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## **EMINENCE ENTERPRISE LIMITED**

**高山企業有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 616)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special 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 Thursday, 6 December, 2018 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution which will be proposed with or without amendment as an ordinary resolution of the Company:–

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the disposal by way of Tender of the entire interest of the Company and its subsidiaries in office units 01, 02, 03, 05, 06, 07, 08 and 09 on the 12th Floor (with a total saleable area of approximately 11,316 square feet) and carparking spaces numbers 329, 330 and 331 on the 3rd Floor of Capital Centre, No. 151 Gloucester Road, Hong Kong (the “**Properties**”) either direct or by disposal of Best Legend International Holdings Limited, a company incorporated in Hong Kong with limited liability, and Empire Sail Limited, the registered owner of the **Properties**, a company incorporated in the British Virgin Islands with limited liability (the “**Intermediate Subsidiaries**”) at such price as the directors of the Company may determine not being less than HK\$310,000,000 be and is hereby approved;
- (b) the directors of the Company be and are hereby authorised for and on behalf of the Company and in its name to execute all such documents, instruments and agreements and do all such acts, matters and things as they may in their absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with implementing, completing and giving effect to the disposal by way of Tender of the **Properties** (either direct or by way of disposal of the **Intermediate Subsidiaries**) and any contracts arising therefrom and to agree to such variations of the terms thereof as they may in their absolute discretion consider necessary or desirable;
- (c) the approval above shall authorise the directors of the Company during the Relevant Period to enter into contracts which would or might require the disposal of the **Properties** and/or the **Intermediate Subsidiaries** after the end of the Relevant Period and, for the purposes of this

resolution, “Relevant Period” means the period from the passing of this resolution until (and excluding) the earlier of: (i) the first anniversary of the passing of this resolution; and (ii) the revocation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

By Order of the Board  
**EMINENCE ENTERPRISE LIMITED**  
**Kwong Jimmy Cheung Tim**  
*Chairman and Chief Executive Officer*

Hong Kong, 20 November, 2018

*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. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
2. Any shareholder of Eminence entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of Eminence.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at Eminence’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting.
4. Completion and return of the form of proxy will not preclude a shareholder of Eminence from attending and voting in person at the meeting and in such event, the form of proxy will be deemed to be revoked.
5. Where there are joint holders of any share of Eminence, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of Eminence in respect of the joint holding.

6. For the purpose of determining shareholders' eligibility to attend and vote at the meeting, the register of members will be closed from Friday, 30 November 2018 to Thursday, 6 December 2018, both days inclusive, during which period, no transfers of shares in Eminence will be registered. In order for the holders to qualify to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with Eminence's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30p.m. on Thursday, 29 November 2018.
7. The board of directors of the Company comprises Mr. Kwong Jimmy Cheung Tim and Ms. Lui Yuk Chu as executive directors; Mr. Kan Ka Hon, Mr. Lau Sin Ming, Mr. Foo Tak Ching and Mr. Wu Koon Yin Welly as independent non-executive directors.