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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Eminence Enterprise Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**EMINENCE ENTERPRISE LIMITED**

**高山企業有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 616)**

**RE-ELECTION OF DIRECTOR,  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
REFRESHMENT OF 2012 SHARE OPTION SCHEME MANDATE  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Eminence Enterprise Limited to be held at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Thursday, 1 August 2019 at 9:00 a.m. is set out on pages N-1 to N-5 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Hong Kong, 20 June 2019

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## DEFINITIONS

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*In this circular, the following expressions have the meanings as set out below unless the context requires otherwise:*

“2012 Share Option Scheme”	the share option scheme adopted and approved by the Shareholders at the annual general meeting of the Company held on 29 June 2012
“2016 AGM”	the annual general meeting of the Company held on 17 August 2016
“2017 AGM”	the annual general meeting of the Company held on 24 July 2017
“2019 AGM”	the annual general meeting of the Company to be held at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Thursday, 1 August 2019 at 9:00 a.m., notice of which is set out on pages N-1 to N-5 of this circular
“Adoption Date”	29 June 2012, being the date on which the 2012 Share Option Scheme becomes unconditional and adopted by the Company pursuant to a resolution passed by the then Shareholders
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors relating to the buy back of Shares of the Company
“Bye-Laws”	the Bye-Laws of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Eminence Enterprise Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 616)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 June 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Participant(s)”	means a Director, an employee, a consultant, substantial shareholder, agent, adviser, customer, business partner, joint venture partner, strategic partner, landlord or tenant of, or any supplier or provider of goods or services to, the Company or any subsidiary or any Invested Entity, or any trustee(s) of a discretionary trust of which one or more beneficiaries belong to any of the abovementioned category(ies) of persons
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Scheme Mandate”	the maximum number of Share that may be issued upon exercise of all share options to be granted under the Share Option Scheme, which shall not exceed 10% of the Shares in issue as at the date of approval of the 2012 Share Option Scheme or refreshment thereof from time to time, as the case may be
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

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## LETTER FROM THE BOARD

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### EMINENCE ENTERPRISE LIMITED

高山企業有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 616)**

*Executive Directors:*

Mr. Kwong Jimmy Cheung Tim  
*(Chairman & Chief Executive Officer)*  
Ms. Lui Yuk Chu *(Deputy Chairman)*

*Registered office:*

Clarendon House  
2 Church Street, Hamilton HM 11  
Bermuda

*Independent Non-executive Directors:*

Mr. Kan Ka Hon  
Mr. Lau Sin Ming  
Mr. Foo Tak Ching  
Mr. Wu Koon Yin Welly

*Head office and principal place of  
business in Hong Kong:*

Block A, 7th Floor  
Hong Kong Spinners Building, Phase 6  
481-483 Castle Peak Road  
Cheung Sha Wan Kowloon  
Hong Kong

20 June 2019

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF DIRECTOR,  
GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES,  
REFRESHMENT OF 2012 SHARE OPTION SCHEME MANDATE  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to give you notice of the 2019 AGM, and information on matters to be dealt with at the 2019 AGM, inter alia, (a) the re-election of the retiring Director; (b) the grant of a general mandate to issue new Shares; (c) the grant of a general mandate to buy back Shares; and (d) refreshment of 2012 Share Option Scheme Mandate.

### RE-ELECTION OF DIRECTOR

Pursuant to bye-law 99 of the Bye-Laws, Ms. Lui Yuk Chu (“**Ms. Lui**”) and Mr. Foo Tak Ching (“**Mr. Foo**”) will retire from office by rotation at the 2019 AGM. Ms. Lui, being eligible, has offered herself for re-election at the 2019 AGM. The re-election of Ms. Lui has been reviewed by the Nomination Committee which made recommendation to the Board that

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## LETTER FROM THE BOARD

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the re-election be proposed for Shareholders' approval at the 2019 AGM. Mr. Foo has confirmed that he does not wish to offer himself for re-election and accordingly, he shall be retired from office in the 2019 AGM.

The particulars of the retiring Director offering for re-election, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix I to this circular. The re-election of the retiring Director will be individually voted on by the Shareholders at the 2019 AGM.

### GENERAL MANDATE TO ISSUE SHARES

The Directors wish to seek the approval of the Shareholders (i) to grant a general and unconditional mandate to the Directors to exercise the power of the Company to allot and issue new Shares up to 20% of the Shares in issue as at the date of the passing of the proposed Ordinary Resolution 5(A) as set out in the Notice of 2019 AGM (the “**Issue Mandate**”); and (ii) to extend the 20% share issuing mandate to be granted pursuant to Ordinary Resolution 5(A) by adding to such mandate the number of Shares repurchased by the Company pursuant to the Buy-back Mandate.

Based on 3,105,832,059 Shares in issue as at the Latest Practicable Date and on the assumption that there will be no variation in the issued share capital of the Company during the period up to the date of the 2019 AGM on 1 August 2019, the Company would be allowed to allot and issue a maximum number of 621,166,411 new Shares pursuant to the Issue Mandate.

There is no immediate plan for the issue by the Company of any new Shares pursuant to the Issue Mandate.

### GENERAL MANDATE TO BUY BACK SHARES

The Directors wish to seek the approval of the Shareholders to grant a general and unconditional mandate to the Directors to exercise the power of the Company to buy back Shares up to a maximum of 10% of the total number of Shares in issue at the date of the passing of the proposed Ordinary Resolution 5(B) as set out in the Notice of 2019 AGM (i.e. the Buy-back Mandate). On the basis that no further shares are issued or bought back by the Company after the Latest Practicable Date and prior to the 2019 AGM and subject to the passing of the resolution for the Buy-back Mandate at the 2019 AGM, the Company would be allowed to buy back with a maximum of 310,583,205 Shares. The Company's authority is restricted to buy back made on the Stock Exchange and otherwise in accordance with the Listing Rules.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Buy-back Mandate, is set out in Appendix II to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the ordinary resolution to approve the Buy-back Mandate at the 2019 AGM.

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## LETTER FROM THE BOARD

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### REFRESHMENT OF 2012 SHARE OPTION SCHEME MANDATE

The 2012 Share Option Scheme was approved and adopted by the then Shareholders on 29 June 2012 for the purpose of providing incentives and/or rewards to Participants for their contribution and support to the Group and/or to recruit and retain high-calibre employees of the Company, any subsidiary of the Company and attract human resources that are valuable to the Group.

The 2012 Share Option Scheme is valid and effective for a period of ten years commencing on the Adoption Date or such period ending on such other date on which the 2012 Share Option Scheme is terminated pursuant to its rules. The maximum number of Shares which may be issued upon exercise of all share options granted under the 2012 Share Option Scheme must not in aggregate exceed 10% of the total number of Shares in issue. Apart from the 2012 Share Option Scheme, the Company has no other share option scheme currently in force.

During the period from the Adoption Date to the 2016 AGM, no share options were granted. At the 2016 AGM, the Scheme Mandate was refreshed to allow the Company to grant share options entitling Participants to subscribe for Shares not exceeding 10% of the issued share of the Company at the date of approving the refreshment, which amounted to 113,660,983 Shares. Pursuant to the Scheme Mandate as approved by the Shareholders on 17 August 2016, the Company granted a total of 113,000,000 share options on 14 October 2016 under the 2012 Share Option Scheme to three (3) Directors (namely Mr. Kwong Jimmy Cheung Tim, Ms. Lui Yuk Chu, and Ms. Koon Ho Yan Candy (who resigned as Director with effect from 18 April 2017)) and seven (7) other Participants, each having 11,300,000 share options. The exercise price of the share options at the time of grant was HK\$0.176 per Share.

At the 2017 AGM, the Scheme Mandate was refreshed to allow the Company to grant share options entitling Participants to subscribe for Shares not exceeding 10% of the issued share of the Company at the date of approving the refreshment, which amounted to 191,183,205 Shares. After such refreshment of Scheme Mandate until the Latest Practicable Date, the Company did not grant any share options to any Participants.

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## LETTER FROM THE BOARD

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Below are the movements of the share options granted under the 2012 Share Option Scheme from the Adoption Date to the Latest Practicable Date:

Category and name of Participant(s)	Date of grant	At the date of grant	Number of share options			Balance as at the Latest Practicable Date
			Exercised	Cancelled (Note 1)	Lapsed (Note 2)	
<b>Directors</b>						
Kwong Jimmy Cheung Tim	14/10/2016	11,300,000	-	-	-	11,300,000
Lui Yuk Chu	14/10/2016	11,300,000	-	-	-	11,300,000
Koon Ho Yan Candy <i>(resigned with effect from 18 April 2017)</i>	14/10/2016	11,300,000	-	(11,300,000)	-	-
<b>Other Participants</b>	14/10/2016	<u>79,100,000</u>	<u>-</u>	<u>(11,300,000)</u>	<u>(22,600,000)</u>	<u>45,200,000</u>
<b>Total</b>		<u>113,000,000</u>	<u>-</u>	<u>(22,600,000)</u>	<u>(22,600,000)</u>	<u>67,800,000</u>

*Note:*

- 22,600,000 share options granted were cancelled (including the 11,300,000 share options granted to Ms. Koon Ho Yan Candy) during the period from the 2016 AGM to the 2017 AGM.
- 22,600,000 share options granted were lapsed during the period from the 2017 AGM to the Latest Practicable Date.

As a result of the movements, total of 67,800,000 share options granted are outstanding and unexercised, representing about 2.18% of the total number of Shares (i.e. 3,105,832,059 Shares) in issue as at the Latest Practicable Date; and 78,183,205 share options has not yet been granted.

As the Company's issued Shares have increased to 3,105,832,059 due to the placing in 19 July 2017 and 21 February 2018 and the conversion of convertible notes on 18 October 2017 and 27 May 2019, and in order to provide the Company with greater flexibility in granting share options to Participants under the 2012 Share Option Scheme as incentives or reward for their contributions to the Group, an ordinary resolution as set out in the notice of 2019 AGM will be proposed to seek Shareholders' approval at the 2019 AGM to refresh the Scheme Mandate to 10% of the Shares in issue as at the date of passing of the resolution. Assuming there will be no change in the number of Shares during the period from the Latest Practicable Date to the 2019 AGM, 10% of the Shares in issue would be 310,583,205.

Pursuant to the terms of the 2012 Share Option Scheme and in accordance with Chapter 17 of the Listing Rules, the Shares which may be issued under the 2012 Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time. No share options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.



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## LETTER FROM THE BOARD

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The Directors consider that it is in the best interest of the Company to refresh the Scheme Mandate to permit the grant of further share options under the 2012 Share Option Scheme so as to provide incentives to, and recognise the contributions of, the Group's employees and other Participants.

The adoption of the refreshment of the Scheme Mandate is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate at the 2019 AGM; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the 2012 Share Option Scheme under the Scheme Mandate as refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of the share options under 2012 Share Option Scheme that may be granted under the Scheme Mandate as refreshed.

### **ANNUAL GENERAL MEETING**

The Notice of the 2019 AGM is set out on pages N-1 to N-5 of this circular. A form of proxy for use at the 2019 AGM is enclosed. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2019 AGM or any adjournment thereof should you so wish. In the event that a Shareholder having lodged a form of proxy attends the 2019 AGM, his form of proxy will be deemed to have been revoked.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining shareholders' eligibility to attend and vote at the 2019 AGM, the register of members will be closed from Monday, 29 July 2019 to Thursday, 1 August 2019, both days inclusive. During such period, no share transfers of the Company will be registered. In order to qualify to attend and vote at the 2019 AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 26 July 2019, for registration.

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## LETTER FROM THE BOARD

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### VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll save for purely procedural or administrative matters. The chairman of the 2019 AGM will therefore exercise his power under bye-law 70 of the Company's Bye-Laws to put each of the resolutions to be proposed at the 2019 AGM to the vote by way of poll.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by a proxy shall have one vote for each Share registered in his/her name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

After the conclusion of the 2019 AGM, the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.eminence-enterprise.com](http://www.eminence-enterprise.com)).

### RESPONSIBILITY OF THE DIRECTORS

This circular for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules, for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATIONS

The Board consider that the re-election of Director and the grant of the Issue Mandate and the Buy-back Mandate, the refreshment of Scheme Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the 2019 AGM.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
By Order of the Board  
**EMINENCE ENTERPRISE LIMITED**  
**Kwong Jimmy Cheung Tim**  
*Chairman and Chief Executive Officer*

*(The English text shall prevail over the Chinese text in this circular.)*

Pursuant to bye-law 99 of the Bye-Laws of the Company, Ms. Lui Yuk Chu will offer herself for re-election at the 2019 AGM and her details are set out below to enable Shareholders to make an informed decision on her re-election.

**Ms. Lui Yuk Chu (“Ms. Lui”)**

Ms. Lui, aged 61, is an executive director and deputy chairman of the Company and a member of the Executive Committee. She is also an executive director and vice president, and a member of the Executive Committee of Easyknit International Holdings Limited (“**Easyknit**”). Ms. Lui has been involved in the textiles industry for over 30 years and has extensive experience in design, manufacturing, marketing and distribution of apparel. She serves as director of various subsidiaries of the Company and Easyknit. Ms. Lui was appointed to the Board as an executive director in 2003 and was appointed as deputy chairman in 2006.

Under Article 99 of the Bye-laws of the Company, Mr. Lui is subject to retirement by rotation and re-election at the annual general meetings of the Company. The director’s emoluments of Ms. Lui for the year ended 31 March 2019 amounted to HK\$2,634,420. Ms. Lui is also entitled to discretionary bonus payments as the Remuneration Committee may determine appropriate. Her director’s emoluments are to be determined by the Board after the recommendation from the Remuneration Committee pursuant to the authority to be sought from the Shareholders at the 2019 AGM by reference to her time commitment and responsibilities, the Company’s performance and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Lui is deemed to have an interest in 739,330,692 Shares, representing approximately 23.80% of the issued share capital of the Company, within the meaning of Part XV of the SFO. In the 739,330,692 shares, 93,549,498 shares and 645,781,194 shares are registered in the name of and beneficially owned by Landmark Profits Limited and Goodco Development Limited respectively, both are the wholly-owned subsidiaries of Easyknit. Sea Rejoice Limited, which is wholly-owned by Ms. Lui, is interested in approximately 19.09% of the issued share capital of Easyknit.

Magical Profits Limited is interested in approximately 31.95% of the issued share capital of Easyknit. Magical Profits Limited is wholly-owned by Accumulate More Profits Limited which in turn is wholly-owned by The Winterbotham Trust Company Limited as the trustee of The Magical 2000 Trust (the beneficiaries of which include Ms. Lui’s family members other than herself and her spouse). By virtue of SFO, these beneficiaries are seemed to be a substantial shareholder of the Company and under the Listing Rules are associates of Ms. Lui.

As at the Latest Practicable Date, Ms. Lui is also deemed to have an underlying interest in 310,600,000 Shares. The 310,600,000 underlying Shares, of which 288,000,000 underlying shares comprise of (i) 100,000,000 convertible Shares (subject to adjustment) to be issued upon the full conversion of the 2017 convertible note 1; and (ii) 188,000,000 convertible Shares (subject to adjustment) to be issued upon the full convertible of the 2017 convertible note 2 (both are held by Goodco Development Limited), while the remaining 22,600,000 underlying Shares are the share options granted to Ms. Lui Yuk Chu and Mr. Koon Wing Yee (the spouse of Ms. Lui Yuk Chu) (each 11,300,000 share options) on 14 October 2016 under 2012 Share Option Scheme. By virtue of SFO, Ms. Lui is deemed to be interested in the 11,300,000 underlying Shares of Mr. Koon Wing Yee. Mr. Koon Wing Yee is also deemed to be interested in the 739,330,692 Shares and 310,600,000 underlying Shares of Ms. Lui Yu Chu by virtue of SFO.

Other than the positions disclosed above, (i) Ms. Lui has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (ii) she does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no information concerning Ms. Lui that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of the proposed re-election of the Director.

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## **APPENDIX II EXPLANATORY STATEMENT FOR BUY-BACK MANDATE**

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This is the explanatory statement to provide the requisite information to the Shareholders for their consideration of the Buy-back Mandate, as required by the relevant rules set out in the Listing Rules.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,105,832,059 Shares.

On the basis that no further Shares are issued or bought back by the Company prior to the 2019 AGM and resolution numbered 5(B) as set out in the notice of the 2019 AGM is duly passed, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 310,583,205 Shares, representing 10% of the issued share capital of the Company as at the date of passing the resolution, during the period in which the Buy-back Mandate remains in force.

The Buy-back Mandate will be valid for the period from the date of passing the Ordinary Resolution 5(B) until whichever is the earliest 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 is required by the Bye-laws or the Companies Act or any other applicable law to be held; and (iii) the revocation or variation of the authority given under the Ordinary Resolution 5(B) by an ordinary resolution of the Shareholders in general meeting.

### **2. REASONS FOR BUY-BACKS**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek the Buy-back Mandate which enables the Directors to buy back Shares on the Stock Exchange and otherwise in accordance with the Listing Rules. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF BUY-BACKS**

Pursuant to the Buy-back Mandate, any buy back will only be made out of funds legally available for such purpose in accordance with the Company's memorandum of association, Bye-Laws, the Listing Rules and any other applicable laws of Bermuda. Under Bermuda law, any buy backs will be made out of funds of the Company legally permitted to be utilised including capital paid up on the Shares to be bought back, funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose. The amount of premiums payable on buy back is provided for out of the funds of the Company which would otherwise be available for dividend or distribution or sums standing to the share premium account of the Company.

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## **APPENDIX II EXPLANATORY STATEMENT FOR BUY-BACK MANDATE**

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There might not be a material adverse impact on the working capital requirements or gearing levels of the Company, as compared with the position disclosed in the latest published audited accounts for the year ended 31 March 2019, in the event that the Buy-back Mandate was to be exercised in full at any time during the proposed buy back period. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company that in the opinion of the Directors are from time to time appropriate for the Company.

### **4. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy backs pursuant to the Buy-back Mandate and in accordance with its Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

### **5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor their close associates (as defined in the Listing Rules) have any present intention to sell Shares to the Company or its subsidiaries under the Buy-back Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

### **6. TAKEOVERS CODE**

As at the Latest Practicable Date, each of Ms. Lui Yuk Chu and The Winterbotham Trust Company Limited as the trustee of The Magical 2000 Trust is taken to have an interest under the SFO in the same block of 739,330,692 Shares, representing 23.80% of the total number of Shares of the Company in issue. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to Ordinary Resolution no. 5(B), then (if the present shareholdings otherwise remained the same) the attributable shareholding of Ms. Lui Yuk Chu and The Winterbotham Trust Company Limited as the trustee of The Magical 2000 Trust would be increased to 26.45% of the total number of the Shares of the Company in issue. Based on information known to date, the Directors are not aware of any consequences which may arise under the Takeovers Code even if the Buy-back Mandate was exercise in full. Nevertheless, the Directors do not intend to exercise the Buy-back Mandate to such an extent as would result in takeover obligations.

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**APPENDIX II EXPLANATORY STATEMENT FOR BUY-BACK MANDATE**

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**7. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2018</b>		
June	0.086	0.072
July	0.078	0.073
August	0.080	0.071
September	0.077	0.070
October	0.073	0.067
November	0.083	0.075
December	0.092	0.074
<b>2019</b>		
January	0.089	0.080
February	0.095	0.073
March	0.070	0.055
April	0.070	0.061
May	0.062	0.055
June (up to and including the Latest Practicable Date)	0.058	0.053

**8. SHARE BUY-BACKS MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, no Shares have been bought back by the Company (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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### EMINENCE ENTERPRISE LIMITED

高山企業有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 616)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (“**Meeting**”) of Eminence Enterprise Limited (“**Company**”) will be held at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on Thursday, 1 August 2019 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

1. To receive, consider and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and Auditor for the year ended 31 March 2019.
2. To consider and approve the re-election of Ms. Lui Yuk Chu as an executive director of the Company.
3. To authorise the Board of Directors of the Company to fix the fees of all directors for the year ending 31 March 2020.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements or options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company (“**Bye-Laws**”), be and is hereby generally and unconditionally approved;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options and other securities which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws, or (iii) the exercise of any option granted under the share option scheme of the Company, shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes 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 the Bye-Laws or any applicable law to be held; or
- (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 of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its own shares, subject to and in accordance with all applicable laws and regulations, the Bye-Laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes 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 the Bye-Laws or any applicable law to be held; or
- (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.”

- (C) **“THAT,** subject to the passing of resolutions numbered 5(A) and numbered 5(B) above, the authority granted to the directors of the Company pursuant to resolution numbered 5(A) above be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted pursuant to such authority an amount representing the total number of shares bought back by the Company under the authority granted pursuant to resolution numbered 5(B), provided that such extended amount shall not exceed 10 per cent. of the total number of the issued shares of the Company as at the date of passing of this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As special business, to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

”**THAT** the number of ordinary shares of the Company which may fall to be allotted and issued pursuant to the exercise of the share options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution of the shareholders of the Company passed on 29 June 2012 (“**2012 Share Option Scheme**”), representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed:

- (A) the existing limit on the grant of share options under the 2012 Share Option Scheme be refreshed (“**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the 2012 Share Option Scheme and any other share option schemes of the Company or its subsidiaries under the scheme mandate as refreshed hereby shall not exceed 10 per cent. of the total number of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the 2012 Share Option Scheme and any other share option schemes of the Company or its subsidiaries (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the 2012 Share Option Scheme or any other share option schemes of the Company or its subsidiaries) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
- (B) the directors of the Company be and is hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the 2012 Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the 2012 Share Option Scheme within the Refreshed Scheme Mandate.”

By Order of the Board  
**EMINENCE ENTERPRISE LIMITED**  
**Kwong Jimmy Cheung Tim**  
*Chairman and Chief Executive Officer*

Hong Kong, 20 June 2019

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting and in default the instrument of proxy shall not be treated as valid.
5. For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 29 July 2019 to Thursday, 1 August 2019 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 26 July 2019.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. All resolutions set out in this notice will be taken by poll at the meeting.