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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)**

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTORS;  
CHANGE IN THE COMPOSITION OF BOARD COMMITTEES  
AND  
COMPLIANCE WITH THE LISTING RULES AND TERMS OF  
REFERENCE OF BOARD COMMITTEES**

**Appointment of independent non-executive Directors and changes in the composition of Board committees**

The board (the “Board”) of directors (the “Directors” and each a “Director”) of ENM Holdings Limited (the “Company”) is pleased to announce that at the Board meeting held on 19 January 2024, the Board resolved the following appointments of independent non-executive Directors and changes in the composition of Board committees:

- (i) Ms. Kit Sum LING (alias Imma Kit Sum LING) (“Ms. Ling”) has been appointed as an independent non-executive Director, the chair of the Remuneration Committee, a member of the Audit Committee, a member of the Corporate Governance Committee and a member of the Nomination Committee of the Company with immediate effect;
- (ii) Mr. Hin Fun Anthony TSANG (“Mr. Tsang”) has been appointed as an independent non-executive Director, the chair of the Corporate Governance Committee, a member of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee of the Company with immediate effect;
- (iii) Mr. Kin Wing CHEUNG (“Mr. Cheung”) has been appointed as a member of the Remuneration Committee of the Company with immediate effect; and

(iv) Mrs. Penny Soh Peng CROSBIE-WALSH has stepped down as a member of the Remuneration Committee of the Company with immediate effect.

Set out below are the biographical details of Ms. Ling and Mr. Tsang.

### **Ms. Imma Kit Sum LING**

Ms. Ling, aged 69, is a Certified Public Accountant (Practising) and is a retired assurance partner of PricewaterhouseCoopers. Ms. Ling has extensive experience in accounting, auditing, due diligence and initial public offerings.

Ms. Ling is a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants, a member of the Chartered Professional Accountants of Canada and a member of Chartered Institute of Management Accountants. She is also an accredited general mediator of the Hong Kong Mediation Accreditation Association Limited. She holds a Diploma in Accountancy from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) and a Master of Science in Corporate Governance and Directorship (Distinction) from the Hong Kong Baptist University.

Ms. Ling is currently an independent non-executive director of Arta TechFin Corporation Limited (stock code: 279), EVA Precision Industrial Holdings Limited (stock code: 838), Melbourne Enterprises Limited (stock code: 158) and Raymond Industrial Limited (stock code: 229), all being companies listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Ms. Ling currently holds the following key positions in public service: council member and treasurer of The Education University of Hong Kong; member of the Advisory Board of Hong Kong Institute of Information Technology of Vocational Training Council; executive committee member of Hong Kong Youth Hostels Association; council member of The Hong Kong Federation of Youth Groups; and independent manager of the incorporated management committee of Ng Yuk Secondary School, an aided school.

Ms. Ling was an independent non-executive director of Digital Hollywood Interactive Limited (stock code: 2022) from November 2017 to June 2021 and Wise Ally International Holdings Limited (stock code: 9918) from December 2019 to June 2023, all being companies listed on the Main Board of the Stock Exchange. In public service, Ms. Ling was a member of the Appeal Board Panel (Town Planning) from October 2016 to September 2022, a member of the Hospital Governing Committee of Rehabaid Centre, Kwong Wah Hospital and TWGHs Wong Tai Sin Hospital from April 2015 to March 2022, a board member of the Estate Agents Authority from November 2015 to October 2021, and a board member of the Employees Compensation Assistance Fund Board from July 2006 to June 2012.

Ms. Ling has entered into a letter of appointment with the Company, pursuant to which and in accordance with the Company's Articles of Association, Ms. Ling will hold office until the next annual general meeting of the Company to be held in 2024 and will be eligible for re-election.

Ms. Ling has confirmed that (i) she meets the independent criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"); (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Pursuant to the letter of appointment between Ms. Ling and the Company, Ms. Ling will be entitled to the following remuneration for her service on the Board and certain Board committees:

*HK\$*

**Fee per annum**

Independent Non-executive Director	175,670
Chair of the Remuneration Committee	58,190
Member of the Audit Committee	29,640
Member of the Corporate Governance Committee	29,640
Member of the Nomination Committee	29,640

**Attendance fee per meeting**

Board meeting	8,790
Committee meeting	5,690
General meeting	5,690

The level of fees payable to Ms. Ling is determined by the Board upon the Remuneration Committee's recommendation with reference to her duties and responsibilities in the Company and is in line with that payable to other Independent Non-executive Directors of the Company. The directors' fees are fixed by the Board with the authorisation granted by the shareholders of the Company at the annual general meeting of the Company.

Save as disclosed above, as at the date of this announcement, Ms. Ling (i) does not hold any other position with the Company or any of its subsidiaries; (ii) did not hold a directorship in any other listed public companies in the past three years; (iii) does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company; and (iv) has no interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").

## **Mr. Hin Fun Anthony TSANG**

Mr. Tsang, aged 63, is a Certified Public Accountant with extensive experience in auditing, accounting, risk management and corporate restructuring. He started his career in Coopers & Lybrand (now known as PricewaterhouseCoopers) and left after working there for nine years. Since then, he held various senior positions in different companies in Hong Kong, including five companies listed on the Stock Exchange. He is currently the general manager (corporate) of a private group engaged in production of timber products and the managing director of a consultancy firm advising on corporate and debt restructuring.

Mr. Tsang holds a Master of Business Administration Degree from the City Polytechnic of Hong Kong (now known as City University of Hong Kong) and is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Mr. Tsang is currently an independent non-executive director of Goldwind Science & Technology Co., Ltd. (stock code: 2208), a company listed on the Main Board of the Stock Exchange. Mr. Tsang currently holds the following key positions in public service: board member of the Hospital Authority, chairman of its Audit and Risk Committee and member of its New Territories Regional Advisory Committee; member of the Hospital Governing Committee of Tuen Mun Hospital and chairman of its Finance and Capital Works Sub-committee, member of Audit Committee of Hong Kong Anti-Cancer Society, and member of the School Management Committee of Diocesan Preparatory School, an aided primary school.

Mr. Tsang was an independent non-executive director of I.T Limited (delisted from the Stock Exchange on 30 April 2021) from December 2019 to April 2021 and was an independent non-executive director of Crown International Corporation Limited (stock code: 727), a company listed on the Main Board of the Stock Exchange from November 2021 to March 2022. In public service, Mr. Tsang was a committee member of the Hospital Governing Committee of Tin Shui Wai Hospital from June 2016 to March 2021.

Mr. Tsang has entered into a letter of appointment with the Company, pursuant to which and in accordance with the Company's Articles of Association, Mr. Tsang will hold office until the next annual general meeting of the Company to be held in 2024 and will be eligible for re-election.

Mr. Tsang has confirmed that (i) he meets the independent criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Pursuant to the letter of appointment between Mr. Tsang and the Company, Mr. Tsang will be entitled to the following remuneration for his service on the Board and certain Board committees:

*HK\$*

**Fee per annum**

Independent Non-executive Director	175,670
Chair of the Corporate Governance Committee	58,190
Member of the Audit Committee	29,640
Member of the Nomination Committee	29,640
Member of the Remuneration Committee	29,640

**Attendance fee per meeting**

Board meeting	8,790
Committee meeting	5,690
General meeting	5,690

The level of fees payable to Mr. Tsang is 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 Independent Non-executive Directors of the Company. The directors' fees are fixed by the Board with the authorisation granted by the shareholders of the Company at the annual general meeting of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Tsang (i) does not hold any other position with the Company or any of its subsidiaries; (ii) did not hold a directorship in any other listed public companies in the past three years; (iii) does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company; and (iv) has no interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the appointment of Ms. Ling and Mr. Tsang that need to be brought to the attention of the shareholders of the Company and there is no other information relating to Ms. Ling and Mr. Tsang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Board would like to extend its warm welcome to Ms. Ling and Mr. Tsang in joining the Company.

## **Compliance with the Listing Rules and terms of reference of Board committees**

Reference is made to the announcements of the Company dated 8 December 2023 and 2 January 2024 respectively in relation to, among other things, the Company's non-compliance with the Listing Rules and terms of reference of Board committees. Following the appointments of Ms. Ling, Mr. Tsang, and Mr. Cheung to the Board and/or certain Board committees, the Company has fully complied with the requirements under Rules 3.10(1), 3.21 and 3.25 of the Listing Rules, under article 1 of the terms of reference of the Audit Committee, the Corporate Governance Committee and the Nomination Committee, and under articles 1 and 2 of the terms of reference of the Remuneration Committee.

By order of the Board  
**Penny Soh Peng CROSBIE-WALSH**  
*Executive Director*  
*and Chief Executive Officer*

Hong Kong, 19 January 2024

As at the date of this announcement, the Directors of the Company are:

*Executive Director:*

Penny Soh Peng CROSBIE-WALSH (Chief Executive Officer)

*Non-executive Director:*

Hung Han WONG (Non-executive Chairman)

*Independent Non-executive Directors:*

Kin Wing CHEUNG

Imma Kit Sum LING

Hin Fun Anthony TSANG