

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.*



**EMINENCE ENTERPRISE LIMITED**

**高山企業有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 616)**

**COMPLETION OF  
VERY SUBSTANTIAL ACQUISITION, CONNECTED TRANSACTION  
AND  
ISSUE OF THE 2025 CONVERTIBLE NOTE  
AND  
ADJUSTMENT TO THE 2023 CONVERTIBLE NOTE**

References are made to the announcement dated 10 October 2025, the circular dated 25 November 2025 (the “**Circular**”) and the poll results announcement dated 15 December 2025 of the Company in relation to, among other things, the Sale and Purchase Agreement and transactions contemplated thereunder. Unless otherwise defined in this announcement, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that, following the approval of Independent Shareholders at the SGM held on 15 December 2025 for the Sale and Purchase Agreement and transactions contemplated thereunder, all Conditions Precedent under the Sale and Purchase Agreement have been fulfilled and the Completion took place on 15 January 2026.

Following the Completion, Mark Profit becomes a wholly-owned subsidiary of the Company and will be consolidated into the financial statements of the Group.

The Purchase Price has been satisfied as stated in the Circular. As at 15 January 2026, the Purchase Price of HK\$286,800,622 has been satisfied by way of the 2025 Convertible Note which has been issued by the Company (as issuer) to Goodco (as noteholder) on 15 January 2026. A total of 1,697,045,100 Conversion Shares of nominal value of HK\$0.01 each with an initial conversion price of HK\$0.169 per Conversion Share (subject to adjustments) shall be allotted and issued to Goodco upon exercise of the conversion rights attached to the 2025 Convertible Note pursuant to the terms and conditions of the 2025 Convertible Note.

## ADJUSTMENT TO THE 2023 CONVERTIBLE NOTE

As at the date of this announcement, the total outstanding principal amount of the 2023 Convertible Note held by Goodco is HK\$24,500,000 which is convertible into 350,000,000 Shares at a current conversion price of HK\$0.07 per conversion Share pursuant to the terms and conditions of the 2023 Convertible Note. With respect to the 2023 Convertible Note, upon completion of issue of the 2025 Convertible Note with effect from 15 January 2026 and after considering the potential effect of placing of Shares announced on 17 December 2025 and 30 December 2025, the conversion price will be adjusted from HK\$0.07 to HK\$0.05 per conversion Share and the number of the conversion Shares will be adjusted from 350,000,000 to 490,000,000 conversion Shares (the “**Adjustment**”). Below is the Adjustment and other relevant information in respect of the 2023 Convertible Note.

Issue date	Outstanding principal amount as at the date of this announcement	Before Adjustment		After Adjustment	
		Conversion price	Number of conversion Shares	Adjusted conversion price	Number of conversion Shares
20 February 2023	HK\$24,500,000	HK\$0.07 per conversion Share	350,000,000	HK\$0.05 per conversion Share	490,000,000

ZHONGHUI ANDA CPA Limited has certified the adjustment to the conversion price of the 2023 Convertible Note referred to in this announcement.

Save for the abovementioned Adjustment, all other terms and conditions of the 2023 Convertible Note have remained unchanged.

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

Hong Kong, 16 January 2026

*As at the date hereof, 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 the case of any inconsistency, the English version of this announcement shall prevail over the Chinese version.*