



# EMINENCE ENTERPRISE LIMITED

## 高山企業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 616)

### FORM OF PROXY

**For use at the Special General Meeting to be held on  
21 May 2019 and at any adjournment thereof**

I/We <sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_  
ordinary share(s) of HK\$0.01 each of in the capital of Eminence Enterprise Limited (the “Company”) HEREBY APPOINT<sup>(3)</sup>  
\_\_\_\_\_ of \_\_\_\_\_  
or failing him/her, the Chairman of the meeting as my/our proxy to attend at the 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 21 May 2019 at 9:00 a.m.. (or at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the meeting as an ordinary resolution, and vote for me/us and on my/our behalf in respect of the resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolution	For <sup>(4)</sup>	Against <sup>(4)</sup>
(a)	To approve and ratify the deed of amendment (the “Fourth Deed of Amendment” dated 8 April 2019 entered into between the Company and Madian Star Limited (“Madian”) in relation to (i) alteration of the conversion price under the 3% convertible note issued by the Company to Madian on 12 June 2015 in the aggregate principal amount of HK\$86,000,000 (the “2015CB”) pursuant to the subscription agreement dated 26 May 2015 and (ii) restrictions on conversions that would lead to an offer being required under Rule 26 of the Takeovers Code and/or the Company breaching the public float requirement under the Listing Rules;		
(b)	To authorize the Directors to allot and issue such number of shares in the Company as may fall to be issued on exercise of conversion rights attached to the 2015CB as amended by the Fourth Deed of Amendment;		
(c)	To authorize the Directors for and on behalf of the Company 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 Fourth Deed of Amendment.		

# Terms used in this box are defined in the circular of the Company dated 3 May 2019.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signature(s) <sup>(5)</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting and/or any adjournment thereof other than those referred to in the notice convening the meeting.
5. 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.
6. 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.
7. 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 such persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. Any shareholder of the Company entitled to attend and vote at the meeting of the Company 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.
9. 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.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your supply of personal data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- (iii) Your Personal Data will not be transferred to any third parties (other than the Share Registrars of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You and your appointed proxy have the right to request access to and/or correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, and Hong Kong.