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**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**

Please see pages 9 and 10 of this document for measures to be taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the Annual General Meeting, including:

- compulsory body temperature checks
- mandatory use of surgical face masks
- mandatory health declaration — anyone subject to quarantine, or has travelled overseas within 14 days immediately before the Annual General Meeting (“recent travel history”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the Annual General Meeting
- No provision of refreshments
- No distribution of corporate gifts

**In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages shareholders NOT to attend the Annual General Meeting in person, and advises 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 attending the meeting in person. The Company undertakes to respond in writing to any question raised by a shareholder that could otherwise have been answered “live” at the Annual General Meeting. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.**



## 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

NOTICE IS HEREBY GIVEN that an Annual General Meeting of ENM Holdings Limited (the “Company”) will be held at Hilltop Country Club, 10 Hilltop Road, Lo Wai, Tsuen Wan, New Territories, Hong Kong on Wednesday, 10 June 2020 at 10:30 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 2019.
2. To re-elect Mr. Kin Wing CHEUNG as Director.
3. To re-elect Mr. Kiu Sang Baldwin LEE as Director.
4. To re-elect Mr. Ted Tak Tai LEE as Director.
5. To re-elect Ms. Sarah Young O’DONNELL as Director.
6. To authorise the Board of Directors to fix the Directors’ remuneration.
7. To re-appoint RSM Hong Kong as the Auditor and authorise the Board of Directors to fix the Auditor’s remuneration.
8. 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  
**David Parker**  
*Executive Director and  
Chief Executive Officer*

Hong Kong, 29 April 2020

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 of the Company entitled to attend and vote at the Annual General Meeting of the Company to be held on 10 June 2020 (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 of the Company.
2. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages shareholders NOT to attend the AGM in person, and advises shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the meeting in person.
3. 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 Registrar, 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.
4. The register of shareholders will be closed from 4 June 2020 to 10 June 2020, 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 Registrar, 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 Wednesday, 3 June 2020.

### **Re-election of Directors — Resolutions 2 to 5**

5. 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 will retire by rotation at the AGM and, being eligible, shall offer themselves for re-election at the AGM.
6. The biographical details of the four retiring Directors who stand for re-election at the AGM (the “Retiring Directors”) are set out in the “Biographies of Directors” section of the Company’s 2019 Annual Report which accompanies this Notice.

7. Other biographical details of the Retiring Directors as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) are set out below:

7.1 Mr. Kin Wing CHEUNG

As at 23 April 2020, being the latest practicable date prior to the printing of this Notice (the “Latest Practicable Date”), Mr. Cheung did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

If Mr. Cheung is re-elected at the AGM, he 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 2022, subject to retirement by rotation in accordance with the Company’s Articles of Association.

Mr. Cheung has confirmed to the Board his independence as regard each of the factors referred to in Rule 3.13 of the Listing Rules. He has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company. The Board is not aware of any circumstance that might influence Mr. Cheung in exercising independent judgment, and is satisfied that he has the requisite character, integrity, independence and experience to fulfill the role of an Independent Non-Executive Director.

7.2 Mr. Kiu Sang Baldwin LEE

As at the Latest Practicable Date, Mr. Lee did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

If Mr. Lee is re-elected at the AGM, he 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 2022, subject to retirement by rotation in accordance with the Company’s Articles of Association.

Mr. Lee has confirmed to the Board his independence as regard each of the factors referred to in Rule 3.13 of the Listing Rules. He has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company. The Board is not aware of any circumstance that might influence Mr. Lee in exercising independent judgment, and is satisfied that he has the requisite character, integrity, independence and experience to fulfill the role of an Independent Non-Executive Director.

7.3 Mr. Ted Tak Tai LEE

As at the Latest Practicable Date, Mr. Lee did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

If Mr. Lee is re-elected at the AGM, he 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 2022, subject to retirement by rotation in accordance with the Company’s Articles of Association.

Mr. Lee has confirmed to the Board his independence as regard each of the factors referred to in Rule 3.13 of the Listing Rules. He has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company. The Board is not aware of any circumstance that might influence Mr. Lee in exercising independent judgment, and is satisfied that he has the requisite character, integrity, independence and experience to fulfill the role of an Independent Non-Executive Director.

7.4 Ms. Sarah Young O'DONNELL

As at the Latest Practicable Date, Ms. O'Donnell did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

If Ms. O'Donnell is re-elected at the AGM, she 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 2022, subject to retirement by rotation in accordance with the Company's Articles of Association.

Ms. O'Donnell has confirmed to the Board her independence as regard each of the factors referred to in Rule 3.13 of the Listing Rules. She has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company. The Board is not aware of any circumstance that might influence Ms. O'Donnell in exercising independent judgment, and is satisfied that she has the requisite character, integrity, independence and experience to fulfill the role of an Independent Non-Executive Director.

8. The current remuneration of Independent Non-executive Directors for their service on the Board and, where applicable, on certain of its committees is set out below.

	<i>HK\$</i>
<b>Fee per annum</b>	
Board	
— Independent Non-executive Director	165,600
Board Committees	
— Chairman	54,850
— Member	27,940
<b>Attendance fee per meeting</b>	
— Board meeting	8,790
— Committee meeting	5,690
— General meeting	5,690

The above remuneration is determined by the Board upon the Remuneration Committee's recommendation and with reference to the duties and responsibilities in the Company.

9. Save for the information as set out in the “Biographies of Directors” section of the Company’s 2019 Annual Report which accompanies this Notice and in paragraphs 7 and 8 above,
- (i) each of the Retiring Directors (a) does 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 preceding the Latest Practicable Date; and (c) does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company; and
  - (ii) 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 of the Company (the “Shareholders”) in respect of the Retiring Directors.

#### **General Mandate to issue shares — Resolution 8**

10. At the last annual general meeting of the Company held on 12 June 2019, 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**

11. The Board considers that each of the Resolutions 1 to 8 as set out in the Notice is in the best interests of the Company and the Shareholders as a whole and, accordingly, recommends the Shareholders to vote in favour of the Resolutions 1 to 8 to be proposed at the AGM.

#### **Voting at the AGM**

12. 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**

13. 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 8:30 a.m. and 10:30 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](http://www.enmholdings.com)) and the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and venue of the adjourned meeting.

Shareholders should in any event exercise due care and caution when deciding to attend the AGM in adverse weather conditions.

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

14. 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](http://www.hilltopcountryclub.com).

### **Board of Directors**

15. As at the date of this Notice, the Executive Director is Mr. David Charles PARKER (Chief Executive Officer), the Non-executive Director is Mr. Derek Wai Choi LEUNG (Non-executive Chairman), 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 epidemic situation of COVID-19, the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and stakeholders from the risk of infection:
  - (i) **Compulsory body temperature checks** will be conducted for every shareholder or proxy at the entrance to the AGM venue. Per the guideline issued by Hilltop 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 Hilltop Country Club. Being denied entry to Hilltop Country Club also means the person will not be able to attend the AGM.
  - (ii) Per the guideline issued by Hilltop Country Club, customers are required to wear protective face masks at the club. All attendees will be required to **wear surgical face masks** (self-supplied) before they are permitted to attend, and during their attendance of, the AGM. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM. Seating at the AGM venue will be arranged accordingly.
  - (iii) Attendees may be asked if (i) he/she is subject to any HKSAR Government prescribed quarantine requirement; (ii) he/she has travelled outside of Hong Kong within 14 days immediately before the AGM (“recent travel history”); and (iii) he/she has had close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the AGM venue or be required to promptly leave the AGM venue.
  - (iv) Any attendee who declines any of the abovementioned measures will be refused admission to the AGM venue.
  - (v) No refreshments will be served, and there will be no corporate gifts.
  - (vi) Anyone attending the AGM is reminded to observe good personal hygiene at all times.
  - (vii) Hand sanitizing medical will be distributed.
2. Shareholders are requested (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment, (b) to follow any 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 anybody who has contracted or is suspected to have contracted COVID-19.
3. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages shareholders NOT to attend the AGM in person, and advises shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the meeting 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. If any shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board of Directors of the Company, he/she is welcome to send such question or matter to the Board in writing through the Company Secretary whose contact details are set out below. The Company undertakes to respond in writing to any question raised by a shareholder that could otherwise have been answered “live” at the AGM.

The 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](mailto:comsec@enmholdings.com)

6. If 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  
E-mail: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)