



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 July 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Eminence Enterprise Limited (the Company)

Date Submitted: 01 August 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00616	Description	Not applicable			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	40,000,000,000	HKD	0.01	HKD	400,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	40,000,000,000	HKD	0.01	HKD	400,000,000	

Total authorised/registered share capital at the end of the month: HKD 400,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00616	Description	Not applicable			
Balance at close of preceding month			1,117,738,010			
Increase / decrease (-)			400,786,666			
Balance at close of the month			1,518,524,676			

Remarks:

On 25 July 2022, the Company has allotted and issued a total of 400,786,666 new ordinary shares upon exercise of conversion rights attached to the convertible notes issued on 11 May 2017, 26 September 2017 and 28 August 2019 respectively. Please refer to the Company's next day disclosure return dated 25 July 2022 for details.

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable		Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00616					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Note (Issued on 11 May 2017) (Remark 1)	HKD	16,000,000	Converted	-16,000,000	0	64,000,000	0
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	0.25					
General Meeting approval date (if applicable)	26 April 2017						
2). Convertible Note (Issued on 26 September 2017) (Remark 2)	HKD	11,280,000	Converted	-11,280,000	0	45,120,000	0
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	0.25					
General Meeting approval date (if applicable)	18 September 2017						

3).	Convertible Note (Issued on 28 August 2019) (Remark 3)	HKD	70,000,000	Converted	-70,000,000	0	291,666,666	0
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Type of convertibles	Bond/Notes							
Stock code of the Convertibles (if listed on SEHK) (Note 1)								
Subscription/Conversion price	HKD	0.24						
General Meeting approval date (if applicable)	21 August 2019							

Total C (Ordinary shares): 400,786,666

Remarks:

1. The conversion price of the convertible note has been revised from HK\$2.6279 per share to HK\$0.25 per share with effect from 25 November 2020 upon fulfilment of all conditions precedent under the deeds of amendment dated 18 September 2020 which was entered into between the Company and Goodco Development Limited. Please refer to the Company's announcement dated 25 November 2020 for details. On 25 July 2022, upon exercise of conversion rights attached to the convertible note, the Company has allotted and issued 64,000,000 new ordinary shares. Please refer to the Company's next day disclosure return dated 25 July 2022 for details.
2. The conversion price of the convertible note has been revised from HK\$0.9855 per share to HK\$0.25 per share with effect from 25 November 2020 upon fulfilment of all conditions precedent under the deeds of amendment dated 18 September 2020 which was entered into between the Company and Goodco Development Limited. Please refer to the Company's announcement dated 25 November 2020 for details. On 25 July 2022, upon exercise of conversion rights attached to the convertible note, the Company has allotted and issued 45,120,000 new ordinary shares. Please refer to the Company's next day disclosure return dated 25 July 2022 for details.
3. (a) The conversion price of the convertible note has been revised from HK\$0.91 per share to HK\$0.25 per share with effect from 25 November 2020 upon fulfilment of all conditions precedent under the deeds of amendment dated 18 September 2020 which was entered into between the Company and Goodco Development Limited. Please refer to the Company's announcement dated 25 November 2020 for details.
 (b) The conversion price of the convertible note has been further adjusted from HK\$0.25 per share to HK\$0.24 per share with effect from 20 April 2022 upon completion of the placing of new shares under general mandate pursuant to the placing agreement dated 30 March 2022 which was entered into between the Company and Kingston Securities Limited. Please refer to the Company's announcement dated 20 April 2022 for details.
 (c) On 25 July 2022, upon exercise of conversion rights attached to the convertible note, the Company has allotted and issued 291,666,666 new ordinary shares. Please refer to the Company's next day disclosure return dated 25 July 2022 for details.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) 400,786,666

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: LAI Law Kau

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"