



# ENM HOLDINGS LIMITED

## 安寧控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code : 128)

### PROXY FORM FOR EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD

AT 11:00 A.M. ON TUESDAY, 26 SEPTEMBER 2023

(or as soon thereafter as the Court Meeting (as defined below)

shall have been concluded or adjourned)

(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 extraordinary general meeting of the Company 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 11:00 a.m. (the "EGM") (or as soon thereafter as the meeting of certain shareholders of the Company convened by direction of the High Court of the Hong Kong Special Administrative Region for the same day and place shall have been concluded or adjourned (the "Court Meeting")) and at any adjournment thereof in respect of the resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the notice convening the EGM.

<b>Registered Holder(s)</b> (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			

<b>Proxy</b> (Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares (Note 3)	
Full Address			

	SPECIAL RESOLUTION	FOR (Note 5)	AGAINST (Note 5)
1.	To approve, inter alia, the Scheme and the reduction of the share capital of the Company by cancelling and extinguishing the Scheme Shares, to increase the share capital of the Company to its former amount by the creation of such number of new shares of the Company (the "New Shares") as is equal to the number of Scheme Shares cancelled, to apply the credit arising in the Company's books of account as a result of the said reduction of capital in paying up the New Shares which shall be allotted and issued, credited as fully paid, to Solution Bridge Limited, to make application to The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for the withdrawal of the listing of the Company's shares on the Stock Exchange, subject to the Scheme taking effect, and to authorise the Directors to allot and issue such New Shares and to do all other acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the reduction of capital.		

#### Notes:

- If any proxy other than the Chairperson of the EGM 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 EGM of the Company 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 INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy need not be a shareholder of the Company, but must attend the EGM (or any adjournment thereof) to represent you.
- Please insert the number of shares registered in the name of the holder(s).
- 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).
- 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** 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 EGM other than those referred to in the notice convening the EGM.**
- 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, 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 EGM or any adjournment thereof. Alternatively, the form of proxy may be handed to the Chairman of the EGM 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.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the EGM if you so wish. In the event that you attend and vote at the EGM or any adjournment thereof after having lodged your form of proxy, your form of proxy will be revoked.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.
- 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 9:00 a.m. on Tuesday, 26 September 2023 and/or the Hong Kong Observatory has announced at or before 9:00 a.m. on Tuesday, 26 September 2023 that any of the above mentioned warnings is to be issued within the next two hours, the EGM 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 9:00 a.m. to 11:00 a.m. and in such case the EGM shall be held at 11:00 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 EGM. For the avoidance of doubt, the EGM 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 EGM 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.
- PERSONAL INFORMATION COLLECTION STATEMENT
  - "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").
  - 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.
  - 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.
  - 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 Shops 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.