



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 May 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Eminence Enterprise Limited (the "Company")

Date Submitted: 03 June 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type 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. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00616	Description	Not applicable			
Balance at close of preceding month		338,148,116				
Increase / decrease (-)						
Balance at close of the month		338,148,116				

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. Class of shares issuable	Ordinary shares	Type 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). 2023 Convertible Note (Issued on 20 February 2023) (Remarks 1, 2, 3 and 4)	HKD	209,000,000		209,000,000		1,161,111,111
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD	0.18				
General Meeting approval date (if applicable)	15 February 2023					

Total C (Ordinary shares): _____

Remarks:

- Upon completion of the sale and purchase agreements on 20 February 2023, the 5% per annum coupon rate 5-year convertible note (the "2023 Convertible Note") in a principal amount of HK\$209,000,000 at an initial conversion price of HK\$0.106 per conversion share (subject to adjustments) was issued by the Company (as issuer) to Goodco Development Limited ("Goodco") (as noteholder). A total of 1,971,698,113 conversion shares will be allotted and issued upon exercise of the conversion rights pursuant to the terms and conditions of the 2023 Convertible Note. Please refer to the joint announcement of the Company and Easyknit dated 20 February 2023 for details.
- Upon effective of the capital reorganisation of the Company on 19 July 2023, the conversion price of the 2023 Convertible Note has been adjusted from HK\$0.106 to HK\$4.24 per conversion share and the number of the conversion shares has been then adjusted from 1,971,698,113 to 49,292,452 conversion shares. Please refer to the Company's circular dated 23 June 2023 for details.
- Upon completion of the placing of new shares under specific mandate of the Company on 3 August 2023, the conversion price of the 2023 Convertible Note has been further adjusted from HK

\$4.24 to HK\$3.70 per conversion share and the number of the conversion shares has been further adjusted from 49,292,452 to 56,486,486 conversion shares. Please refer to the Company's announcement dated 3 August 2023 for details.

4. (a) Upon completion of the placing of new shares under specific mandate of the Company on 17 April 2024, the conversion price of the 2023 Convertible Note has been adjusted from HK\$3.70 to HK\$3.49 per conversion share and the number of the conversion shares has been adjusted from 56,486,486 to 59,885,386 conversion shares. Please refer to the joint announcement of the Company and Easyknit dated 17 April 2024 for details.

(b) Upon fulfillment of all conditions precedent under the deed of amendment dated 23 January 2024 which was entered into between the Company and Goodco, the conversion price of the 2023 Convertible Note has been revised from HK\$3.49 to HK\$0.18 per conversion share and the number of the conversion shares has been increased from 59,885,386 to 1,161,111,111 conversion shares with effect from 17 April 2024. Please refer to the Company's circular dated 6 March 2024 and announcement dated 17 April 2024 respectively 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) _____

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
 - . "class of shares issuable" should be construed as "class 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
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"