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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 (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 Monday, 16 September 2019, at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, which will be proposed, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the disposal (the “**Disposal**”) by the Company and/or its subsidiaries (the “**Group**”) of all or in part(s) of a total of 6,800,000 shares in China SCE Group Holdings Limited (each “**CSCE Share**”) held by the Group be and is hereby approved on the following conditions:

- (1) the Group shall disposal all or in part(s) of the 6,800,000 CSCE Shares held by the Group in the open market through the trading system of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”);
- (2) the selling price of the 6,800,000 CSCE Shares will be the market price of the CSCE Shares at the relevant time, where the market price refers to the price allowed under the trading system of the Stock Exchange;
- (3) the minimum selling price per CSCE Share shall be HK\$2.63 per CSCE Share (excluding transaction costs) or the selling price per CSCE Share shall not be more than 10% discount to the closing price of CSCE Share (as shown on the Stock Exchange) on the trading day immediately prior to the Disposal, whichever is higher;
- (4) the mandate for the Disposal will be valid for a 12-month period from the date of passing this resolution (“**Mandate Period**”); and

(5) the Disposal shall comply with all relevant applicable laws and regulations, including any applicable trading regulations in Hong Kong,

and the directors of the Company be and are hereby authorized 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 implementing, completing and giving effect to the Disposal and the transactions contemplated thereunder as they may in their absolute discretion consider necessary or desirable with full power to authorize any other person to do so in the name of and as the act of the Company during the Mandate Period.”

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

Hong Kong, 30 August 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 proxy form 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 the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the proxy form, 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 the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the above Meeting.
5. The register of members of the Company will be closed from Wednesday, 11 September 2019 to Monday, 16 September 2019 (both dates inclusive), during such period no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the SGM, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 10 September 2019.
6. Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened and in such event, the proxy form will be deemed to be revoked.
7. Where there are joint holders of any share of the Company, 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 the Company in respect of the joint holding.
8. At the date hereof, the Board comprises Mr. Kwong Jimmy Cheung Tim and Ms. Lui Yuk Chu as executive directors, and Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Wu Koon Yin Welly as independent non-executive directors.