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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, 9 June 2017 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 2016.
2. To re-elect Mr. Derek Wai Choi LEUNG as Director.
3. To re-elect Mr. David Charles PARKER as Director.
4. To re-elect Mr. Wing Tung YEUNG as Director.
5. To authorise the Board of Directors to fix the Directors’ remuneration.
6. To re-appoint RSM Hong Kong as the Auditor and authorise the Board of Directors to fix the Auditor’s remuneration.
7. 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**  
**David Parker**  
*Chief Executive Officer*

Hong Kong, 28 April 2017

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

1. A shareholder of the Company entitled to attend and vote at the Annual General Meeting of the Company to be held on 9 June 2017 (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 Company’s Registrars, Computershare Hong Kong Investor Services Limited, Rooms 1712 to 1716, 17/F, 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.
3. The register of shareholders will be closed from 6 June 2017 to 9 June 2017, 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, Rooms 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, 5 June 2017.

### Re-election of Directors — Resolutions 2 to 4

4. In accordance with Article 94 of the Company’s Articles of Association, Mr. David Charles PARKER, who was appointed as a Director by the Board of Directors (the “**Board**”) of the Company after the 2016 annual general meeting of the Company, will hold office until the AGM and, being eligible, shall offer himself for re-election at the AGM.
5. In accordance with Article 103 of the Company’s Articles of Association, Mr. Derek Wai Choi LEUNG, Mr. Chi Keung WONG and Mr. Wing Tung YEUNG will retire by rotation at the AGM. Mr. Chi Keung WONG has informed the Board that he will not stand for re-election and accordingly will retire as a Director after the conclusion of the AGM. Mr. Derek Wai Choi LEUNG and Mr. Wing Tung YEUNG, being eligible, shall offer themselves for re-election at the AGM.
6. The biographical details of all the Directors who stand for re-election at the AGM are set out in the “Biographies of Directors” section of the Company’s 2016 Annual Report which accompanies this Notice.

7. Other biographical details of each of the Directors who stand for re-election at the AGM, 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. Derek Wai Choi LEUNG

As at 24 April 2017, being the latest practicable date prior to the printing of this Notice (the “**Latest Practicable Date**”), Mr. Leung did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Leung is entitled to an annual director’s fee of HK\$150,000, an annual fee of HK\$150,000 for serving as the Non-executive Chairman of the Board of the Company, an annual fee of HK\$50,000 for serving as the chairman of the Corporate Governance Committee of the Company, an annual fee of HK\$25,000 for serving as a member of the Investment Committee of the Company, an annual fee of HK\$50,000 for serving as the chairman of the Nomination Committee of the Company and an annual fee of HK\$25,000 for serving as a member of the Remuneration Committee of the Company. Mr. Leung 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. Mr. Leung’s remuneration is determined by the Board upon the Remuneration Committee’s recommendation and with reference to his duties and responsibilities in the Company.

If Mr. Leung is being 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 2019, subject to retirement by rotation in accordance with the Company’s Articles of Association.

7.2 Mr. David Charles PARKER

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

Mr. Parker is entitled to a basic salary of HK\$209,000 plus a housing allowance of HK\$60,000 and a local travelling allowance of HK\$5,000 each month, a year-end double pay equivalent to one month of his basic salary (pro-rata adjusted for any period shorter than a year), and a discretionary bonus. Mr. Parker’s remuneration package is determined by the Remuneration Committee of the Company with reference to his duties and responsibilities, the Group’s operating results and comparable market statistics. Mr. Parker is also entitled to an annual director’s fee of HK\$60,000 which is determined by the Board upon the Remuneration Committee’s recommendation.

Mr. Parker does not have any fixed term of service with the Company. If Mr. Parker is being re-elected at the AGM, he will continue to be a Director for an unspecified term but will be subject to retirement by rotation in accordance with the Company’s Articles of Association.

### 7.3 Mr. Wing Tung YEUNG

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

Mr. Yeung is entitled to a basic salary of HK\$188,200 plus a local travelling allowance of HK\$5,000 each month, a year-end double pay equivalent to one month of his basic salary (pro-rata adjusted for any period shorter than a year), and a discretionary bonus. Mr. Yeung's remuneration package is determined by the Remuneration Committee of the Company with reference to his duties and responsibilities, the Group's operating results and comparable market statistics. Mr. Yeung is also entitled to an annual director's fee of HK\$60,000 which is determined by the Board upon the Remuneration Committee's recommendation.

Mr. Yeung does not have any fixed term of service with the Company. If Mr. Yeung is being re-elected at the AGM, he will continue to be a Director for an unspecified term but will be subject to retirement by rotation in accordance with the Company's Articles of Association.

Mr. Yeung represented a minority shareholder of Guangnan (KK) Supermarket Limited ("**Guangnan KK**") to serve as director of Guangnan KK in June 1996 and resigned as director in August 2001. Guangnan KK, incorporated in Hong Kong majoring the chain supermarket retail sale, was petitioned to be wound up by a creditor on 20 June 2001 due to its inability to repay debts when due and was wound up by the High Court on 5 September 2001. The liquidation of Guangnan KK was completed and Guangnan KK was dissolved on 2 December 2008.

8. Save for the information as set out in the "Biographies of Directors" section of the Company's 2016 Annual Report which accompanies this Notice and in paragraph 7 above,
  - (i) each of the Directors who stand for re-election at the AGM (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 (as respectively defined in the Listing Rules); 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 Directors who stand for re-election at the AGM.

## **General Mandate to issue shares — Resolution 7**

9. At the last annual general meeting of the Company held on 3 June 2016, 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**

10. The Board considers that each of the Resolutions 1 to 7 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 7 to be proposed at the AGM.

## **Voting at the AGM**

11. 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**

12. 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.

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

13. 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/eng/location.php](http://www.hilltopcountryclub.com/eng/location.php).

*As at the date this Notice, the Executive Directors are Mr. David Charles PARKER (Chief Executive Officer) and Mr. Wing Tung YEUNG, the non-executive Director is Mr. Derek Wai Choi LEUNG (Non-executive Chairman) and the Independent Non-executive Directors are Dr. Jen CHEN, Mr. Kin Wing CHEUNG, Mr. Kiu Sang Baldwin LEE and Mr. Chi Keung WONG.*