
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



ENM HOLDINGS LIMITED
安寧控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 00128)

Executive Directors:

Mr. Joseph Wing Kong LEUNG

(Chairman and Acting Chief Executive Officer)

Mr. Victor Yiu Keung CHIANG

Mr. Derek Wai Choi LEUNG

Mr. Wing Tung YEUNG

Registered Office:

Suites 3301-03, 33/F

Tower 2, Nina Tower

8 Yeung Uk Road

Tsuen Wan

New Territories

Hong Kong

Independent Non-executive Directors:

Dr. Jen CHEN

Mr. David Kwok Kwei LO

Mr. Ian Grant ROBINSON

Mr. Chi Keung WONG

30 April 2015

To the Shareholders

Dear Sir or Madam,

RE-ELECTION OF DIRECTORS
GENERAL MANDATE TO ISSUE OF SHARES
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION
NOTICE OF ANNUAL GENERAL MEETING

Introduction

1. The purpose of this Circular is to provide you with the information in connection with the resolutions to be proposed at the forthcoming annual general meeting of ENM Holdings Limited (the “Company”; together with its subsidiaries, the “Group”) to be held at Hilltop Country Club, 10 Hilltop Road, Lo Wai, Tsuen Wan, New Territories, Hong Kong on Friday, 5 June 2015 at 10:30 a.m. (the “AGM”) to, inter alia, (i) re-elect retiring directors of the Company; (ii) grant general mandate to issue shares of the Company; and (iii) adopt a revised set of articles of association (the “New Articles”) to replace the existing Memorandum and Articles of Association of the Company (the “Existing Articles”).

Directors

2. In accordance with Article 101 of the Company's Existing Articles, Mr. Derek Wai Choi LEUNG, Mr. Chi Keung WONG and Mr. Wing Tung YEUNG (together the "Retiring Directors") will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.
3. The biographical details of the Retiring Directors are set out in the "Biographies of Directors" section of the Company's 2014 Annual Report which accompanies this Circular.
4. Mr. Derek Wai Choi LEUNG is currently entitled to an annual director's fee of HK\$60,000 and a monthly salary of HK\$52,000 plus a discretionary bonus. Mr. Chi Keung WONG is currently entitled to an annual director's fee of HK\$60,000 plus an attendance fee of HK\$5,000 for attending each physical Board meeting or committee meeting or general meeting of the Company. Mr. Wing Tung YEUNG is currently entitled to an annual director's fee of HK\$60,000 and a monthly salary of HK\$184,500 plus a discretionary bonus.
5. Mr. Derek Wai Choi LEUNG and Mr. Wing Tung YEUNG do not have any fixed term of service with the Company. Therefore, if they are being re-elected at the AGM, they will continue to be Directors for an unspecified term but will be subject to retirement by rotation in accordance with the Company's then Articles of Association.
6. Pursuant to the letter of appointment of Mr. Chi Keung WONG, 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 then Articles of Association.
7. Among the Retiring Directors, Mr. Chi Keung WONG is an Independent Non-executive Director. Given that he has confirmed in writing to the Company of his independence with reference to various matters 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 of Directors (the "Board") is satisfied with his independence and believes he is still independent. The Board believes that Mr. Chi Keung WONG should be re-elected in view of his extensive knowledge and experience, and valuable contribution to the Board.
8. Mr. Wing Tung 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.
9. Save for the information as set out in the "Biographies of Directors" section of the Company's 2014 Annual Report which accompanies this Circular and in paragraphs 4 to 8 above,
 - (i) none of the Retiring Directors holds any other position with the Company or any of its subsidiaries;

- (ii) none of the Retiring Directors had any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at 24 April 2015, being the latest practicable date prior to the printing of this Circular (the “Latest Practicable Date”);
- (iii) none of the Retiring Directors held a directorship in any other listed public companies in the past three years preceding the Latest Practicable Date;
- (iv) none of the Retiring Directors has any relationships with any directors, senior management, substantial or controlling shareholders of the Company (as respectively defined in the Listing Rules);
- (v) none of the Retiring Directors receives any other emoluments from the Group;
- (vi) there is no information relating to the Retiring Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and
- (vii) there are no other matters that need to be brought to the attention of the shareholders of the Company (the “Shareholders”) in respect of the Retiring Directors.

General Mandate to Issue of Shares

10. At the last annual general meeting of the Company held on 3 June 2014, 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.

Proposed Adoption of New Articles of Association

11. The Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “New Companies Ordinance”) came into effect on 3 March 2014. In response to the introduction of the New Companies Ordinance, the Company considers it is appropriate and desirable to propose the adoption of the New Articles in order to incorporate the key changes under the New Companies Ordinance as well as to update and modernise the Company’s Existing Articles.
12. Accordingly, a special resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the adoption of the New Articles by the Company.
13. A summary of the principal amendments that would be incorporated in the New Articles in substitution for, and the exclusion of, the Existing Articles in their entirety, is set out in Appendix I to this Circular.

14. Full text of the New Articles are available in English and Chinese under the “Investor Relations” section of the Company’s website (www.enmholdings.com). The Chinese translation of the New Articles is for Shareholders’ reference only. In case there is any inconsistency between the English version and the Chinese version, the English version shall prevail. A copy of the New Articles and the Existing Articles will also be available for inspection by the Shareholders during normal business hours 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 from the date of this Circular up to and including the date of the AGM.

Notice of the AGM and Proxy

15. Notice of the AGM is set out on pages 9 to 12 of this Circular. A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the proxy form in accordance with the instructions printed thereon and return an original of the same to 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, not less than 24 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. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Recommendation

16. The Board considers that the proposed resolutions as set out in the notice of the AGM, including, among other things, the proposed resolutions in relation to the re-election of the Retiring Directors, the general mandate to issue shares of the Company, and the adoption of the New Articles to replace the Existing Articles of the Company are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
Joseph Wing Kong LEUNG
Chairman and Acting Chief Executive Officer

This appendix contains a summary of the major areas of amendments that would be incorporated in the New Articles that are proposed to be adopted by the Company and are proposed to replace the Existing Articles in their entirety.

1. MANDATORY AMENDMENTS UNDER THE NEW COMPANIES ORDINANCE

The New Articles are based on the Existing Articles with changes primarily made to incorporate mandatory changes effected under the New Companies Ordinance. Some of the principal material changes are as follows:

Abolition of memorandum of association

Under the New Companies Ordinance, Hong Kong companies are no longer required to have a memorandum of association. In view that there is no longer a need for Hong Kong incorporated companies to have an objects clause to define the scope of its corporate capacity, the New Companies Ordinance has therefore removed the requirement for companies to have a memorandum of association as a separate constitutional document. In line with the New Companies Ordinance, the memorandum of association of the Company would be removed.

Certain consequential amendments would be incorporated in the New Articles as a result of the abolition of the memorandum of association of the Company, including the migration of relevant provisions from the memorandum of association into the New Articles, such as (i) New Article 2 to state the Company's name; (ii) New Article 3 to state that the liability of members is limited; and (iii) the table included at the end of the New Articles stating the names, addresses and descriptions of the initial shareholders and the initial shareholding in the Company upon incorporation.

No par regime for share capital

The New Companies Ordinance has adopted a mandatory system of no-par for all Hong Kong companies having a share capital, and therefore retires the concept of par value for all shares. This is in line with international trends to provide companies with greater flexibility in structuring their share capital. It is generally recognised that the previous requirement of shares having a par value, being the minimum amount at which a share can be issued, does not serve its original purpose for companies to maintain a minimum level of capital. This is because the par value is often set at a very low level and does not necessarily give an indication of the real value of the shares.

The effect of the adoption of a no par regime is that when the Company issues additional shares in the future, there will be flexibility in deciding the issue price of each share and such issue price is not restricted to, nor referenced to, a minimum par value. In addition, a sub-division or consolidation of shares by the Company will no longer be effected by changing the par value,

but simply by increasing or reducing the number of shares that have already been issued. Upon any issue of new shares, the subscriber's obligation remains to be the payment of the issue price of the shares to the Company, notwithstanding that the new shares will no longer have a minimum par value.

As a result of the adoption of the no par regime, the New Articles would remove references to the par or nominal value of the shares and New Article 61 would reflect the new provisions concerning the alteration of share capital.

Removal of references to authorised share capital, share premium, share premium account and capital redemption reserve

The adoption of the no par regime, as described above, also leads to the following changes being incorporated into the New Articles: (i) removal of references to authorised share capital; (ii) removal of references to unissued shares as a consequential change resulting from the removal of the concept of authorised share capital; (iii) removal of references to share premium and the share premium account as shares will no longer be issued at a premium to par value; and (iv) removal of references to the capital redemption reserve as shares will no longer have a par value and therefore no transfer will be made to a capital redemption reserve when shares are redeemed or bought back by the Company.

Repeal of powers to issue stock and bearer warrants

The New Companies Ordinance has repealed a company's power to issue stock and bearer warrants. Accordingly, the New Articles reflect these changes and will no longer contain such references.

Scope of director's disclosure of interests

The New Companies Ordinance has widened the ambit of disclosure of interests by a director. Where a director is interested, directly or indirectly, in a transaction, contract or arrangement (or proposed transaction, contract or arrangement) with the Company that is significant in relation to the Company's business, and the director's or the connected entities' interest is material, he will be required to declare the "nature and extent" of the interest of himself and his connected entities in the transaction, contract or arrangement (or proposed transaction, contract or arrangement) in accordance with the timing and procedural requirements under the New Companies Ordinance. These changes would be incorporated into the New Articles under New Article 102.

2. RELEVANT AMENDMENTS UNDER THE NEW COMPANIES ORDINANCE

In addition to the above mandatory amendments, the New Articles will also incorporate other requirements under the New Companies Ordinance. The changes include the following:

Special business in general meetings

The New Companies Ordinance has abolished the distinction between general business and special business in a general meeting. Accordingly, the New Articles will remove the relevant references to align with the provisions under the New Companies Ordinance.

References to extraordinary general meetings

Under the New Companies Ordinance, the meetings of shareholders of a company, other than annual general meetings, are simply referred to as “general meetings”. Accordingly, the references to “extraordinary general meetings” in the Existing Articles, including, but not limited to, Existing Articles 64 and 65, would be amended to “general meetings” in the New Articles.

Timing of holding of annual general meetings

Under the New Companies Ordinance, each annual general meeting of a public company (and a company that is a subsidiary of a public company) must be held within 6 months after the end of the accounting reference period to which the financial year is to be determined. Accordingly, New Article 62 would reflect this amendment.

Multiple locations for holding general meetings

The New Companies Ordinance expressly permits a general meeting to be held at more than one location through the use of electronic technology. New Article 70 would reflect this amendment to enhance the flexibility of the Company when convening general meetings.

Request for a statement of reasons for the refusal to register a transfer of shares

The New Companies Ordinance provides that if a company refuses to register a transfer of shares in the company, the transferee or transferor may request the company to provide a statement of the reasons for the refusal. In such a case, the company must provide the statement of reasons within 28 days after receiving such request. Accordingly, New Articles 41 and 44 would reflect these requirements.

Execution of documents as deed

The New Companies Ordinance contains specific provisions on how a company could execute a document by way of deed and such provisions provide for a number of ways a company could execute a document as a deed effectively. Accordingly, New Article 141(b) would reflect this amendment to enhance the flexibility of the Company when executing documents by way of deed.

Replacement of lost share certificates

The New Companies Ordinance has introduced a streamlined procedure for the publication of notice of intention to issue a new share certificate for listed companies. New Article 22 would reflect this amendment so that the Company could utilise this new publication procedure for the replacement of lost share certificates.

3. MISCELLANEOUS ANCILLARY AMENDMENTS

The New Articles would also incorporate other consequential changes resulting from the above changes. Certain definitions and references in the Existing Articles would be amended to align with the definitions under, and the section references to, the New Companies Ordinance.

In addition, certain provisions in the New Articles have been updated with reference to the Listing Rules currently in force, including the replacement of “associate” with “close associate” in the relevant areas to reflect the amendments to the Listing Rules which came into effect on 1 July 2014.

NOTICE OF ANNUAL GENERAL MEETING



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 (the “AGM”) 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, 5 June 2015 at 10:30 a.m. for the following purposes:-

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 2014.
2. To re-elect Mr. Derek Wai Choi LEUNG as Director.
3. To re-elect Mr. Chi Keung WONG 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 Nelson Wheeler as the Auditor and authorise the Board of Directors to fix the Auditor’s remuneration.

To consider and, if thought fit, to pass with or without amendments, the following resolutions as an Ordinary Resolution and a Special Resolution respectively:

ORDINARY RESOLUTION

7. **“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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

8. “**THAT** the new articles of association in the form of a printed document marked “A” produced to this meeting and initialed by the chairman of the meeting for the purposes of identification be and is hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association of the Company.”

By order of the Board
ENM Holdings Limited
Joseph Wing Kong LEUNG
Chairman and Acting Chief Executive Officer

Hong Kong, 30 April 2015

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

Notes:

1. A shareholder entitled to attend and vote at the AGM 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. 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 3301-03, 33/F, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong, not less than 24 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 29 May 2015 to 5 June 2015, 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 Thursday, 28 May 2015.
4. Detailed information on the businesses to be transacted at the AGM is set out in the Company’s circular dated 30 April 2015.
5. Pursuant to Rule 13.39 of the Listing Rules and Article 73 of the existing Articles of Association of the Company, all resolutions set out in this Notice will be decided by poll at the AGM.
6. 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.

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this Notice, the Executive Directors are Mr. Joseph Wing Kong LEUNG (Chairman and Acting Chief Executive Officer), Mr. Victor Yiu Keung CHIANG, Mr. Derek Wai Choi LEUNG 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.