

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Easyknit International Holdings Limited or Eminence Enterprise Limited.



**EASYKNIT INTERNATIONAL
HOLDINGS LIMITED**
永義國際集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1218)



EMINENCE ENTERPRISE LIMITED
高山企業有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 616)

JOINT ANNOUNCEMENT

INSIDE INFORMATION

CONNECTED TRANSACTION

PROPOSED ALTERATIONS OF TERMS OF THE 2023 CONVERTIBLE NOTE

PROPOSED ALTERATIONS OF TERMS OF THE 2023 CONVERTIBLE NOTE AND PROPOSED GRANT OF SPECIFIC MANDATE TO ISSUE CONVERSION SHARES

Reference is made to the Placing Announcement in relation to the Placing. Unless otherwise defined, capitalized terms used in this joint announcement shall have the same meanings as those defined in the Placing Announcement.

INTRODUCTION

On 23 January 2024 (after trading hours), Goodco, an indirect wholly-owned subsidiary of Easyknit and a substantial Eminence Shareholder, entered into the Deed of Amendment with Eminence pursuant to which they conditionally agreed to amend the terms of the 2023 Convertible Note to:

- (A) change the current Conversion Price from HK\$3.70 per Conversion Share to the Revised Conversion Price (subject to adjustments); and
- (B) alter the early redemption provision, to give Eminence and Goodco the right to redeem the 2023 Convertible Note at any time, in whole or in part.

CONDITIONS PRECEDENT

The Proposed Alterations will take effect conditional upon, amongst other things, (i) the duly passing of ordinary resolution(s) at the Eminence SGM by the Eminence Shareholders regarding the approval of the Placing Agreement and the Specific Mandate for the allotment and issue of the Placing Shares in accordance with the terms and conditions under the Placing Agreement; (ii) Eminence having obtained the requisite approval from the Eminence Independent Shareholders at the Eminence SGM in relation to the Proposed Alterations pursuant to the Deed of Amendment and transactions contemplated thereunder; and (iii) the Stock Exchange having granted a listing of, and permission to deal in, the Further Conversion Shares issuable on exercise of the Conversion Rights attached to the 2023 Convertible Note after the Proposed Alterations take effect.

LISTING RULES IMPLICATIONS

Easyknit

Goodco is an indirect wholly-owned subsidiary of Easyknit and thus a member of the Easyknit Group, and a substantial Eminence Shareholder. The Deed of Amendment constitutes inside information for Easyknit pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

Eminence

The 2023 Convertible Note is a convertible debt security of Eminence. Under Rule 28.05 of the Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alterations take effect automatically under the existing terms of such convertible debt securities. An application for approval will be made by Eminence to the Stock Exchange.

Eminence will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Further Conversion Shares.

Goodco is a connected person of Eminence and the Deed of Amendment constitutes a connected transaction for Eminence. The Deed of Amendment is subject to the reporting, announcement, circular and the Eminence Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Eminence SGM will be convened and held for the Eminence Shareholders to consider and, if thought fit, approve the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares. Only the Eminence Independent Shareholders will be entitled to vote on the ordinary resolution(s) to approve the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares.

The Easyknit Group and its associates (which together control or are entitled to exercise control over voting rights of approximately 26.59% of the Eminence Shares as at the date of this joint announcement) will abstain from voting, at the Eminence SGM on the ordinary resolution(s) approving the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares.

Eminence has established the Eminence Independent Board Committee comprising its three (3) independent non-executive Eminence Directors, being Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Wu Koon Yin Welly, to advise and give recommendations to the Eminence Independent Shareholders on the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares on exercise of the Conversion Rights attached to it.

The Eminence Independent Financial Adviser has been appointed by Eminence after obtaining the approval of the Eminence Independent Board Committee to advise the Eminence Independent Board Committee and the Eminence Independent Shareholders in relation to (i) the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares on exercise of the Conversion Rights attached to it; and (ii) how to vote at the Eminence SGM.

GENERAL

A circular of Eminence containing, among other things, (i) further details of the Deed of Amendment; (ii) a letter of recommendations from the Eminence Independent Board Committee to the Eminence Independent Shareholders; (iii) a letter of advice to the Eminence Independent Board Committee and the Eminence Independent Shareholders from the Eminence Independent Financial Adviser; (iv) a notice convening the Eminence SGM and related form of proxy; and (v) other information as required under the Listing Rules, is expected to be despatched to the Eminence Shareholders on or before Friday, 23 February 2024. That date is more than fifteen (15) Business Days after the publication of this joint announcement and the delay in despatch is expected because of the time required to collate relevant information to be included in the circular and the forthcoming holiday season.

WARNING

The Proposed Alterations will take effect subject to the fulfillment of conditions precedent, including the approval of the Eminence Independent Shareholders. Hence, the Proposed Alterations contemplated under the Deed of Amendment may or may not proceed.

The Easyknit Shareholders and potential investors in Easyknit are advised to exercise caution when dealing in the securities of Easyknit.

The Eminence Shareholders and potential investors in Eminence are advised to exercise caution when dealing in the securities of Eminence.

Reference is made to the Placing Announcement in relation to the Placing. Unless otherwise defined, capitalized terms used in this joint announcement shall have the same meanings as those defined in the Placing Announcement.

INTRODUCTION

Reference is made to the joint announcement of Easyknit and Eminence dated 14 December 2022; the joint circular of Easyknit and Eminence dated 21 January 2023; and the announcement of Eminence dated 3 August 2023 in relation to, among other things, the 2023 Convertible Note.

On 23 January 2024 (after trading hours), Goodco, an indirect wholly-owned subsidiary of Easyknit and a substantial Eminence Shareholder, entered into the Deed of Amendment with Eminence, pursuant to which they conditionally agreed to amend the terms of the 2023 Convertible Note.

Key terms of the Deed of Amendment are summarised below.

CONDITIONS PRECEDENT

The Proposed Alterations pursuant to the Deed of Amendment will take effect conditional upon the fulfilment of the following conditions precedent:

1. the duly passing of ordinary resolution(s) at the Eminence SGM by the Eminence Shareholders regarding the approval of the Placing Agreement and the Specific Mandate for the allotment and issue of the Placing Shares in accordance with the terms and conditions under the Placing Agreement;
2. Eminence having obtained the approval of the Eminence Independent Shareholders at the Eminence SGM in relation to the Proposed Alterations pursuant to the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares in the manner required under the Listing Rules; and
3. the Stock Exchange having granted a listing of, and permission to deal in, the Further Conversion Share issuable on the exercise of the Conversion Rights attached to the 2023 Convertible Note after the Proposed Alterations take effect.

The above conditions precedent cannot be waived. If any of the above conditions precedent are not fulfilled on or before the Long Stop Date, the Deed of Amendment will lapse and the Proposed Alterations will not take effect.

As at the date of this joint announcement, none of the above conditions precedents has been fulfilled.

DEED OF AMENDMENT

On 23 January 2024 (after trading hours), Eminence and Goodco entered into the Deed of Amendment the effect of which if it becomes unconditional is to:

- (A) change the current Conversion Price from HK\$3.70 per Conversion Share to the Revised Conversion Price, subject to adjustment(s); and
- (B) alter the early redemption provision, to give Eminence and Goodco the right to redeem the 2023 Convertible Note at any time, in whole or in part.

The Proposed Alterations were arrived at after arm's length negotiations between Eminence and Goodco with reference to the existing financial performance and conditions of the Eminence Group and the prevailing market price of the Eminence Shares.

Certain key terms of the 2023 Convertible Note before and after the Proposed Alterations are summarised below.

	Before the Proposed Alterations	After the Proposed Alterations
Principal amount:	HK\$209,000,000	Unchanged
Maturity date:	19 February 2028, being the day last preceding the fifth (5th) anniversary of the date of issue	Unchanged
Conversion Price:	HK\$3.70 (subsequent to the Reorganisation and Placing)	HK\$0.18
Number of the Conversion Shares: (see “Public float” below in this table)	56,486,486	883,333,333 (assuming the Placing is completed in full)
Conversion Rights:	The holder of the 2023 Convertible Note has the right to convert the whole or part of the outstanding principal amount of the 2023 Convertible Note into the Conversion Share at any time during the conversion period at the Conversion Price per Conversion Share (subject to adjustments).	Unchanged
Public float:	Eminence will not be obliged to issue any Conversion Share if immediately following the conversion, Eminence will be unable to meet the minimum public float requirement under the Listing Rules.	Unchanged
Conversion period:	The period from the date falling on the issue date up to and including the date prior to the maturity date pursuant to the terms and conditions of the 2023 Convertible Note.	Unchanged
Early redemption:	On demand of noteholder if trading in the Eminence Shares is suspended for twenty (20) consecutive trading days.	Allowed at any time at election of Eminence or Goodco

Apart from the Proposed Alterations, the other terms and conditions of the 2023 Convertible Note shall remain unchanged.

Takeovers Code

Assuming the Placing is completed in full and upon partial conversion of the 2023 Convertible Note at the Revised Conversion Price up to the public float limit required by the Listing Rules, a total of 883,333,333 Conversion Shares would be issued, representing approximately 72.31% of the issued share capital of Eminence enlarged by that issue and on the assumptions in the table below the holding of the Eminence Shares by members of the Easyknit Group will exceed 30% of the issued share capital of Eminence as enlarged by the allotment and issue of the Conversion Shares at the Revised Conversion Price. In the event that as a result of a conversion Goodco becomes obliged to make a general offer to the Eminence Shareholders in compliance with Rule 26 of the Takeovers Code it will do so.

Revised Conversion Price

The Revised Conversion Price represents:

- (i) a discount of approximately 4.76% to the closing price of HK\$0.1890 per Eminence Share as quoted on the Stock Exchange on 23 January 2024, being the date of the Deed of Amendment;
- (ii) a discount of approximately 5.76% to the five (5) trading days' average of the closing price per Eminence Share of HK\$0.1910, being the last five (5) consecutive trading days up to and including 23 January 2024, being the date of the Deed of Amendment; and
- (iii) a discount of approximately 10.58% to the ten (10) trading days' average of the closing price per Eminence Share of HK\$0.2013, being the last ten (10) consecutive trading days up to and including 23 January 2024, being the date of the Deed of Amendment.

Assuming that before the Proposed Alterations take effect the Conversion Rights in relation to the total principal amount of the 2023 Convertible Note of HK\$209,000,000 are exercised in full at the existing Conversion Price of HK\$3.70 per Conversion Share, a total of 56,486,486 Conversion Shares would be allotted and issued, representing approximately 54.76% of the issued share capital of Eminence at the date of this joint announcement and approximately 35.38% of the issued share capital of Eminence as enlarged by the allotment and issue of such Conversion Shares and assuming that save for the issue of the Conversion Shares, there will be no change to the issued share capital of Eminence from the date of this joint announcement up to and including the date of issue of such Conversion Shares.

Assuming the Placing is completed in full and after the Proposed Alterations take effect the Conversion Rights are exercised in respect of HK\$159,000,000 nominal amount of the 2023 Convertible Note at the Revised Conversion Price of HK\$0.18 per Conversion Share whilst maintaining public float required by the Listing Rules, a total of 883,333,333 Conversion Shares would be allotted and issued, representing approximately 72.31% of the issued share capital of Eminence as enlarged by the allotment and issue of such Conversion Shares and assuming that save for the issue of those Conversion Shares, there will be no change to the issued share capital of Eminence from the date of this joint announcement up to and including the date of issue of such Conversion Shares.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF EMINENCE

To the best of the Eminence Directors' knowledge, information and belief after having made all reasonable enquiries, the table below sets out the current shareholding structure of Eminence (i) as at the date of this joint announcement; (ii) assuming full conversion of the 2023 Convertible Note before the Placing and the Proposed Alterations; and (iii) immediately upon completion of the Placing and the Proposed Alterations (assuming the maximum number of the Placing Shares are placed in full and there is no other change in the number of the Eminence Shares in issue and the Conversion Rights attached to the 2023 Convertible Note are exercised to the maximum extent possible whilst maintaining the public float required by the Listing Rules).

	As at the date of this joint announcement		Assuming full conversion of the 2023 Convertible Note before the Placing and the Proposed Alterations		Assuming partial conversion of the 2023 Convertible Note up to the public float limit after the Placing and the Proposed Alterations (based on existing number of issued Eminence Shares)	
	Number of Eminence Shares	Approximate %	(A)		(B)	
			Number of Eminence Shares	Approximate %	Number of Eminence Shares	Approximate %
Substantial Eminence Shareholders						
Easyknit	675,000	0.65	675,000	0.42	675,000	0.06
Ace Winner	12,113,454	11.74	12,113,454	7.59	12,113,454	0.99
Goodco						
- Eminence Shares	14,055,799	13.63	14,055,799	8.81	14,055,799	1.15
- Underlying Eminence Shares (at HK\$3.70 Conversion Price)	56,486,486 [*]	-	56,486,486	35.38	883,333,333	72.31
Landmark Profits	584,684	0.57	584,684	0.37	584,684	0.05
	<u>27,428,937</u>	<u>26.59</u>	<u>83,915,423</u>	<u>52.57</u>	<u>910,762,270</u>	<u>74.56</u>
Public Eminence Shareholders						
The Placees	-	-	-	-	235,000,000	19.24
CHENG Tun Nei	10,000,000	9.69	10,000,000	6.26	10,000,000	0.82
Other public Eminence Shareholders	65,719,179	63.72	65,719,179	41.17	65,719,179	5.38
	<u>75,719,179</u>	<u>73.41</u>	<u>75,719,179</u>	<u>47.43</u>	<u>310,719,179</u>	<u>25.44</u>
Total	<u>103,148,116</u>	<u>100.00</u>	<u>159,634,602</u>	<u>100.00</u>	<u>1,221,481,449</u>	<u>100.00</u>

^{*} Unissued Conversion Shares

INFORMATION ABOUT GOODCO, EASYKNIT AND EMINENCE

Goodco is a company incorporated in the BVI with limited liability, an indirect wholly-owned subsidiary of Easyknit, a substantial Eminence Shareholder and the holder of the 2023 Convertible Note. The principal business of Goodco is investment holding.

The Easyknit Group is principally engaged in the property development, property investment, investment in securities and others and loan financing businesses. The Easyknit Group currently holds various commercial, industrial and residential properties in Hong Kong. The Easyknit Group owns several residential properties held for development for sale. The investment property of the Easyknit Group is real estate property that has been purchased with the intention of earning a return on the investment, either through rental income, the future resale of the property or both. Easyknit together with its subsidiaries owns approximately 26.59% of the issued share capital of Eminence at the date of this joint announcement.

The Eminence Group is principally engaged in property development, property investment, investment in securities and others and the loan financing businesses. The Eminence Group's real estate activities focus on the industrial and non-residential sectors. As at the date of this joint announcement, the Eminence Group holds approximately 2.33% of the issued Easyknit Shares.

REASONS FOR AND BENEFITS OF THE DEED OF AMENDMENT

Easyknit

The proposed alterations of the early redemption provision of the 2023 Convertible Note will give the Easyknit Group flexible right to redeem the 2023 Convertible Note at any time, in whole or in part and then increase its stake in Eminence whilst the Revised Conversion Price will reduce its cost of doing so.

The terms of the Deed of Amendment were determined after arm's length negotiations between the parties thereto and the Easyknit Directors are of the view that the Deed of Amendment is on normal commercial terms, fair and reasonable, and in the interests of Easyknit and the Easyknit Shareholders as a whole.

Eminence

The average closing price of the Eminence Shares during the period from 24 July 2023 and up to and including the date of this joint announcement is approximately HK\$0.38 per Eminence Share and is substantially lower than the prevailing Conversion Price of HK\$3.70 per Conversion Share. By reducing the Conversion Price, the Proposed Alterations will provide an incentive to the holder of the 2023 Convertible Note to exercise the Conversion Rights attaching to the 2023 Convertible Note, and thereby strengthen the capital base and financial position of Eminence. The alterations of the early redemption provision of the 2023 Convertible Note will give Eminence the right to redeem the 2023 Convertible Note whilst allowing it to redeem it early if it so chooses and to free up its financial resources from the repayment of the 2023 Convertible Note which can be used for other working capital of the Eminence Group.

Having considered the above, the Eminence Directors (excluding all the members of the Eminence Independent Board Committee who will form their view after receiving advice from the Eminence Independent Financial Adviser) are of the view that the Deed of Amendment is on normal commercial terms, fair and reasonable, and in the interests of Eminence and the Eminence Shareholders as a whole.

Ms. Lui Yuk Chu (an executive Easyknit Director, a substantial Easyknit Shareholder and an executive Eminence Director) abstained from voting on the Eminence Board resolutions to approve the Deed of Amendment. No other Easyknit Directors and Eminence Directors abstained, or was required to abstain, from voting on the related Easyknit Board and Eminence Board resolutions or is required to abstain from voting at the Eminence SGM.

EQUITY FUND RAISING ACTIVITY OF EMINENCE IN THE PAST TWELVE (12) MONTHS

The following table sets out the equity fund raising activity of Eminence in the past twelve (12) months immediately before the date of this joint announcement:

Date	Equity fund raising activity	Net proceeds raised	Proposed use of net proceeds	Actual use of net proceeds
29 May 2023 (announcement) and 23 June 2023 (circular)	Placing of new shares under specific mandate	Approximately HK\$24,660,000	For repayment of the Eminence Group's bank loan	All proceeds were fully utilized as intended

Save as disclosed above, Eminence has not conducted any equity fund raising activity in the past twelve (12) months immediately before the date of this joint announcement.

PUBLIC FLOAT

The 2023 Convertible Note imposes restrictions on conversions to the extent that they would lead to Eminence breaching the public float requirement under the Listing Rules. Those restrictions will not be affected by the Proposed Alterations.

At the date of this joint announcement, Easyknit together with its subsidiaries hold in aggregate approximately 26.59% of the issued voting shares in Eminence and the public float of Eminence is approximately 73.41%.

Easyknit and Eminence are mindful of the public float requirement under the Listing Rules and the requirements of the Takeovers Code, and will comply with the relevant Listing Rules and the Takeovers Code, if and when necessary, particularly when considering whether the Conversion Rights under any or all of the 2023 Convertible Note should be exercised after the Proposed Alterations take effect.

LISTING RULES IMPLICATIONS

Easyknit

Goodco is an indirect wholly-owned subsidiary of Easyknit and thus a member of the Easyknit Group, and a substantial Eminence Shareholder. The Deed of Amendment constitutes inside information for Easyknit pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

Eminence

The 2023 Convertible Note is a convertible debt security of Eminence. Under Rule 28.05 of the Listing Rules, any amendments in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the amendments take effect automatically under the existing terms of such convertible debt securities. An application will be made by Eminence to the Listing Committee of the Stock Exchange.

Eminence will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Further Conversion Shares (subject to adjustments in accordance with the terms of the 2023 Convertible Note) which may be issued by Eminence on exercise of the Conversion Rights after the Proposed Alterations.

No application has been or will be made for the listing of the 2023 Convertible Note on the Stock Exchange or any other stock exchange and no application will be made for the listing of the Conversion Shares on any other stock exchange.

Easyknit together with its subsidiaries including Goodco own approximately 26.59% of the issued share capital of Eminence at the date of this joint announcement. As Goodco, a member of the Easyknit Group, is a substantial Eminence Shareholder and thus a connected person of Eminence, the Deed of Amendment constitutes a connected transaction for Eminence subject to the reporting, announcement, circular and the Eminence Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Eminence SGM will be convened and held for the Eminence Shareholders to consider and, if thought fit, approve the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares. Only the Eminence Independent Shareholders will be entitled to vote on the ordinary resolution(s) to approve the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares.

The Easyknit Group and its associates (which together control or are entitled to exercise control over voting rights of approximately 26.59% of the Eminence Shares as at the date of this joint announcement) will abstain from voting, at the Eminence SGM on the ordinary resolution(s) approving the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares.

EMINENCE INDEPENDENT BOARD COMMITTEE AND EMINENCE INDEPENDENT FINANCIAL ADVISER

Eminence has established the Eminence Independent Board Committee comprising its three (3) independent non-executive Eminence Directors, being Mr. Kan Ka Hon, Mr. Lau Sin Ming and Mr. Wu Koon Yin Welly, to advise and give recommendations to the Eminence Independent Shareholders on the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares on exercise of the Conversion Rights attached to it.

The Eminence Independent Financial Adviser has been appointed by Eminence after obtaining the approval of the Eminence Independent Board Committee to advise and give recommendations to the Eminence Independent Board Committee and the Eminence Independent Shareholders in relation to (i) the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares on exercise of the Conversion Rights attached to it; and (ii) how to vote at the Eminence SGM.

SPECIFIC MANDATE

The Further Conversion Shares will be allotted and issued under a mandate proposed to be granted to the Eminence Directors by the ordinary resolution(s) passed at the Eminence SGM on which only Eminence Independent Shareholders are entitled to vote.

GENERAL

A circular of Eminence containing, among other things, (i) further details of the Deed of Amendment; (ii) a letter of recommendations from the Eminence Independent Board Committee to the Eminence Independent Shareholders; (iii) a letter of advice to the Eminence Independent Board Committee and the Eminence Independent Shareholders from the Eminence Independent Financial Adviser; (iv) a notice convening the Eminence SGM and related form of proxy; and (v) other information as required under the Listing Rules, is expected to be despatched to the Eminence Shareholders on or before Friday, 23 February 2024. That date is more than fifteen (15) Business Days after the publication of this joint announcement and the delay in despatch is expected because of the time required to collate relevant information to be included in the circular and the forthcoming holiday season.

WARNING

The taking effect of the Proposed Alterations is subject to the fulfilment of a number of conditions precedent, which among other things, include the approval of the Eminence Independent Shareholders. Hence, the Proposed Alterations contemplated under the Deed of Amendment may or may not proceed.

The Easyknit Shareholders and potential investors in Easyknit are advised to exercise caution when dealing in the securities of Easyknit.

The Eminence Shareholders and potential investors in Eminence are advised to exercise caution when dealing in the securities of Eminence.

DEFINITIONS

In this joint announcement, unless the context otherwise requires, the following words and expressions have the meanings set opposite then:

“BVI”	British Virgin Islands
“Deed of Amendment”	the deed of amendment dated 23 January 2024 entered into between Eminence and Goodco in relation to the Proposed Alterations
“Conversion Price”	the price per Conversion Share at which Conversion Shares will be issued on exercise of the Conversion Rights under the 2023 Convertible Note, which is subject to adjustments in certain circumstances specified in it
“Conversion Rights”	the rights attached to the 2023 Convertible Note as set out in the section headed “Deed of Amendment”
“Conversion Share(s)”	the Eminence Share(s) to be allotted and issued by Eminence upon the exercise of the Conversion Rights attached to the 2023 Convertible Note
“Eminence Independent Board Committee”	an independent committee of the Eminence Board comprising all the independent non-executive Eminence Directors, established for the purposes of advising and giving recommendations to the Eminence Independent Shareholders on the Deed of Amendment and transactions contemplated thereunder

“Eminence Independent Financial Adviser”	Red Sun Capital Limited, a corporation licensed by the Securities and Futures Ordinance to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined in that Ordinance, the independent financial adviser appointed by Eminence to advise and give recommendations to the Eminence Independent Board Committee and the Eminence Independent Shareholders in relation to the Proposed Alterations and transactions contemplated thereunder
“Eminence Independent Shareholders”	the Eminence Shareholders, other than Easyknit and its associates
“Eminence SGM”	the special general meeting of Eminence to be convened and held for the purpose of considering and, if thought fit, approving, the Deed of Amendment and transactions contemplated thereunder including the issue of the Further Conversion Shares
“Further Conversion Shares”	the 883,333,333 Conversion Shares that (subject to adjustments) that may be issued under the 2023 Convertible Note after the Proposed Alterations take effect (assuming the Placing is completed in full), to the Conversion Shares that (subject to adjustments) may at present be issued under it
“Landmark Profits”	Landmark Profits Limited, a company incorporated in the BVI with limited liability, a wholly-owned subsidiary of Easyknit and an Eminence Shareholder (as defined in the Listing Rules)
“Long Stop Date”	30 June 2024 or such other date as the parties may agree for satisfaction of the conditions precedent to the Proposed Alterations taking effect
“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 placing agreement dated 23 January 2024
“Placing Announcement”	the joint announcement of Easyknit and Eminence dated 23 January 2024 in relation to the Placing
“Proposed Alterations”	the possible amendments to the terms of the 2023 Convertible Note by the Deed of Amendment referred to in this joint announcement
“Revised Conversion Price”	HK\$0.18 per Conversion Share, subject to adjustment(s)

“SFO”

the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

By order of the Easyknit Board
**EASYKNIT INTERNATIONAL
HOLDINGS LIMITED**
Koon Ho Yan Candy
President and Chief Executive Officer

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

Hong Kong, 23 January 2024

As at the date hereof, the Easyknit Board comprises Ms. Koon Ho Yan Candy and Ms. Lui Yuk Chu as executive Easyknit Directors; and Mr. Tsui Chun Kong, Mr. Jong Koon Sang and Mr. Lau Chak Hang Charles as independent non-executive Easyknit Directors.

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

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