finance.

4. As at 9 May 2016, being the latest practicable date prior to the printing of this supplemental notice, Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE both did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.
5. Each of Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE has further declared that he does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company (as respectively defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).
6. Each of Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE has not entered into any service contract with the Company or any of its subsidiaries. Mr. Kin Wing CHEUNG and/or Mr. Baldwin Kiu Sang LEE if elected, will be appointed as Independent Non-executive Director(s) with effect from the conclusion of the AGM for a term of approximately two years expiring at the conclusion of the Company’s annual general meeting to be held in 2018, subject to retirement by rotation in accordance with the Company’s Articles of Association.
7. Both Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE do not hold any position with the Company or any of its subsidiaries.
8. Mr. Kin Wing CHEUNG and/or Mr. Baldwin Kiu Sang LEE if elected, will be paid a remuneration set out below applicable to the Independent Non-executive Directors for their service on the Board and, where applicable, on certain of its committees:

HK\$

Fee per annum

Board

— Independent Non-executive Director	150,000
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Board Committees

— Chairman	50,000
— Member	25,000

Attendance fee per meeting

— Board meeting	8,000
— General meeting	5,000
— Committee meeting	5,000

9. Save as disclosed above, there is no other information relating to Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and the Company is not aware of any other matter in relation to the election of Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE as Independent Non-executive Directors that needs to be brought to the attention of the shareholders of the Company (the “Shareholders”).
10. Further, Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE both have confirmed that they meet the independence criteria as set out in Rule 3.13 of Listing Rules.

Second Proxy Form

11. Since the proxy form (the “First Proxy Form”) sent together with the Notice does not contain the proposed resolutions for the election of Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE as Independent Non-executive Directors as set out in this supplemental notice, a new proxy form (the “Second Proxy Form”) has been prepared and is enclosed with this supplemental notice.
12. Shareholders are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return the completed Second Proxy Form to the registered office of the Company at Suites 3301-3303A, 33/F, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or adjourned meeting (as the case may be).
13. A shareholder who has not yet lodged the First Proxy Form with the Company is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend, speak and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company.
14. A shareholder who has already lodged the First Proxy Form with the Company should note that:
 - (i) If no Second Proxy Form is lodged with the Company, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, resolutions for the election of Mr. Kin Wing CHEUNG and Mr. Baldwin Kiu Sang LEE as Independent Non-executive Directors as set out in this supplemental notice) except for those resolutions to which the shareholder has indicated his/her voting direction in the First Proxy Form.
 - (ii) If the Second Proxy Form is lodged with the Company 48 hours prior to the time appointed for the AGM or adjourned meeting (as the case may be) (the “Closing Time”), the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder.
 - (iii) If the Second Proxy Form is lodged with the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company. Accordingly, the Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company before the Closing Time.
15. Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

Recommendation

16. The Board considers that Resolution Nos. 6 and 7 as set out in this supplemental notice are in the best interests of the Company and its Shareholders as a whole and, accordingly, recommends the Shareholders to vote in favour of the Resolution Nos. 6 and 7 to be proposed at the AGM.

Transport provided by Hilltop Country Club to and from the AGM Venue

17. Free shuttle bus service is provided between Hilltop Country Club and Tsuen Wan MTR station as well as between Hilltop Country Club and Tsuen Wan West MTR station. The timetable and location of the shuttle bus service are available on the website of Hilltop Country Club at www.hilltopcountryclub.com/eng/location.php.