
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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****PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see pages 9 and 10 of this document for measures to be taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the Annual General Meeting, including:

- compulsory body temperature checks
- mandatory use of surgical face masks
- mandatory health and travel declaration
- No provision of refreshments
- No distribution of corporate gifts

In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages shareholders NOT to attend the Annual General Meeting in person, and advises shareholders to appoint the Chairman of the Annual General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the meeting in person. The Company undertakes to respond in writing to any question raised by a shareholder that could otherwise have been answered “live” at the Annual General Meeting. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.



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 Hill Top Country Club, 10 Hilltop Road, Lo Wai, Tsuen Wan, New Territories, Hong Kong on Wednesday, 9 June 2021 at 10:00 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 2020.
2. To re-elect Mr. Hing Lun Dennis AU as Director.
3. To re-elect Mr. David Charles PARKER as Director.
4. To elect Mr. Hung Han WONG 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 motion as an Ordinary Resolution:

“THAT:

- (a) subject to: (i) compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (ii) 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 deal with additional shares in the Company or securities convertible into shares of the Company; 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
David Parker
*Executive Director and
Chief Executive Officer*

Hong Kong, 29 April 2021

Suites 3301-3302, 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 9 June 2021 (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. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages shareholders NOT to attend the AGM in person, and advises shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the meeting in person.
3. 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, 17M Floor, 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.
4. The register of shareholders will be closed from 3 June 2021 to 9 June 2021, 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 Wednesday, 2 June 2021.

Re-election of Directors — Resolutions 2 and 3

5. In accordance with Article 94 of the Company’s Articles of Association, Mr. Hing Lun Dennis AU, who was appointed as Director by the Board of Directors (the “Board”) of the Company after the last annual general meeting of the Company held on 10 June 2020, will hold office until the AGM and, being eligible, shall offer himself for re-election at the AGM.
6. In accordance with Article 103 of the Company’s Articles of Association, Mr. Derek Wai Choi LEUNG and Mr. David Charles PARKER will retire by rotation at the AGM. Mr. Derek Wai Choi LEUNG has informed the Board that he will not be seeking re-election at the AGM and will therefore retire at the conclusion of the AGM. Mr. David Charles PARKER, being eligible, shall offer himself for re-election at the AGM.

7. The biographical details of the Directors who stand for re-election at the AGM are set out in the “Biographies of Directors” section of the Company’s 2020 Annual Report which accompanies this Notice.
8. 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:

8.1 Mr. Hing Lun Dennis AU

As at 22 April 2021, being the latest practicable date prior to the printing of this Notice (the “Latest Practicable Date”), Mr. Au did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Au is entitled to (i) an annual director’s fee of HK\$165,600 and (ii) an attendance fee of HK\$8,790 for attending each Board meeting of the Company and HK\$5,690 for attending each general meeting of the Company. Mr. Au’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. Au is 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 2023, subject to retirement by rotation in accordance with the Company’s Articles of Association.

8.2 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\$216,320 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, and the Group’s operating results. 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 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.

9. Save for the information as set out in the “Biographies of Directors” section of the Company’s 2020 Annual Report which accompanies this Notice and in paragraph 8 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; 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 in respect of the Directors who stand for re-election at the AGM.

Election of Director — Resolution 4

10. The Board has received notices from two shareholders of the Company nominating Mr. Hung Han WONG (“Mr. Wong”) as a candidate for election as a Non-executive Director of the Company at the AGM. Mr. Wong has served a written confirmation to the Company, indicating that he is willing to accept the nomination.
11. Having considered the background and past experience of Mr. Wong, the Nomination Committee of the Company is of the view that he is an appropriate candidate to stand for election as Director.
12. The Board has accepted the Nomination Committee’s recommendation and recommended Mr. Wong to stand for election at the AGM. The Board considers that the election of Mr. Wong as Director is in the best interest of the Company and its shareholders as a whole.
13. Particulars of Mr. Wong are as follows:

Mr. Wong, aged 49, is currently an executive director and the Chief Operating Officer of Chinachem Group. He joined Chinachem Group in 2013 as Head of Internal Audit and was the Deputy Head of Leasing before his appointment as Chief Operating Officer in 2018. He has direct managerial responsibilities over Human Resources, Legal, Company Secretarial, Corporate Communications, Workplace Services, Insurance, Internal Controls and Central Procurement functions of Chinachem Group. He also oversees Chinachem Group’s risk management, crisis management as well as corporate social responsibility projects.

Mr. Wong has over 25 years of experience spanning the information technology, consultancy and real estate industries. His career started with Hewlett-Packard, a US multi-national corporation which provided IT products and services. Thereafter, he spent a couple of years as a consultant in PricewaterhouseCoopers prior to joining Chinachem Group.

Mr. Wong holds a Master of Science in Real Estate degree from the University of Hong Kong, a Master of Business Administration degree from the Hong Kong University of Science and Technology and a Bachelor of Science (Computer and Information Sciences) degree from the National University of Singapore.

Mr. Wong is a director and a member of the executive committee of Chime Corporation Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Wong is also a member of the executive committee of each of Diamond Leaf Limited, Parasia Limited and Solution Bridge Limited, which are all substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

14. As at the Latest Practicable Date, Mr. Wong did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.
15. If Mr. Wong is elected at the AGM, a letter of appointment will be entered into between Mr. Wong and the Company, pursuant to which he will be subject to a term of approximately two years commencing from the conclusion of the AGM and expiring at the conclusion of the Company's annual general meeting to be held in 2023, subject to retirement by rotation in accordance with the Company's Articles of Association and will be entitled to an annual director's fee of HK\$165,600, payable on a pro-rata basis for his services. Mr. Wong will also be entitled to an attendance fee of HK\$8,790 for attending each Board meeting of the Company and HK\$5,690 for attending each general meeting of the Company. The level of fees payable to Mr. Wong will be determined by the Board upon the Remuneration Committee's recommendation with reference to his duties and responsibilities in the Company and is in line with that payable to other Non-executive Directors of the Company.
16. Save for the information as set out in paragraphs 13 to 15 above,
 - (i) Mr. Wong (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; and
 - (ii) there are no other matters concerning the election of Mr. Wong that need to be brought to the attention of the shareholders of the Company and there is no other information relating to Mr. Wong that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

General Mandate to issue shares — Resolution 7

17. At the last annual general meeting of the Company held on 10 June 2020, 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

18. 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 its shareholders as a whole and, accordingly, recommends shareholders to vote in favour of the Resolutions 1 to 7 to be proposed at the AGM.

Voting at the AGM

19. 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

20. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by The Government of the Hong Kong Special Administrative Region of the People’s Republic of China (the “HKSAR Government”) is/are in force in Hong Kong at any time between 8:00 a.m. and 10:00 a.m. on the day of the AGM, the AGM will be adjourned. The Company will post an announcement on its website (www.enmholdings.com) and the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify shareholders of the date, time and venue of the adjourned meeting.

Shareholders should in any event exercise due care and caution when deciding to attend the AGM in adverse weather conditions.

Transport provided by Hill Top Country Club to and from the AGM Venue

21. Free shuttle bus service is provided between Hill Top Country Club and Tsuen Wan MTR station as well as between Hill Top Country Club and Tsuen Wan West MTR station. The timetable and location of the shuttle bus service are available on the website of Hill Top Country Club at www.hilltopcountryclub.com.

Board of Directors

22. As at the date of this Notice, the Executive Director is Mr. David Charles PARKER (Chief Executive Officer), the Non-executive Directors are Mr. Derek Wai Choi LEUNG (Non-executive Chairman) and Mr. Hing Lun Dennis AU, and the Independent Non-executive Directors are Mr. Kin Wing CHEUNG, Mr. Kiu Sang Baldwin LEE, Mr. Ted Tak Tai LEE and Ms. Sarah Young O’DONNELL.

PRECAUTIONARY MEASURES FOR THE AGM

1. In light of the epidemic situation of COVID-19 and the Prevention and Control of Disease (Prohibition on Group Gathering) Regulations (the “Regulations”), the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and stakeholders from the risk of infection:
 - (i) **Compulsory body temperature checks** will be conducted for every attendee at the entrance to the AGM venue. Per the guideline issued by Hill Top Country Club where the AGM will be held, any person with a body temperature of 37.5 degrees Celsius or above will not be given access to Hill Top Country Club. Being denied entry to Hill Top Country Club also means the person will not be able to attend the AGM.
 - (ii) According to the guideline issued by Hill Top Country Club, customers are required to wear protective face masks at the club. All attendees will be required to **wear surgical face masks** (self-supplied) before they are permitted to attend, and during their attendance of, the AGM.
 - (iii) Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM. Seating at the AGM will be arranged so as to comply with the Regulations. As a result, there will be limited seating capacity. The Company may limit the number of attendees at the AGM for compliance with the Regulations.
 - (iv) Attendees are required to sign and complete a health and travel declaration form before admission to the AGM. Those (a) who have been in close contact during the 21 days prior to the AGM with anyone known or suspected to have become infected with COVID-19, or (b) who themselves, or have been in close contact with persons who have, returned to Hong Kong during the 21 days prior to the AGM, or (c) who are themselves, or are residing with anyone who is, subject to HKSAR Government prescribed quarantine requirement, will be denied entry into the AGM venue or be required to promptly leave the AGM venue.
 - (v) Any attendee who declines any of the abovementioned measures will be refused admission to the AGM venue.
 - (vi) No refreshments will be served, and there will be no corporate gifts.
 - (vii) Anyone attending the AGM is reminded to observe good personal hygiene at all times.
 - (viii) Hand sanitizer will be provided for use.
2. Shareholders are requested (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment, (b) to follow any guidelines or requirements of the HKSAR Government relating to COVID-19 in deciding whether or not to attend the AGM and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

3. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages shareholders NOT to attend the AGM in person, and advises shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the meeting in person, by completing and return the proxy form attached to this document.
4. For those non-registered holders whose shares are held in the Central Clearing and Settlement System, they are strongly encouraged to vote through HKSCC Nominees Limited by giving instructions to their brokers or custodians.
5. If any shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board of Directors of the Company, he/she is welcome to send such question or matter to the Board in writing through the Company Secretary whose contact details are set out below. The Company undertakes to respond in writing to any question raised by a shareholder that could otherwise have been answered “live” at the AGM.

Company Secretary
Suites 3301-3302, 33/F, Tower 2, Nina Tower
8 Yeung Uk Road, Tsuen Wan
New Territories, Hong Kong
Email: comsec@enmholdings.com

6. If shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company’s Registrar as follows:

17M Floor
Hopewell Centre
183 Queen’s Road East
Wanchai, Hong Kong
Tel: +852 2862 8555
Fax: +852 2865 0990
E-mail: hkinfo@computershare.com.hk