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If you have sold or transferred all your shares in Eminence Enterprise Limited, you should at once hand this circular together with the accompanying proxy form 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 DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
PROPOSED AMENDMENT TO THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 Wednesday, 17 August 2016 at 9:10 a.m. is set out on pages N-1 to N-6 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form 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. Completion and return of the proxy form 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, 15 July 2016

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“2015 AGM”	the annual general meeting of the Company held on 18 August 2015
“2016 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 Wednesday, 17 August 2016 at 9:10 a.m., notice of which is set out on pages N-1 to N-6 of this circular
“Board”	board of Directors
“Bye-Laws”	bye-laws of the Company
“Company”	Eminence Enterprise Limited (高山企業有限公司), an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Easyknit International”	Easyknit International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange and the controlling Shareholder of the Company, currently holding approximately 40.96% of the Company’s issued share capital
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Invested Entity”	any entity in which the Group holds any equity interests and “Invested Entities” shall be construed accordingly
“Latest Practicable Date”	13 July 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Participants”	a Director, an Employee, a Consultant, 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, or any other person who satisfies the criteria set out in the Share Option Scheme
“Proposed Amendment”	the proposed amendment to the Share Option Scheme, the details of which are set out in the notice of annual general meeting of this circular
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Scheme Mandate Limit”	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 Share Option Scheme or limit refreshment thereof from time to time, as the case may be
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent.

LETTER FROM THE BOARD



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)*
Ms. Koon Ho Yan Candy

Non-executive Directors:

Mr. Tse Wing Chiu Ricky
Mr. Lai Law Kau

Independent Non-executive Directors:

Mr. Kan Ka Hon
Mr. Lau Sin Ming
Mr. Foo Tak Ching

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*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

15 July 2016

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT,
PROPOSED AMENDMENT TO THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the 2016 AGM, and information on matters to be dealt with at the 2016 AGM, *inter alia*, (a) re-election of retiring Directors; (b) grant of a general mandate to issue Shares; (c) grant of a general mandate to repurchase Shares; (d) refreshment of Scheme Mandate Limit; and (e) the Proposed Amendment.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 99, Messrs. Lui Yuk Chu, Koon Ho Yan Candy and Foo Tak Ching (“**Mr. Foo**”) will retire from office by rotation at the 2016 AGM and being eligible, have offered themselves for re-election.

Mr. Foo, being an independent non-executive Director, eligible for re-election at the 2016 AGM, has provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Foo has met the independence guideline set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of those guidelines.

Mr. Foo has served the Board for more than 9 years. As an independent non-executive Director with extensive experience and knowledge in legal field, Mr. Foo has expressed views and given independent guidance to the Company over the years. The Nomination Committee considers that the long service of Mr. Foo would not affect his exercise of independent judgement and is satisfied that Mr. Foo has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. The Board considers that the re-election of Mr. Foo as Director is in the best interest of the Company and Shareholders as a whole.

Any Shareholder who wishes to nominate a person to stand for election as a Director at the 2016 AGM must lodge with the Company at its head office at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong or at its Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong within the period from 16 July 2016 to 22 July 2016 (both days inclusive), (i) his notice of intention to propose such person for election (“**nominated candidate**”), (ii) a notice executed by the nominated candidate of his willingness to be appointed as Director and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

The resolution in relation to the proposed re-election of the retiring directors will be put forward at the 2016 AGM as separate ordinary resolution.

Biographical details of the retiring Directors to be re-elected at the 2016 AGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the 2015 AGM, an ordinary resolution was passed to grant a general mandate to the Directors to issue Shares (“**2015 General Mandate**”).

On 6 August 2015, the Board announced the proposed to issue right shares of the Company at the subscription price of HK\$0.48 per rights share on the basis of 20 rights shares for every one Shares held on the record date (the “**Rights Issue**”). Upon completion of issuing right shares, the Company allotted and issued an aggregate of 1,063,437,940 Shares on 3 November 2015. Accordingly, the issued share capital of the Company was enlarged to 1,116,609,837 Shares.

As the 2015 General Mandate only represents approximately 9.52% of the then existing issued share capital of the Company subsequent to the Rights Issue, the Directors proposed refreshment of the 2015 General Mandate on 27 November 2015 for any future allotment and issue of Shares on behalf of the Company as and when considered necessary.

At the special general meeting of the Company held on 7 January 2016, an ordinary resolution was passed by the independent Shareholders for the refreshment of the 2015 General Mandate and extension thereof to the Directors to allot, issue and deal with additional 223,321,967 Shares (the “**Refreshment Mandate**”), representing 20% of the issued share capital of the Company as at the date of passing the resolution. Further details of the Refreshment Mandate are set out in the Company’s circular dated 18 December 2015. As at the Latest Practicable Date, the Refreshment Mandate has not been utilized and if before the date of 2016 AGM, the Refreshment Mandate still has not been utilized, it will lapse at the conclusion of 2016 AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 1,116,609,837 Shares.

At the 2016 AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to allot, issue and deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the resolution (“**Issue Mandate**”). On the basis that no further Shares are issued or repurchased by the Company after the Latest Practicable Date and prior to the date of the 2016 AGM and subject to the passing of the resolution for the Issue Mandate at the 2016 AGM, the Company will be allowed to allot, issue and deal with a maximum of 223,321,967 Shares, the aggregate nominal amount of which equals to approximately HK\$2,233,220. In addition, if the resolution to authorise the repurchase of Shares is passed, an ordinary resolution will be proposed at the 2016 AGM to authorise the Directors to allot and issue further Shares up to an amount equal to the aggregate nominal amount of the Shares purchased under the authority to repurchase.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the 2015 AGM, an ordinary resolution was passed to grant a general mandate to the Directors to repurchase Shares. As at the Latest Practicable Date, this general mandate has not been utilized and will lapse at the conclusion of the 2016 AGM. At the 2016 AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of the resolution (“**Repurchase Mandate**”). On the basis that no further shares are issued or repurchased by the Company after the Latest Practicable Date and prior to the 2016 AGM and subject to the passing of the resolution for the Repurchase Mandate at the 2016 AGM, the Company will be allowed to repurchase with a maximum of 111,660,983 Shares. The Company’s authority is restricted to purchases made on the Stock Exchange and otherwise in accordance with the Listing Rules.

The Directors have no present intention to repurchase any Shares.

The Repurchase Mandate and the Issue Mandate, if passed, would continue in force until the conclusion of the next annual general meeting of the Company or until 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 until revoked, renewed or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, whichever occurs first.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase 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 Repurchase Mandate at the 2016 AGM.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Board proposes to seek the approval of the Shareholders to refresh the existing Scheme Mandate Limit. Under the existing Scheme Mandate Limit, the Directors were authorized to grant 55,068,667 options to subscribe for up to 55,068,667 Shares, representing 10% of the issued share capital of the Company as at the date of the annual general meeting on 29 June 2012 at which the Scheme Mandate Limit was approved.

As at the Latest Practicable Date, no option was granted under the Share Option Scheme since its adoption and there is no outstanding options to subscribe for Shares.

In order to provide the Company with greater flexibility in granting options to participants (including but not limited to employees and Directors) of the Company under the Share Option Scheme as incentives or rewards for their contribution to the Company, the Board decided to seek the approval from the Shareholders to refresh the Scheme Mandate Limit

LETTER FROM THE BOARD

at the AGM. The refreshment of the Scheme Mandate Limit is in line with the purpose of the Share Option Scheme. The Directors consider that such refreshment of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole.

The refreshment of the Scheme Mandate Limit of the Share Option Scheme is conditional upon:

1. the passing of an ordinary resolution at the 2016 AGM to approve the refreshment of the Scheme Mandate Limit by the Shareholders, to authorize the Directors to grant options to subscribe for Shares under the Share Option Scheme and to allot and issue Shares pursuant to the exercise of any options granted under the Share Option Scheme; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Shares to be issued pursuant to the exercise of any options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange by the Company for the approval of the listing of and permission to deal in the Shares to be issued upon the exercise of any options that may be granted under the Share Option Scheme and any other schemes of the Company under the refreshed Scheme Mandate Limit.

An ordinary resolution will be proposed at the 2016 AGM to approve the refreshment of the Scheme Mandate Limit of the Share Option Scheme in the terms as set out in Resolution No. 8 of the notice of the 2016 AGM. In order that the Company could continue to grant options to selected participants as incentives or rewards for their contribution to the Company, the Directors recommend the Shareholders to vote in favour of this resolution.

PROPOSED AMENDMENT TO THE SHARE OPTION SCHEME

Proposed Amendment

The purpose of the Share Option Scheme is to provide the Company with a flexible means of retaining, incentivizing, rewarding, remunerating and compensating and/or providing benefits to the selected Participants and for such other purposes as the Board may approve from time to time.

In order to better achieve the purpose of and to enhance the flexibility of the Share Option Scheme, the Board proposes certain provisions of the Share Option Scheme to include officer, 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, or any other person who satisfies the criteria set out in the Share Option Scheme as Participants eligible to participate in the Share Option Scheme.

LETTER FROM THE BOARD

The Board considers that the Proposed Amendment would incentivize the employees of the Group to contribute to the growth and the long-term success of the Group and to allow the Company to reward, remunerate, compensate and/or provide benefits to them for such contribution accordingly. In view of this, the Board proposes to amend the definition of “Participants” in sub-paragraph 2.1 of the Share Option Scheme and the details of which are set out in the notice of general meeting of this circular.

Apart from the Proposed Amendment, all other existing terms of the Share Option Scheme will remain unchanged.

Listing Rules Implications

Pursuant to note (2) to Rule 17.03(18) of the Listing Rules and the Share Option Scheme, any alterations to the terms and conditions of the Share Option Scheme which are of a material nature or any change to the terms of options granted must be approved by the Shareholders, unless the alterations take effect automatically under the existing terms of the Share Option Scheme. As the Proposed Amendment will not take effect automatically under the existing terms of the Share Option Scheme, and it is considered to be material in nature, the Proposed Amendment is subject to approval by the Shareholders at the 2016 AGM.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting in favour of the resolution approving the Proposed Amendment at the 2016 AGM.

ANNUAL GENERAL MEETING

Notice of the 2016 AGM is set out on pages N-1 to N-6 of this circular. Proxy form for use at the 2016 AGM is enclosed. Whether or not you are able to attend the meeting, you are requested to complete the enclosed proxy form 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 proxy form will not preclude you from attending and voting in person at the 2016 AGM or any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the 2016 AGM, his proxy form will be deemed to have been revoked.

VOTING BY WAY OF POLL

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 2016 AGM will therefore exercise his power under Bye-Law 70 of the Company’s bye-law to put each of the resolutions to be proposed at the 2016 AGM to the vote by way of poll.

LETTER FROM THE BOARD

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 2016 AGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (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.

RECOMMENDATION

The Directors consider that the re-election of Directors, the granting of the Issue Mandate and the Repurchase Mandate, the refreshment of Scheme Mandate Limit and the Proposed Amendment are in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2016 AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text shall prevail over the Chinese text in this circular.

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

The following are the particulars of the Directors standing for re-election at the 2016 AGM:

Ms. Lui Yuk Chu (“Ms. Lui”)

Ms. Lui, aged 58, 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. 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 International. Ms. Lui was appointed to the Board as an executive director in 2003 and was appointed as deputy chairman in 2006. She is the mother of Ms. Koon Ho Yan Candy, an executive director of the Company. Ms. Lui is also the paternal sister-in-law of the Mr. Lai Law Kau, a non-executive director of the Company.

There is a service contract between the Company and Ms. Lui and she is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. The director’s emoluments of Ms. Lui for the year ended 31 March 2016 amounted to HK\$1,560,000. 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 recommendation from the Remuneration Committee pursuant to the authority to be sought from the Shareholders at the 2016 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 was deemed to have an interest in 457,330,692 Shares, representing approximately 40.96% of the issued share capital of the Company, within the meaning of Part XV of the SFO. The 93,549,498 Shares and 363,781,194 Shares are registered in the name of and are beneficially owned by Landmark Profits Limited and Goodco Development Limited respectively which are wholly-owned subsidiaries of Easyknit International. Magical Profits Limited is interested in approximately 36.74% of the issued share capital of Easyknit International. 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 included Ms. Lui and her family members other than her spouse). Ms. Koon Ho Yan Candy, the daughter of Ms. Lui and a director of the Company is deemed to be interested in the shares by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust. Mr. Koon Wing Yee, being the spouse of Ms. Lui, is deemed to be interested in the 457,330,692 Shares and 880,281 underlying Shares by virtue of SFO. Save as disclosed above, Ms. Lui has no relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no information concerning Ms. Lui that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Ms. Koon Ho Yan Candy (“Ms. Koon”)

Ms. Koon, aged 31, is an executive director and authorised representative of the Company and is a member of the Executive Committee since 2010. She is also an executive director, authorised representative and a member of the Executive Committee of Easyknit International. Ms. Koon obtained a Bachelor of Arts degree in Economics and Politics from the University of Durham Enlarged in 2007. She also received her Bachelor of Laws degree and Legal Practice Course qualification in 2009 from the College of Law, England. Ms. Koon is the daughter of Ms. Lui Yuk Chu (“**Ms. Lui**”), the deputy chairman of the Company. She is also the niece of Mr. Lai Law Kau, the non-executive director of the Company.

There is a service contract between the Company and Ms. Koon and she is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-Laws. The director’s emoluments of Ms. Koon for the year ended 31 March 2016 amounted to HK\$312,000. Ms. Koon 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 recommendation from the Remuneration Committee pursuant to the authority to be sought from the Shareholders at the 2016 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. Koon was deemed to have an interest in 457,330,692 Shares, representing approximately 40.96% of the issued share capital of the Company, within the meaning of Part XV of the SFO by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust as she is the daughter of Ms. Lui. The 93,549,498 Shares and 363,781,194 Shares are registered in the name of and are beneficially owned by Landmark Profits Limited and Goodco Development Limited respectively which are wholly-owned subsidiaries of Easyknit International. Magical Profits Limited is interested in approximately 36.74% of the issued share capital of Easyknit International. Magical Profits Limited is wholly-owned by Accumulate More Profits Limited which in turn was wholly-owned by The Winterbotham Trust Company Limited as the trustee of The Magical 2000 Trust (the beneficiaries of which included Ms. Lui and her family members other than her spouse). Save as disclosed above, Ms. Koon has no relationships with any Directors, senior management or substantial or controlling Shareholders of the Company.

Save as disclosed above, there is no information concerning Ms. Koon that is required to be disclosed pursuant to Rule 13.51(2) of the Listing rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Foo Tak Ching (“Mr. Foo”)

Mr. Foo, aged 82, is an independent non-executive director of the Company since 2007. He is also a member and chairman of the Nomination Committee, a member of the Audit Committee and Remuneration Committee. He is currently a Partner of Messrs. Liu, Choi & Chan, a firm of solicitors and notaries in Hong Kong and has been practising in the legal field for more than 30 years. He obtained his LLB from the University of London in the United Kingdom in 1968 and a diploma in Chinese Laws from the University of East Asia in Macau in 1987. Mr. Foo was admitted as a solicitor in England and Wales in 1972, and Hong Kong in 1973 and admitted as a barrister and solicitor in the State of Victoria, Australia in 1982. He is a Notary Public and a China Appointed Attesting Officer.

There is a service contract between the Company and Mr. Foo for a term of 3 years and he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-Laws. The director’s emoluments of Mr. Foo are fixed at HK\$130,000 per annum. Mr. Foo is not entitled to any bonus payments (whether fixed or discretionary in nature). His director’s emoluments are to be determined by the Board after recommendation from the Remuneration Committee pursuant to the authority to be sought from the Shareholders at the 2016 AGM by reference to his time commitment and responsibilities, the Company’s performance and the prevailing market conditions.

Save as disclosed above, (i) Mr. Foo 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; (ii) he has not held any other positions in the Company and its subsidiaries; (iii) he does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iv) he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information concerning Mr. Foo that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Repurchase Mandate for the Shareholders' consideration.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,116,609,837 Shares.

On the basis that no further Shares are issued or repurchased by the Company prior to the 2016 AGM and resolution numbered 7(B) as set out in the notice of the 2016 AGM is duly passed, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 111,660,983 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 Repurchase Mandate remains in force.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek the Repurchase Mandate which enables the Directors to repurchase Shares on the Stock Exchange and otherwise in accordance with the Listing Rules. Such repurchases 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 repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, Bye-Laws, the Listing Rules and the applicable laws of Bermuda. Under Bermuda law, any repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including capital paid up on the Shares to be repurchased, 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; and in the case of premiums payable on repurchase, 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.

There might 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 2016, in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed

purchase period. However, the Directors do not propose to exercise the Repurchase 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 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 repurchases pursuant to the Repurchase Mandate and in accordance with its Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

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

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

6. TAKEOVERS CODE

As at the Latest Practicable Date, each of Ms. Lui Yuk Chu, Ms. Koon Ho Yan Candy 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 457,330,692 Shares, representing 40.96% of the total number of Shares of the Company in issue. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to ordinary resolution no. 7(B), then (if the present shareholdings otherwise remained the same) the attributable shareholding of Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy would be increased to 45.51% of the total number of the Shares of the Company in issue. In the opinion of the Directors, such increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

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 HK\$	Lowest HK\$
2015		
July	1.558	0.782
August	1.005	0.471
September	0.769	0.476
October	1.450	0.500
November	0.550	0.360
December	0.435	0.355
2016		
January	0.370	0.145
February	0.218	0.130
March	0.156	0.100
April	0.265	0.130
May	0.330	0.210
June	0.300	0.205
July (up to and including the Latest Practicable Date)	0.222	0.215

Note: The share price for the period from 1 July 2015 to the Latest Practicable Date are adjusted for the effect of (i) the capital reorganization effective from 8 October 2015; and (ii) the rights issue which was approved by the Shareholders at the special general meeting of the Company held on 7 October 2015, and dealings in the Shares pursuant to the rights issue commenced on 3 November 2015.

8. SHARE REPURCHASES MADE BY THE COMPANY

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

NOTICE OF ANNUAL GENERAL MEETING



EMINENCE ENTERPRISE LIMITED

高山企業有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 0616)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of Eminence Enterprise Limited (the “**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 Wednesday, 17 August 2016 at 9:10 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 2016.
2. To consider and approve the re-election of Ms. Lui Yuk Chu as an executive director of the Company.
3. To consider and approve the re-election of Ms. Koon Ho Yan Candy as an executive director of the Company.
4. To consider and approve the re-election of Mr. Foo Tak Ching as an independent non-executive director of the Company.
5. To authorise the board of directors of the Company to fix the fees of all directors for the year ending 31 March 2017.
6. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors to fix their remuneration.
7. As special business, to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company:

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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 which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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 aggregate nominal amount of the share capital 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

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

(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 repurchase 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 aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital 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

NOTICE OF ANNUAL GENERAL MEETING

(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 7(A) and numbered 7(B) above, the authority granted to the directors of the Company pursuant to resolution numbered 7(A) above be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted or agreed conditionally or unconditionally to be allotted pursuant to such authority an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to resolution numbered 7(B), provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

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

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the 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 (“**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, pursuant to the rules of the Share Option Scheme:

(a) approval be and is hereby granted for refreshing the 10 per cent. limit under the Share Option Scheme (“**Refreshed Scheme Mandate Limit**”) 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 Share Option Scheme and any other share option schemes of the Company or its subsidiaries under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries (including options outstanding, cancelled, lapsed or exercised

NOTICE OF ANNUAL GENERAL MEETING

in accordance with the terms of the 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 Share Option Scheme Mandate); and

- (b) the directors of the Company be and is hereby authorised: (i) at its absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate Limit in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate Limit.”

9. As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

- (A) “**THAT**, the definition to sub-paragraph 2.1 of the Scheme Option Scheme be and are hereby amended in the following manners:

- (a) By adding the following definition to sub-paragraph 2.1 of the Share Option Scheme immediately after the definition of “holding company”:

“Invested Entity” any entity in which the Company or any Subsidiary holds any equity interests and “Invested Entities” shall be construed accordingly

- (b) By deleting the definition of “Participants” in sub-paragraph 2.1 of the Share Option Scheme in its entirety and replacing therewith the following:

“Participants” “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, or any other person who satisfies the criteria set out in the Share Option Scheme;

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(B) “**THAT**, subject to the passing of ordinary resolution numbered 9(A) above, the amended Share Option Scheme in the form produced to the meeting marked “A” and initialed by the chairman of this meeting for identification purpose be and are hereby approved, and that any one Director, or a Director and a company secretary of the Company, if the affixation of the common seal is necessary, be and are hereby authorised to exercise all rights and powers available to him as he may in his sole discretion consider necessary or expedient to give full effect to the amendment to the Share Option Scheme.”

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

Hong Kong, 15 July 2016

Notes:

1. Any shareholder of the Company entitled to attend and vote at the 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 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 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 notorially 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. 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.