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**ENM HOLDINGS LIMITED**  
**安寧控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 128)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of ENM Holdings Limited (“the **Company**”) will be held at 11:30 a.m., on Monday, 24 September 2012 at Hilltop Country Club, 10 Hilltop Road, Lo Wai, Tsuen Wan, New Territories, Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

(1) “**THAT,**

- (a) the agreement for transfer of equity interest dated 4 August 2012 (“**First Disposal Agreement**”), a copy of which, signed by the Chairman of the meeting for the purpose of identification, has been produced to the meeting marked “A”, entered into between 上海興遠實業有限公司 (Shanghai Xingyuan Shiyei Company Limited) (“**Purchaser**”) and the Company whereby the Company has conditionally agreed to dispose to the Purchaser the entire registered capital in Shanghai Hilltop Resort Hotel Ltd. (“**Shanghai Hilltop**”) at the consideration of RMB46,750,000 (equivalent to approximately HK\$57,503,000) and the transactions contemplated thereunder including the Company agreeing to bear indebtedness of Shanghai Hilltop and Shanghai Landis Hospitality Management Co. Ltd. to third parties of not more than RMB5,000,000 (equivalent to approximately HK\$6,150,000), and the execution of the First Disposal Agreement be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and sign all such documents and to take such steps as they consider necessary or expedient or desirable in connection with or to give effect to the First Disposal Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company.”

(2) “**THAT,**

- (a) the agreement for transfer of equity interest dated 4 August 2012 (“**Second Disposal Agreement**”), a copy of which, signed by the Chairman of the meeting for the purpose of identification, has been produced to the meeting marked “B”, entered into between the Purchaser and Jackpot International Business Inc. (“**Jackpot**”), an indirect wholly-owned subsidiary of the Company, and four other vendors whereby Jackpot conditionally agreed

to dispose to the Purchaser 35% equity interest in Shanghai Landis Hospitality Management Co. Ltd. at the consideration of RMB23,250,500 (equivalent to approximately HK\$28,598,000) and the transactions contemplated thereunder, and the execution of the Second Disposal Agreement be and are hereby approved, confirmed and ratified; and

- (b) the directors of the Company be and are hereby authorised to do all such acts and things and sign all such documents and to take such steps as they consider necessary or expedient or desirable in connection with or to give effect to the Second Disposal Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company.”

By Order of the Board  
**ENM HOLDINGS LIMITED**  
**Joseph Wing Kong LEUNG**  
*Chairman and*  
*Acting Chief Executive Officer*

Hong Kong, 4 September 2012

***Registered Office:***

Suites 3301-03, 33/F,  
Tower 2, Nina Tower, 8 Yeung Uk Road,  
Tsuen Wan, New Territories, Hong Kong

*Notes:*

- (1) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
- (2) Where there are joint holders of any share, any one of such holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled to vote, but if more than one of such joint holders are present at the EGM in person or by proxy, the person so present whose name stands first in the register of shareholders of the Company in respect of such share shall alone be entitled to vote in respect of it.
- (3) A form of proxy for use at the EGM is enclosed. To be valid, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be lodged with the Company at Suites 3301-03, 33/F, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong by not less than 48 hours before the time appointed for the holding of the EGM or any adjournment of it (as the case may be).
- (4) To facilitate the processing of proxy voting, the register of shareholders will be closed from 20 September 2012 to 24 September 2012, both days inclusive, during which period the registration of transfers of shares will be suspended. To be entitled to attend and vote at the EGM, all transfers should be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 19 September 2012.

- (5) Pursuant to Rule 13.39 of the Listing Rules and Article 73 of the Articles of Association of the Company, all resolutions set out in the Notice will be decided by poll at the EGM.
- (6) Shareholders are requested to telephone the Company's hotline on (852) 2594 0600 for arrangements of the EGM in the event that a No. 8 (or above) typhoon or black rainstorm warning is hoisted on the day of the EGM.
- (7) As at the date hereof, 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, the Non-executive Director is Mr. Raymond Shing Loong WONG, and the Independent Non-executive Directors are Dr. Cecil Sze Tsung CHAO, Dr. Jen CHEN, Mr. David Kwok Kwei LO, Mr. Ian Grant ROBINSON and Mr. Chi Keung WONG.