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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

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 Friday, 3 June 2016 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 2015.
2. To re-elect Dr. Jen CHEN as Independent Non-executive Director.
3. To authorise the Board of Directors to fix the Directors’ fees.
4. To re-appoint RSM Hong Kong as the Auditor and authorise the Board of Directors to fix the Auditor’s remuneration.
5. As special business, to consider and, if thought fit, to pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to 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 dispose of additional shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company (including the issue of any securities convertible into shares, or option, warrants or similar rights to subscribe for any shares); 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
ENM Holdings Limited
Derek Wai Choi LEUNG
Executive Director
and Acting Chief Executive Officer

Hong Kong, 29 April 2016

Suites 3301-3303A, 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 3 June 2016 (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. 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 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, 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.
3. The voting record date is 3 June 2016. The register of shareholders will be closed from 31 May 2016 to 3 June 2016, 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 Registrars, 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 Monday, 30 May 2016.

Re-election of Directors

4. In accordance with Article 103 of the Company’s Articles of Association, Dr. Jen CHEN, Mr. Victor Yiu Keung CHIANG, Mr. David Kwok Kwei LO and Mr. Ian Grant ROBINSON will retire by rotation at the AGM.
5. Mr. Victor Yiu Keung CHIANG, Mr. David Kwok Kwei LO and Mr. Ian Grant ROBINSON have informed the Board of Directors (the “Board”) of the Company that they will not stand for re-election and accordingly will retire as Directors after the conclusion of the AGM. Dr. Jen CHEN, being eligible, shall offer himself for re-election at the AGM.
6. The biographical details of Dr. Jen CHEN are set out in the “Biographies of Directors” section of the Company’s 2015 Annual Report which accompanies this Notice.
7. Pursuant to the letter of appointment of Dr. Jen CHEN, he is appointed for a term of approximately three years commencing from the date of the annual general meeting at which he is re-elected and expiring at the annual general meeting to be held three years thereafter, subject to retirement by rotation in accordance with the Company’s Articles of Association.
8. Dr. Jen CHEN has served as Independent Non-executive Director for more than nine years. Notwithstanding his long service, given that Dr. Jen CHEN has made a confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Board is satisfied with his independence and believes he is still independent. The Board believes that Dr. Jen CHEN should be re-elected as an Independent Non-executive Director in view of his extensive knowledge and experience, and valuable contribution to the Board.

9. Dr. Jen CHEN is currently entitled to an annual director's fee of HK\$150,000 and an annual fee of HK\$25,000 for serving as member of the Audit Committee of the Company. Dr. Jen CHEN is also entitled to an attendance fee of HK\$8,000 for attending each Board meeting of the Company and HK\$5,000 for attending each general meeting or committee meeting of the Company.
10. As at 25 April 2016, being the latest practicable date prior to the printing of this Notice (the "Latest Practicable Date"), Dr. Jen CHEN did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.
11. Save for the information as set out in the "Biographies of Directors" section of the Company's 2015 Annual Report which accompanies this Notice and in paragraphs 7 to 10 above,
 - (i) Dr. Jen CHEN (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; (c) does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company (as respectively defined in the Listing Rules); and (d) does not receive any other emoluments from the Group; and
 - (ii) there is no other information relating to Dr. Jen CHEN that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules; and there are no other matters concerning Dr. Jen CHEN that need to be brought to the attention of the shareholders of the Company (the "Shareholders").

General Mandate to issue shares

12. With reference to Resolution No. 5, at the last annual general meeting of the Company held on 5 June 2015, 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 or securities of the Company, an ordinary resolution will be proposed at the AGM that the Board be given a general and unconditional mandate to exercise all the powers of the Company to allot, issue and dispose of additional shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company. The proposed mandate size is limited to, and does not exceed, 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 or securities pursuant to such mandate.

Recommendation

13. The Board considers that Resolution Nos. 1 to 5 as set out in the 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. 1 to 5 to be proposed at the AGM.

Voting at the AGM

14. 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

15. Shareholders are requested to telephone the Company's hotline on (852) 2594 0600 for arrangements of the AGM in the event that a No. 8 (or above) typhoon or black rainstorm warning is hoisted on the day of the AGM.

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.