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If you have sold or transferred all your securities in Eminence Enterprise Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities, 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 RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an 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, 23 August 2023 at 9:00 a.m. is set out on pages N-1 to N-4 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Hong Kong, 24 July 2023

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Accompanying Document – Form of Proxy

DEFINITIONS

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

“2023 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, 23 August 2023 at 9:00 a.m., notice of which is set out on pages N-1 to N-4 of this circular, or any adjournment thereof (as the case may be)
“Announcements”	collectively, the Company’s (a) announcements both dated 29 May 2023 in relation to, among other things, (i) the Capital Reorganisation and change in board lot size; and (ii) the Placing of New Shares under specific mandate, and (b) announcement dated 16 June 2023 regarding the delay in despatch of the Circular
“associates”	shall have the meaning ascribed thereto under the Listing Rules
“Board”	the board of the Directors
“Buy-back Mandate”	the proposed general mandate to be granted to the Directors at the 2023 AGM to exercise all powers of the Company to buy-back Shares up to a maximum of 10% of the total number of issued Shares as at the date of approval of such mandate
“Bye-laws”	the bye-laws of the Company, as amended, supplemented or otherwise modified from time to time
“Capital Reduction”	immediately upon the Share Consolidation becoming effective, the proposed reduction in the issued share capital of the Company of par value of each issued Consolidated Share from HK\$0.40 to HK\$0.01 by cancelling HK\$0.39 of the paid-up capital of the Company on each issued Consolidated Share, details of which are disclosed in the Announcements and the Circular respectively
“Capital Reorganisation”	the proposed capital reorganisation of the share capital of the Company involving (i) the Share Consolidation; (ii) the Capital Reduction; and (iii) the Share Subdivision, details of which are disclosed in the Announcements and the Circular respectively
“CG Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules

DEFINITIONS

“Circular”	the Company’s circular dated 23 June 2023 in relation to, among other things, the Capital Reorganisation and change in board lot size, and the Placing of New Shares under specific mandate
“close associates”	shall have the meaning ascribed thereto under the Listing Rules
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	Eminence Enterprise Limited, an exempted company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (Stock Code: 616)
“Completion”	completion of the Placing pursuant to the terms and conditions of the conditional placing agreement dated 29 May 2023, details of which are disclosed in the Announcements and the Circular respectively
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.40 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Controlling Shareholder(s)”	the controlling shareholder(s) (as defined in the Listing Rules) of the Company
“core connected person(s)”	shall have the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“General Mandates”	collectively, the Issue Mandate and the Buy-back Mandate
“Group”	collectively, the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the proposed general mandate to be granted to the Directors at the 2023 AGM to exercise all powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of approval of such mandate
“Latest Practicable Date”	Friday, 14 July 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company immediately after the Capital Reorganisation becoming effective
“Nomination Committee”	the nomination committee of the Company
“Placing”	the offer by way of private placing of the Placing Shares by or on behalf of the placing agent to the placee(s), on a best effort basis, on the terms and subject to the conditions set out in the conditional placing agreement dated 29 May 2023, details of which are disclosed in the Announcements and the Circular respectively
“Placing Share(s)”	a maximum of up to 50,000,000 New Shares (assuming the Capital Reorganisation has become effective) to be placed under the Placing
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the Existing Share(s) or the Consolidated Share(s) or the New Share(s) or the Placing Share(s) (as the case may be)
“Shareholder(s)”	holder(s) of the Share(s)
“Share Consolidation”	the proposed consolidation of every forty (40) issued and unissued Existing Shares into one (1) Consolidated Share, details of which are disclosed in the Announcements and the Circular respectively

DEFINITIONS

“Share Subdivision”	immediately following the Share Consolidation and the Capital Reduction becoming effective, the proposed subdivision of each authorised but unissued Consolidated Share (including those authorised unissued Consolidated Shares arising from the Capital Reduction) into forty (40) authorised but unissued New Shares of par value of HK\$0.01 each, details of which are disclosed in the Announcements and the Circular respectively
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	the substantial shareholder(s) (as defined in the Listing Rules) of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	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. Lai Law Kau

(Chairman and Chief Executive Officer)

Ms. Lui Yuk Chu *(Deputy Chairman)*

Mr. Kwong Jimmy Cheung Tim

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Mr. Kan Ka Hon

Mr. Lau Sin Ming

Mr. Wu Koon Yin Welly

*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

24 July 2023

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with notice of the 2023 AGM, and information on matters to be dealt with at the 2023 AGM, *inter alia*, (a) the re-election of the retiring Directors; (b) the grant of the General Mandates to the Directors; and (c) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buy-back Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 99 of the Bye-laws and code provision B.2.2 of the CG Code, Mr. Lai Law Kau (“**Mr. Lai**”), an executive Director, and Mr. Wu Koon Yin Welly (“**Mr. Wu**”), an independent non-executive Director, shall retire from office by rotation at the 2023 AGM. Mr. Lai and Mr. Wu, being eligible, have offered themselves for re-election at the 2023 AGM.

In considering the re-election of Mr. Lai and Mr. Wu, the Nomination Committee took into account the Board’s structure and composition and the board diversity policy of the Company, and applied the selection criteria set out in the nomination policy of the Company by, *inter alia*, reviewing the qualifications, skills, experience and expertise as well as the performance, time commitment and contribution of Mr. Lai and Mr. Wu.

Mr. Lai was appointed as an executive Director with effect from 20 August 2020 and re-designated as the chairman and chief executive officer of the Company with effect from 1 October 2020. Mr. Wu was appointed as an independent non-executive Director with effect from 1 January 2017.

The Nomination Committee reviewed Mr. Wu’s annual independence confirmation made pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules and considered that Mr. Wu continues to be independent. Taking into account Mr. Wu’s extensive experience and valuable advice to the Company’s strategies and policies with independent judgement, the Nomination Committee is of the recommendation that Mr. Wu has the required integrity and experience to continue his contribution to the Board with a diversity of perspectives, skills and experience. In addition, given Mr. Wu’s good track record in attending the meetings of the Company, the Nomination Committee was satisfied that Mr. Wu has devoted sufficient time and attention to the Board.

With the recommendation of the Nomination Committee, the Board was satisfied that Mr. Wu has the required integrity, independence and experience to fulfill his role as an independent non-executive Director, and the re-election of Mr. Wu and the other retiring Director, Mr. Lai is in the best interests of the Company and the Shareholders as a whole.

Each of Mr. Lai and Mr. Wu, the retiring Directors, abstained from the discussion and voting at the meetings of the Nomination Committee and the Board regarding his own re-election.

The particulars of the retiring Directors offering for re-election at the 2023 AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in appendix I to this circular. The re-election of the retiring Directors will be individually voted by the Shareholders by a separate resolution at the 2023 AGM.

GENERAL MANDATE TO ISSUE SHARES

The Directors wish to seek the approval of the Shareholders (i) to grant the Issue Mandate to the Directors to exercise all powers of the Company to allot, issue and deal with Shares up to 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution 6(A) as set out in the notice of the 2023 AGM; and (ii) to extend the Issue Mandate to be granted pursuant to the ordinary resolution 6(A) by adding to such mandate the number of issued Shares repurchased by the Company pursuant to the Buy-back Mandate.

LETTER FROM THE BOARD

Reference is made to the Announcements and the Circular respectively. Upon the fulfillment of the conditions of the Capital Reorganisation, the Capital Reorganisation will become effective on Wednesday, 19 July 2023. Upon the Completion, 50,000,000 Placing Shares (assuming the Capital Reorganisation has become effective) will be placed under the Placing and the issued share capital of the Company will be 103,148,116 New Shares.

Save as disclosed above, assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date to the date of passing the resolution for the Issue Mandate at the 2023 AGM on Wednesday, 23 August 2023, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 20,629,623 New Shares. The Company has no immediate plan for the issue of any new Shares pursuant to the Issue Mandate.

GENERAL MANDATE TO BUY-BACK SHARES

The Directors wish to seek the approval of the Shareholders to grant the Buy-back Mandate to the Directors to exercise all powers of the Company to buy-back Shares up to a maximum of 10% of the total number of issued Shares at the date of passing of the proposed ordinary resolution 6(B) as set out in the notice of the 2023 AGM. On the basis that no further Shares are issued or repurchased by the Company after the Latest Practicable Date and prior to the 2023 AGM and subject to the passing of the resolution for the Buy-back Mandate at the 2023 AGM, the Company would be allowed to buy-back a maximum of 10,314,811 New Shares. The Company's authority is restricted to buy-back made on the Stock Exchange and otherwise in accordance with the Listing Rules.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Buy-back 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 Buy-back Mandate at the 2023 AGM.

ANNUAL GENERAL MEETING

The notice of the 2023 AGM is set out on pages N-1 to N-4 of this circular. A form of proxy for use at the 2023 AGM is enclosed. Whether or not you are able to attend the 2023 AGM, you are requested to complete the accompanying form of proxy 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the 2023 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof (as the case may be) should you so wish. In the event that a Shareholder having lodged a form of proxy attends the 2023 AGM, his or her form of proxy will be deemed to have been revoked.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders' eligibility to attend and vote at the 2023 AGM, the register of members of the Company will be closed from Friday, 18 August 2023 to Wednesday, 23 August 2023, both dates inclusive. During such period, no Share transfers will be registered for the purpose of ascertaining the Shareholders' entitlement for attending and voting at the 2023 AGM. In order to qualify to attend and vote at the 2023 AGM, all transfers of the Shares forms 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 17 August 2023, for registration.

VOTING BY POLL AT THE 2023 AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the 2023 AGM will therefore exercise his or her power under bye-law 70 of the Bye-laws to put each of the resolutions to be proposed at the 2023 AGM to be voted by way of poll.

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 or her name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his or her votes or cast all the votes he or she uses in the same way.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be approved at the 2023 AGM pursuant to the Listing Rules and/or the Bye-laws.

After the conclusion of the 2023 AGM, an announcement on the results of the votes by poll will be published by the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.eminence-enterprise.com).

RESPONSIBILITY STATEMENT

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.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board considers that the re-election of the retiring Directors, the grant of the Issue Mandate and the Buy-back Mandate and the extension of the Issue Mandate by adding the number of Shares repurchased by the Company under the Buy-back Mandate are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the 2023 AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular and the notice of the 2023 AGM.

Yours faithfully,
By order of the Board
EMINENCE ENTERPRISE LIMITED
Lai Law Kau
Chairman and Chief Executive Officer

As at the date of this circular, the Board comprises Mr. Lai Law Kau, Ms. Lui Yuk Chu and Mr. Kwong Jimmy Cheung Tim as executive Directors; and Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Wu Koon Yin Welly as independent non-executive Directors.

Pursuant to bye-law 99 of the Bye-laws and the CG Code, Mr. Lai Law Kau (“**Mr. Lai**”), an executive Director, and Mr. Wu Koon Yin Welly (“**Mr. Wu**”), an independent non-executive Director, shall retire from office by rotation at the 2023 AGM. Mr. Lai and Mr. Wu, being eligible, have offered themselves for re-election at the 2023 AGM and the biographical details of the retiring Directors are set out below to enable the Shareholders to make an informed decision on their re-election.

EXECUTIVE DIRECTOR**Mr. Lai Law Kau**

Mr. Lai, aged 62, is an executive Director, the chairman, chief executive officer, the chairman of the executive committee of the Company (the “**Executive Committee**”), and a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and the Nomination Committee. Mr. Lai has been involved in the textiles industry over 20 years and has extensive experience in design, manufacturing, marketing and distribution of apparel. Mr. Lai is a brother-in-law of Ms. Lui Yuk Chu, an executive Director and the deputy chairman of the Company; and the vice president and an executive director of Easyknit International Holdings Limited (stock code: 1218) (“**Easyknit**”). Mr. Lai is also an uncle of Ms. Koon Ho Yan Candy, the president and chief executive officer, and an executive director of Easyknit. In August 2020, Mr. Lai was appointed as an executive Director and a member of the Executive Committee, the Remuneration Committee and the Nomination Committee. In October 2020, Mr. Lai was re-designated from an executive Director and a member of the Executive Committee to the chairman, chief executive officer of the Company, and the chairman of the Executive Committee.

Mr. Lai has entered into a letter of appointment with the Company in relation to his appointment as an executive Director and is entitled to a remuneration of HK\$480,000 per annum determined by the Board after recommendation from the Remuneration Committee pursuant to the authority to be sought from the Shareholders at the 2023 AGM with reference to his duties and responsibilities, and the prevailing market conditions. His directorship will be subject to retirement by rotation and re-election in accordance with the Bye-laws and the CG Code.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Lai 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 (3) years; (ii) he does not have any other relationship with any Directors, senior management, Substantial Shareholders or Controlling Shareholders; and (iii) he does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information concerning Mr. Lai that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Lai’s re-election.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Wu Koon Yin Welly**

Mr. Wu, aged 38, was appointed as an independent non-executive Director on 1 January 2017. He is also a member and the chairman of the Nomination Committee and a member of the audit committee of the Company and the Remuneration Committee. Mr. Wu holds a Master in Finance degree from the University of Essex and a Bachelor of Commerce degree in the University of Sydney, Australia. Mr. Wu is the Vice President of Sales in FXCM, which is a leading provider of online foreign exchange (FX) trading, CFD trading, spread betting and related services. Mr. Wu has over 14 years of extensive experience in the brokerage industry.

There is a service contract between the Company and Mr. Wu for a term of three (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. Wu are fixed at HK\$155,000 per annum. Mr. Wu 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 2023 AGM by reference to his time commitment and responsibilities to the Company, the Company's performance and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Wu 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 (3) 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 or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information concerning Mr. Wu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Wu's re-election.

This appendix serves as the explanatory statement to provide requisite information to the Shareholders for their consideration of the Buy-back Mandate, as required by Rule 10.06(1)(b) of the Listing Rules.

1. SHARE CAPITAL

As disclosed in the Circular, upon the fulfillment of the conditions of the Capital Reorganisation, the Capital Reorganisation will become effective on Wednesday, 19 July 2023. Upon the Completion, 50,000,000 Placing Shares (assuming the Capital Reorganisation has become effective) will be placed under the Placing and the issued share capital of the Company will be 103,148,116 New Shares.

Save as disclosed above, on the basis that no further Shares are issued or bought back by the Company prior to the 2023 AGM and the ordinary resolution 6(B) as set out in the notice of the 2023 AGM is duly passed, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 10,314,811 New 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 Buy-back Mandate remains in force.

The Buy-back Mandate will be valid for the period from the date of passing the ordinary resolution 6(B) until whichever is the earliest 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 is required by the Bye-laws or the Companies Act or all applicable laws to be held; and (iii) the revocation or variation of the authority given under the ordinary resolution 6(B) by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR BUY-BACKS

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

3. FUNDING OF BUY-BACKS

Pursuant to the Buy-back Mandate, any buy-back will only be made out of funds legally available for such purpose in accordance with the Company's memorandum of association, the Bye-laws, the Listing Rules and all applicable laws of Bermuda. Under Bermuda law, any buy-backs will be made out of funds of the Company legally permitted to be utilised 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. The amount of premiums payable on buy-back is provided for 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 not 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 2023, in the event that the Buy-back Mandate was to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back 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 of the Company 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 all powers of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with the Company's memorandum of association, the Bye-laws, the Listing Rules and all applicable laws of Bermuda.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor their respective close associates has any present intention to sell Shares to the Company or its subsidiaries under the Buy-back Mandate if such is approved by the Shareholders.

No core connected person of the Company has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to buy-back Shares pursuant to the Buy-back Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of the Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best knowledge and belief of the Directors, Easyknit International Holdings Limited (stock code: 1218) ("**Easyknit**") is a Substantial Shareholder which, together with its wholly-owned subsidiaries, namely Ace Winner Investment Limited, Goodco Development Limited and Landmark Profits Limited, is interested in 1,097,157,506 Existing Shares (equivalent to 27,428,937 New Shares upon the Completion), representing approximately 51.60% of the total issued Existing Shares (equivalent to approximately 26.59% of the total issued New Shares upon the Completion) in aggregate. In the event of the Directors exercising in full the power to buy-back Shares under the Buy-back Mandate, the aggregate shareholding of Easyknit would be increased to approximately 57.34% of the total issued Existing Shares (equivalent to approximately 29.54% of the total issued New Shares upon the Completion). Please refer to "EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY" as contained in the Circular for details.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage of 25% required under Rule 8.08 of the Listing Rules.

In exercising the Buy-back Mandate (whether in full or otherwise), the Directors will ensure the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of public float of 25% as required under Rule 8.08 of the Listing Rules. The Listing Rules prohibit a company from making buy-back of the Shares on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued Shares would be in public hands. The Board does not propose to buy-back Shares, which would result in less than the prescribed minimum percentage of issued Shares in public hands. Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code if the Buy-back Mandate is exercised in full.

7. SHARE PRICES

The highest and lowest prices at which the Existing Shares were traded on the Stock Exchange during each of the twelve (12) months preceding the Latest Practicable Date were as follows:

	Existing Share Prices	
	Highest HK\$	Lowest HK\$
2022		
July	0.093	0.075
August	0.091	0.076
September	0.092	0.073
October	0.087	0.068
November	0.078	0.068
December	0.080	0.068
2023		
January	0.078	0.068
February	0.075	0.056
March	0.066	0.038
April	0.042	0.020
May	0.029	0.013
June	0.015	0.012
July (<i>up to and including the Latest Practicable Date</i>)	0.015	0.013

8. SHARE BUY-BACKS MADE BY THE COMPANY

During the six (6) 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: 616)

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, 23 August 2023 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company for the year ended 31 March 2023 together with the reports of the directors and the auditor thereon.
2. To consider and approve the re-election of Mr. Lai Law Kau as an executive director of the Company.
3. To consider and approve the re-election of Mr. Wu Koon Yin Welly as an independent non-executive director of the Company.
4. To authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the remuneration of the Directors for the year ending 31 March 2024.
5. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix its remuneration.

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

6. (A) “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all 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 (the “**Bye-laws**”), be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options and other securities which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors 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 options granted under the share option scheme of the Company, shall not exceed 20 per cent. of the total number of issued shares of the Company 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 earliest 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 laws of Bermuda to be held; or
- (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 to the 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 exclusions or other arrangements as the Directors 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).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT**:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back issued shares of the Company, 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 (the “**Stock Exchange**”) or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of issued 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 total number of issued shares of the Company 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 laws of Bermuda to be held; or
- (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 6(A) and 6(B) above as set out in the notice convening the Meeting, the authority granted to the Directors pursuant to resolution numbered 6(A) above be and is hereby extended by the addition to the total number of issued shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted pursuant to such authority an amount representing the total number of issued shares repurchased by the Company under the authority granted pursuant to resolution numbered 6(B) as set out in the notice convening the Meeting, provided that such extended amount shall not exceed 10 per cent. of the total number of issued shares of the Company as at the date of passing of this resolution.”

By order of the Board
EMINENCE ENTERPRISE LIMITED
Lai Law Kau
Chairman and Chief Executive Officer

Hong Kong, 24 July 2023

NOTICE OF ANNUAL GENERAL MEETING

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. Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more shares of the Company (the “**Share(s)**”) may appoint more than one proxy to represent him/her and on his/her behalf at the Meeting. A proxy need not be a Shareholder. In addition, a proxy or proxies representing either a Shareholder who is an individual or a Shareholder which is a corporation shall be entitled to exercise the same power on behalf of the Shareholder which he/she or they represent(s) as such Shareholder could exercise.
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/she was 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 (the “**Register of Members**”) 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/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
4. 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time for holding the Meeting or any adjourned meeting thereof (as the case may be) at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.
5. For determining the entitlement to attend and vote at the Meeting, the Register of Members will be closed from Friday, 18 August 2023 to Wednesday, 23 August 2023 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the Meeting, all transfers forms of the 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 17 August 2023, for registration.
6. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
7. All resolutions set out in this notice will be taken by poll at the Meeting.

As at the date of this notice, the Board comprises Mr. Lai Law Kau, Ms. Lui Yuk Chu and Mr. Kwong Jimmy Cheung Tim as executive Directors; and Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Wu Koon Yin Welly as independent non-executive Directors.

In case of any inconsistency, the English version of this circular shall prevail over the Chinese version.