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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Eminence Enterprise Limited (高山企業有限公司) (“**Eminence**”) 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 28 February, 2019 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed with or without amendment as an ordinary resolution of Eminence:–

#### **ORDINARY RESOLUTIONS**

**“THAT:**

- (a) the acquisition by the Eminence Group of the Easyknit Sale Company and related Shareholder Loan at the Easyknit Sale Consideration on the terms of the Easyknit Sale Agreement (a copy of which has been produced to the Eminence SGM marked “A” and signed by the Chairman by way of identification) be and are hereby approved and ratified; and
- (b) the disposal of the Eminence Sale Company and related Shareholder Loan at the Eminence Sale Consideration on the terms of the Eminence Sale Agreement (a copy of which has been produced to the Eminence SGM marked “B” and signed by the Chairman by way of identification) be and are hereby approved and ratified; and
- (c) the entering into of the Property Management Agreement on the terms of the draft a copy of which has been produced to the Eminence SGM marked “C” and signed by the Chairman by way of identification be and is hereby approved; and
- (d) the Eminence Directors be and are hereby authorised for and on behalf of Eminence and in its name to execute all such documents, instruments and agreements and do all such acts, matters and things as they may in their absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with executing, implementing, completing and giving effect to the Easyknit Sale Agreement, the Eminence Sale Agreement and the Property Management Agreement and the transactions contemplated thereunder, including but not limited to deed of set off, and to

agree to such variations of the terms of the Easyknit Sale Agreement, the Eminence Sale Agreement and the Property Management Agreement as they may in their absolute discretion consider necessary or desirable.”

Terms defined in the circular of the Company to its shareholders issued jointly with Easyknit International Holdings Limited dated 12 February 2019 are used in this resolutions with those defined meanings.

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

Hong Kong, 12 February 2019

*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

*Notes:*

1. A blue form of proxy for use at the meeting is enclosed herewith.
2. 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 its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of Eminence 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 proxy need not be a shareholder of Eminence.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at Eminence's branch share registrar 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 appointed for holding of the meeting.
5. Completion and return of the form of proxy will not preclude a shareholder of Eminence from attending and voting in person at the meeting and in such event, the form of proxy will be deemed to be revoked.

6. Where there are joint holders of any share of Eminence, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of Eminence in respect of the joint holding.
7. For the purpose of determining shareholders' eligibility to attend and vote at the meeting, the register of members will be closed from 22 February 2019 to 28 February 2019, both days inclusive, during which period, no transfers of shares in Eminence will be registered. In order for the holders to qualify to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with Eminence'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 21 February 2019.
8. The board of directors of Eminence comprises Mr. Kwong Jimmy Cheung Tim and Ms. Lui Yuk Chu as executive directors; Mr. Kan Ka Hon, Mr. Lau Sin Ming, Mr. Foo Tak Ching and Mr. Wu Koon Yin Welly as independent non-executive directors.