



ENM HOLDINGS LIMITED

安寧控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 128)

SECOND PROXY FORM (ANNUAL GENERAL MEETING — 2 JUNE 2010)

Second Form of proxy for use at the Annual General Meeting (the “AGM”) to be held at the Hilltop Country Club, 10 Hilltop Road, Lo Wai, Tsuen Wan, New Territories, Hong Kong on Wednesday, 2 June 2010 at 10:30 a.m. (and at any adjournment thereof)

I/We⁽¹⁾ _____

of _____

being the registered holder(s) of _____ share(s)⁽²⁾ of HK\$0.01 each in the capital of ENM Holdings

Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or⁽³⁾ _____

of _____

as my/our proxy to attend and vote for me/us at the above Annual General Meeting (and at any adjournment thereof) as indicated below⁽⁴⁾.

	RESOLUTIONS	FOR	AGAINST
1.	To receive and consider the Audited Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 December 2009		
2.	To re-elect Dr. Cecil Sze Tsung CHAO as Director		
3.	To re-elect Mr. Raymond Wai Pun LAU as Director		
4.	To re-elect Mr. Derek Wai Choi LEUNG as Director		
5.	To authorise the Board of Directors to fix the Directors’ remuneration		
6.	To re-appoint RSM Nelson Wheeler as the Auditors and to authorise the Board of Directors to fix their remuneration		
7.	To grant to the Board of Directors a general mandate to issue new shares		
8.	To elect Mr. David Kwok Kwei LO as Independent Non-executive Director		
9.	To elect Mr. Chi Keung WONG as Independent Non-executive Director		

Dated this _____ day of _____ 2010 Signature(s)⁽⁶⁾ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy will be deemed to relate to all the shares registered in your name(s).
3. If any proxy other than the chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS SECOND FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete any or all boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. Shareholders should note that Resolutions 8 and 9 will only be put to the meeting for voting if the relevant shareholder who has indicated her intention to propose the candidates does in fact propose such resolutions at the AGM.
6. This second form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must under its common seal or under the hand of an officer or attorney duly authorised.
7. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
8. To be valid, this second form of proxy together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof, must be deposited at the registered office of the Company at Suites 3301-03, 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 for holding the above Annual General Meeting or any adjournment thereof.
9. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
10. Completion and return of this second form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.
11. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM (THE “FIRST PROXY FORM”) WHICH SENT TOGETHER WITH THE NOTICE OF AGM DATED 30 APRIL 2010 AND 2009 ANNUAL REPORT OF THE COMPANY, SHOULD NOTE THAT:**
 - (a) **If no Second Proxy Form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (other than those referred to in the notice of AGM dated 30 April 2010 and the First Proxy Form), including resolutions for election of Mr. David Kwok Kwei LO and Mr. Chi Keung WONG as Independent Non-executive Directors set out in the supplemental notice of AGM dated 17 May 2010.
 - (b) **If the Second Proxy Form is lodged with the Company before 48 hours prior to the time appointed for holding the Meeting (the “Closing Time”), the Second Proxy Form 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 if correctly completed.**
 - (c) **If the Second Proxy Form is lodged with the Company after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.**
12. If a shareholder has any queries about the validity of his/her proxy form deposited, he/she may contact the Company Secretarial Department of the Company at 2594 0600.