**ENM HOLDINGS LIMITED**
**安寧控股有限公司**
*(Incorporated in Hong Kong with limited liability)*
**(Stock Code: 00128)**

# (1) RETIREMENT OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER; (2) APPOINTMENT OF EXECUTIVE DIRECTORS; (3) DISSOLUTION OF BOARD COMMITTEES; (4) CHANGES IN COMPOSITION OF BOARD COMMITTEES; AND (5) CHANGE OF AUTHORISED REPRESENTATIVE

Reference is made to the announcement of ENM Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") dated 15 June 2026 (the "**Rule 3.7 Announcement**") pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the "**Takeovers Code**"). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.7 Announcement.

## RETIREMENT OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

The board of directors (the "**Board**") of the Company announces that Mrs. Penny Soh Peng CROSBIE-WALSH ("**Mrs. Crosbie-Walsh**") has informed the Company of her decision to retire and has accordingly tendered her resignation as an Executive Director and the Chief Executive Officer of the Company with effect from 1 September 2026. Mrs. Crosbie-Walsh has decided to retire in order to devote more time to her family and public service commitments.

Pursuant to Rule 7 of the Takeovers Code, once a bona fide offer has been communicated to the board of the offeree company or the board of the offeree company has reason to believe that a bona fide offer is imminent, except with the consent of the Executive (as defined in the Takeovers Code), the resignation of any directors of an offeree company should not take effect until after the publication of the closing announcement on the first closing date of the offer, or the publication of the announcement that the offer has become or been declared unconditional, whichever is later. Accordingly, an application was made by the Company to seek the consent of the Executive to the retirement of Mrs. Crosbie-Walsh under Rule 7 of the Takeovers Code, and the Executive has granted such consent.

Mrs. Crosbie-Walsh has confirmed that she has no disagreement with the Board and is not aware of any matters relating to her retirement that need to be brought to the attention of the shareholders of the Company.

Following Mrs. Crosbie-Walsh's retirement, the newly appointed Executive Directors will assume the overall leadership responsibility for the day-to-day management and operations of the Group and provide strategic guidance to the management team.

The Board would like to express its sincere gratitude to Mrs. Crosbie-Walsh for her valuable contributions to the Company during her tenure of service.

## APPOINTMENT OF EXECUTIVE DIRECTORS

The Board is pleased to further announce that Ms. Pui Man CHENG ("**Ms. Cheng**") and Ms. Ha Wan TONG ("**Ms. Tong**") will be appointed as Executive Directors of the Company with effect from 1 August 2026.

The Board extends its warm welcome to Ms. Cheng and Ms. Tong on their appointments.

The biographical details of Ms. Cheng and Ms. Tong, and their respective terms of employment are as follows:

### Ms. Pui Man CHENG

Ms. Pui Man CHENG, aged 54, joined the Group in September 1999. Ms. Cheng is the Company Secretary of the Group. Prior to her current role, Ms. Cheng was a financial controller of the Company until June 2001. Before joining the Group, Ms. Cheng worked in the audit and assurance department of an international accounting firm in Hong Kong. Ms. Cheng is a fellow member of the Hong Kong Institute of Certified Public Accountants, and a member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Ms. Cheng holds a Bachelor of Business Administration degree.

Ms. Cheng has entered into a letter of appointment as a Director with the Company. In accordance with the Company's Articles of Association, she will hold office until the next annual general meeting of the Company to be held in 2027 and will then be eligible for re-election. Ms. Cheng will be entitled to an annual director's fee of

HK$63,640, which was determined by the Board on the recommendation of the Remuneration Committee having regard to her duties and responsibilities. The director's fee is fixed by the Board pursuant to the authority granted by the shareholders of the Company at the annual general meeting.

Ms. Cheng has also entered into an employment agreement with the Company in relation to her service as Executive Director and Company Secretary with no fixed terms. Ms. Cheng will be entitled to annual remuneration of HK$1,433,900 (inclusive of salary and allowances), a conditional retention bonus that varies annually in the range of HK$140,000 to HK$230,000 and a discretionary bonus. Her remuneration is determined by the Remuneration Committee with reference to her duties and responsibilities, the Group's operating results and comparable market statistics.

Save as disclosed above, as at the date of this announcement, Ms. Cheng:

(i) does not hold any other position with the Company or any of its subsidiaries;

(ii) has not held any directorship in any other listed public companies in the three years preceding the date of this announcement;

(iii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and

(iv) does not have any interest 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**").

**Ms. Ha Wan TONG**

Ms. Ha Wan TONG, aged 42, joined the Group in June 2018 and is currently the Finance Director of the Company and is a Director of certain subsidiaries of the Company. Ms. Tong was the Head of Internal Audit before her appointment as Finance Director in July 2024. Ms. Tong has extensive experience in accounting, auditing and internal control at a senior level in both listed and unlisted companies in Hong Kong. Prior to joining the Company, Ms. Tong held senior positions at a Hong Kong listed apparel company with over a thousand points-of-sale in China (including Hong Kong and Macau), as well as at one of the big four international accounting firms. Ms. Tong is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and holds a Bachelor of Business Administration degree from the City University of Hong Kong.

Ms. Tong has entered into a letter of appointment as a Director with the Company. In accordance with the Company's Articles of Association, she will hold office until the next annual general meeting of the Company to be held in 2027 and will then be eligible for re-election. Ms. Tong will be entitled to an annual director's fee of HK$63,640, which was determined by the Board on the recommendation of the Remuneration Committee having regard to her duties and responsibilities. The director's fee is fixed by the Board pursuant to the authority granted by the shareholders of the Company at the annual general meeting.

Ms. Tong has also entered into an employment agreement with the Company in relation to her service as Executive Director and Finance Director with no fixed terms. Ms. Tong will be entitled to annual remuneration of HK$1,434,000 (inclusive of salary and allowances), a conditional retention bonus that varies annually in the range of HK$140,000 to HK$230,000 and a discretionary bonus. Her remuneration is determined by the Remuneration Committee with reference to her duties and responsibilities, the Group's operating results and comparable market statistics.

Save as disclosed above, as at the date of this announcement, Ms. Tong:

(i) does not hold any other position with the Company or any of its subsidiaries;

(ii) has not held any directorship in any other listed public companies in the three years preceding the date of this announcement;

(iii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and

(iv) does not have any interest 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. Cheng and Ms. Tong that need to be brought to the attention of the shareholders of the Company and there is no other information relating to Ms. Cheng and Ms. Tong that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") to the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

## DISSOLUTION OF BOARD COMMITTEES

Following a review of the Board committee structure, the Board has resolved to streamline and simplify its governance structure by dissolving the following Board committees with effect from 1 August 2026.

**(a) Corporate Governance Committee**

The Board considers that the Company's corporate governance policies and framework are well established and fully integrated into its operations. The Board is satisfied that corporate governance matters can continue to be effectively overseen by the Board as a whole.

Accordingly, the Corporate Governance Committee will be dissolved with effect from 1 August 2026, and its duties and responsibilities will thereafter be assumed by the Board.

The Board considers that the dissolution of the Corporate Governance Committee will not adversely affect the Company's corporate governance standards.

**(b) Investment Committee**

Having reviewed the role and responsibilities of the Investment Committee and taking into account the current size of the Group and the investment approach adopted by the Board, the Board considers that investment-related matters can be effectively overseen by the Board directly.

Accordingly, the Investment Committee will be dissolved with effect from 1 August 2026, and its duties and responsibilities will thereafter be assumed by the Board.

The Board considers that the dissolution of the Investment Committee will not adversely affect the Company's investment governance and oversight.

## CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that, with effect from 1 August 2026,

(i) following the dissolution of the Corporate Governance Committee, Mr. Hin Fun Anthony TSANG ("**Mr. Tsang**") will cease to be the chair of the Corporate Governance Committee, and Mrs. Crosbie-Walsh and Ms. Imma Kit Sum LING will cease to be members of the Corporate Governance Committee;

(ii) following the dissolution of the Investment Committee, Mrs. Crosbie-Walsh will cease to be the chair of the Investment Committee, and Mr. Hung Han WONG and Mr. Kin Wing CHEUNG ("**Mr. Cheung**") will cease to be members of the Investment Committee;

(iii) Mr. Cheung will resign from the chair of the Nomination Committee; and

(iv) Mr. Tsang will be appointed as the chair of the Nomination Committee.

The Board extends its warm welcome to Mr. Tsang in his new role.

**CHANGE OF AUTHORISED REPRESENTATIVE**

The Board announces that Ms. Tong will be appointed as an authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules in place of Mrs. Crosbie-Walsh with effect from 1 September 2026.

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

Hong Kong, 29 July 2026

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

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.*