



ENM HOLDINGS LIMITED
安寧控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code : 128)

**IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1344 OF 2023**

**IN THE MATTER
OF
ENM HOLDINGS LIMITED**

AND

**IN THE MATTER
OF
THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION**

**SCHEME OF ARRANGEMENT
Under Section 673 of the Companies Ordinance
Chapter 622 of the Laws of Hong Kong Special Administrative Region**

Form of Proxy for the Meeting of the holders of the Scheme Shares (as defined in the Scheme) convened by direction of the High Court of the Hong Kong Special Administrative Region to be held at 10:30 a.m. on Tuesday, 26 September 2023 (or any adjournment thereof)

I/We, being the registered holder(s) of ENM Holdings Limited (the “Company”), **HEREBY APPOINT** the proxy ^(Note 1) as specified below or failing him/her, the Chairperson of the meeting ^(Note 1) to attend and act for me/us and on my/our behalf at the meeting of the Scheme Shareholders of the Company (and at any adjournment thereof) (the “**Court Meeting**”) to be held at Hill Top Country Club, 10 Hilltop Road, Lo Wai, Tsuen Wan, New Territories, Hong Kong on Tuesday, 26 September 2023 at 10:30 a.m. for the purpose of considering and, if thought fit, approving, with or without modification, the scheme of arrangement (the “**Scheme**”) referred to in the notice convening the Court Meeting; and, at the Court Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. ^(Note 8)		Signature ^(Note 4)	
Registered Holding ^(Note 2)			
Date			

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares ^(Note 3)	
Full Address			

FOR THE SCHEME ^(Note 5)	AGAINST THE SCHEME ^(Note 5)

Notes:

1. If any proxy other than the Chairperson of the Court Meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the Court Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy need not be a shareholder of the Company, but must attend the Court Meeting (or any adjournment thereof) to represent you.
2. Please insert the number of shares registered in the name of the holder(s).
3. Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
4. This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its seal or under the hand of an attorney or a duly authorised officer on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR THE SCHEME". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST THE SCHEME".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the Court Meeting other than those referred to in the notice convening the Court Meeting.**
6. In order to be valid, a proxy form and the power of attorney or other authority under which it is signed (if any), or a notarially certified copy thereof (in the case of a corporation, either under its seal or under the hand of an attorney or a duly authorised officer in that behalf and to the satisfaction of the directors), must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the Court Meeting or any adjournment thereof. Alternatively, the form of proxy may be handed to the Chairperson of the Court Meeting before the taking of the poll, who shall have absolute discretion as to whether or not to accept it. Proxy forms sent electronically or by any other data transmission process will not be accepted.
7. Completion and delivery of this proxy form will not preclude you from attending and voting at the Court Meeting if you so wish. In the event that you attend and vote at the Court Meeting or any adjournment thereof after having lodged your form of proxy, your form of proxy will be revoked.
8. Please provide one certificate number, if possible, to facilitate processing.
9. For the avoidance of doubt, we do not accept any special instructions written on this proxy form.
10. If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above or post-super typhoon extreme conditions in force at or after 8:30 a.m. on Tuesday, 26 September 2023 and/or the Hong Kong Observatory has announced at or before 8:30 a.m. on Tuesday, 26 September 2023 that any of the above mentioned warnings is to be issued within the next two hours, the Court Meeting shall (1) automatically be postponed to the next Business Day (as defined in the Scheme) on which no "black" rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted and no post-super typhoon extreme conditions are in force between the hours from 8:30 a.m. to 10:30 a.m. and in such case the Court Meeting shall be held at 10:30 a.m. on that Business Day or (2) an alternative day to be announced that falls within seven business days of the original date scheduled for the Court Meeting. For the avoidance of doubt, the Court Meeting will be held as scheduled even when a tropical cyclone warning signal number 3 or below is hoisted or an amber or red rainstorm warning signal is in force. The Shareholders should make their own decision as to whether to attend the Court Meeting under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.
11. **PERSONAL INFORMATION COLLECTION STATEMENT**
 - (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
 - (ii) Your supply of the Personal Data to the Company and/or its share registrars is on a voluntary basis. Failure to provide sufficient information may result in the Company being unable to process your appointment of proxy and instructions.
 - (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for the Company's verification and record purposes.
 - (iv) You and your appointed proxy have the right to request access to and/or correction of the respective Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of the Personal Data should be made in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.