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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares 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, stockbroker, 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 DIRECTORS,
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 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 Monday, 24 July 2017 at 9:00 a.m. is set out on pages N-1 to N-5 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. 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 should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Hong Kong, 15 June 2017

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I - BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS	I-1
APPENDIX II - EXPLANATORY STATEMENT FOR BUY-BACK MANDATE	II-1
NOTICE OF ANNUAL GENERAL MEETING	N-1

DEFINITIONS

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

“2012 Share Option Scheme”	the share option scheme adopted and approved by the Shareholders at the annual general meeting of the Company held on 29 June 2012
“2016 AGM”	the annual general meeting of the Company held on 17 August 2016
“2017 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 Monday, 24 July 2017 at 9:00 a.m., notice of which is set out on pages N-1 to N-5 of this circular
“Adoption Date”	29 June 2012, being the date on which the 2012 Share Option Scheme becomes unconditional and adopted by the Company pursuant to a resolution passed by the then Shareholders
“Board”	board of Directors
“Bye-Laws”	bye-laws of the Company, as amended from time to time
“Company”	Eminence Enterprise Limited (高山企業有限公司), an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 June 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Scheme Mandate Limit”	the maximum number of Share that may be issued upon exercise of all share options to be granted under the Share Option Scheme, which shall not exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme or limit refreshment thereof from time to time, as the case may be
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	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. Kwong Jimmy Cheung Tim
(Chairman & Chief Executive Officer)
Ms. Lui Yuk Chu (Deputy Chairman)

Registered office:

Clarendon House
2 Church Street, Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. Kan Ka Hon
Mr. Lau Sin Ming
Mr. Foo Tak Ching
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

12 June 2017

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the 2017 AGM, and information on matters to be dealt with at the 2017 AGM, *inter alia*, (a) re-election of retiring Directors; (b) grant of a general mandate to issue Shares; (c) grant of a general mandate to buy back Shares; and (d) refreshment of Scheme Mandate Limit.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-Law 102(B), as Mr. Wu Koon Yin Welly (“**Mr. Wu**”) was appointed as an independent non-executive Director with effect from 1 January 2017, Mr. Wu will hold office as a Director until the 2017 AGM and subject to re-election. Mr. Wu, being eligible, has offered himself for re-election.

LETTER FROM THE BOARD

In accordance with Bye-Law 99, Mr. Lau Sin Ming (“**Mr. Lau**”) will retire from office by rotation at the 2017 AGM and being eligible, have offered themselves for re-election.

Mr. Lau, being an independent non-executive Director, eligible for re-election at the 2017 AGM, has provided an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Lau has met the independence guideline set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of those guidelines.

Any Shareholder who wishes to nominate a person to stand for election as a Director at the 2017 AGM must lodge with the Company at its head office at Block A, 7th Floor, Hong Kong Spinners Building, Phase 6, 481-483 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong or at its Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong within the period from Friday, 16 June 2017 to Thursday, 22 June 2017 (both days inclusive), (i) his notice of intention to propose such person for election (“**nominated candidate**”), (ii) a notice executed by the nominated candidate of his willingness to be appointed as Director and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

The resolutions in relation to the proposed re-election of the retiring Directors will be put forward at the 2017 AGM as separate ordinary resolution.

Biographical details of the retiring Directors to be re-elected at the 2017 AGM are set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the 2016 AGM, an ordinary resolution was passed to grant a general mandate to the Directors to issue Shares (“**2016 General Mandate**”).

On 8 September 2016, the Company announced that it entered into a placing agreement to place 223,000,000 placing shares under the 2016 General Mandate to not less than six independent places. Pursuant to that announcement, the aggregate net proceeds raised from the placing amounted to approximately HK\$39,700,000, and intended to be applied towards appropriate acquisition and investment opportunities of the Group and the considerations thereof and general working capital of the Group. As at the date of this circular, all the net proceeds have been fully utilised according to the intended use of which (i) HK\$1.0 million for loan financing business; (ii) HK\$1.5 million for payment of operating expenses; and (iii) HK\$7.0 million for acquisition of subsidiary; and the balance of HK\$30.2 million for the acquisition of property units of Fung Wah Factorial Building. As such, the 2016 General Mandate was almost fully utilised.

LETTER FROM THE BOARD

On 3 January 2017, the Company entered into a placing agreement with a placing agent, pursuant to which the Company has agreed to allot and issue under a specific mandate, and the placing agent has agreed to place 350,000,000 placing shares to independent investors at a placing price of HK\$0.16 per share under a specific mandate and it was approved by the independent Shareholders of the Company on 13 February 2017. The placing was completed on 27 February 2017 and the entire 350,000,000 placing shares have been successfully placed. The net proceeds is approximately HK\$55,000,000 for the acquisition of the remaining units of the Fung Wah Factorial Building. As at the date of this circular, all the net proceeds have not been utilised yet.

As at the Latest Practicable Date, the total number of Shares in issue was 1,911,832,059 Shares.

At the 2017 AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to allot, issue and deal with additional Shares up to a maximum of 20% of the total number of Shares in issue at the date of passing of the resolution (“**Issue Mandate**”). On the basis that no further Shares are issued or bought back by the Company after the Latest Practicable Date and prior to the date of the 2017 AGM and subject to the passing of the resolution for the Issue Mandate at the 2017 AGM, the Company will be allowed to allot, issue and deal with a maximum of 382,366,411 Shares, the total nominal amount of which equals to approximately HK\$3,823,664.11. In addition, if the resolution to authorise the buy back of Shares is passed, an ordinary resolution will be proposed at the 2017 AGM to authorise the Directors to allot and issue further Shares up to an amount equal to the total number of Shares purchased under the authority to buy back.

GENERAL MANDATE TO BUY BACK SHARES

At the 2016 AGM, an ordinary resolution was passed to grant a general mandate to the Directors to buy back Shares. As at the Latest Practicable Date, this general mandate has not been utilized and will lapse at the conclusion of the 2017 AGM. At the 2017 AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to buy back Shares up to a maximum of 10% of the total number of Shares in issue at the date of the passing of the resolution (“**Buy-back Mandate**”). On the basis that no further shares are issued or bought back by the Company after the Latest Practicable Date and prior to the 2017 AGM and subject to the passing of the resolution for the Buy-back Mandate at the 2017 AGM, the Company will be allowed to buy back with a maximum of 191,183,205 Shares. The Company’s authority is restricted to buy back made on the Stock Exchange and otherwise in accordance with the Listing Rules.

The Directors have no present intention to buy back any Shares.

The Buy-back Mandate and the Issue Mandate, if passed, would continue in force until the conclusion of the next annual general meeting of the Company or until the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law to be held or until revoked, renewed or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, whichever occurs first.

LETTER FROM THE BOARD

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 2017 AGM.

REFRESHMENT OF SCHEME MANDATE LIMIT

The 2012 Share Option Scheme was approved and adopted by the then Shareholders on 29 June 2012 for the purpose of providing incentives and/or rewards to selected participants for their contribution and support to the Group and/or to recruit and retain high-calibre employees of the Company, any subsidiary of the Company and attract human resources that are valuable to the Group. The 2012 Share Option Scheme shall be valid and effective for a period of ten years commencing on the Adoption Date or such period ending on such other date on which the 2012 Share Option Scheme is terminated pursuant to its rules. The maximum number of Shares which may be issued upon exercise of all share options granted under the 2012 Share Option Scheme must not in aggregate exceed 55,058,667 Shares, representing 10% of the total number of Shares in issue as at the Adoption Date, being the initial Scheme Mandate Limit. Apart from the 2012 Share Option Scheme, the Company has no other share option scheme currently in force.

During the period from the Adoption Date to the 2016 AGM, no share options was granted.

At the 2016 AGM, the Scheme Mandate Limit was refreshed to allow the Company to grant share options entitling holders to subscribe for Shares not exceeding 10% of the issued share of the Company at the date of approving the refreshment, which amounted to 113,660,983 Shares. Pursuant to the Scheme Mandate Limited as approved by the Shareholders on 17 August 2016, the Company granted an a total of 113,000,000 share options under the 2012 Share Option Scheme, no share options were exercised, cancelled or lapsed; a total of 113,000,000 share options remain outstanding and unexercised which represents about 5.91% of the total number of Shares in issue as at the Latest Practicable Date.

As at the Latest Practicable Date, there were totally 1,911,832,059 Shares in issue. Assuming no further Shares are issued or bought back during the period from the Latest Practicable Date to the 2017 AGM, the number of Shares in issue as at the passing of the ordinary resolution granting the refreshment of the Scheme Mandate Limit will be 1,911,832,059 and therefore, the refreshed Scheme Mandate Limit under the 2017 AGM would be 191,183,205, representing 10% of the number of shares in issue at the time of passing the ordinary resolution.

As at the Latest Practicable Date, a balance of 660,983 share options has not yet been granted. In order to provide the Company with greater flexibility in granting share options to eligible participants under the Share Option Scheme as incentives or rewards for their contributions to the Group, an ordinary resolution as set out in the notice of 2017 AGM will be proposed to seek Shareholders' approval at the 2017 AGM to refresh the Scheme Mandate Limit of the 2012 Share Option Scheme to 10% of the Shares in issue as at the date of passing of the resolution.

LETTER FROM THE BOARD

Pursuant to the terms of the 2012 Share Option Scheme and in accordance with Chapter 17 of the Listing Rules, the Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the 2012 Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time. No share options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

The Directors consider that it is in the best interest of the Company to refresh the Scheme Mandate Limit to permit the grant of further share options under the Share Option Scheme so as to provide incentives to, and recognise the contributions of, the Group's employees and other selected grantees.

The adoption of the refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the 2017 AGM; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the 2012 Share Option Scheme under the Scheme Mandate Limit as refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of the share options under 2012 Share Option Scheme that may be granted under the Scheme Mandate Limit as refreshed.

ANNUAL GENERAL MEETING

Notice of the 2017 AGM is set out on pages N-1 to N-5 of this circular. A form of proxy for use at the 2017 AGM is enclosed. Whether or not you are able to attend the meeting, you are requested to complete the enclosed 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2017 AGM or any adjournment thereof should you so wish. In the event that a Shareholder having lodged a form of proxy attends the 2017 AGM, his form of proxy will be deemed to have been revoked.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders' eligibility to attend and vote at the 2017 AGM, the register of members will be closed from Wednesday, 19 July 2017 to Monday, 24 July 2017, both days inclusive. During such period, no share transfers of the Company will be registered. In order to qualify to attend and vote at the 2017 AGM, all transfers of 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 18 July 2017, for registration.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll save for purely procedural or administrative matters. The chairman of the 2017 AGM will therefore exercise his power under Bye-Law 70 of the Company's bye-law to put each of the resolutions to be proposed at the 2017 AGM to the vote 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/her name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

After the conclusion of the 2017 AGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.eminence-enterprise.com).

RESPONSIBILITY OF THE DIRECTORS

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.

RECOMMENDATION

The Directors consider that the re-election of Directors, the granting of the Issue Mandate and the Buy-back Mandate, the refreshment of Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2017 AGM.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text shall prevail over the Chinese text in this circular.

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

The following are the particulars of the Directors standing for re-election at the 2017 AGM:

Mr. Lau Sin Ming (“Mr. Lau”)

Mr. Lau, aged 55, is an independent non-executive director of the Company since 2004. He is also a member and chairman of the Remuneration Committee, a member of the Audit Committee and Nomination Committee. He is a fellow member of The Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Certified Public Accountants. He has over 30 years of experience in accounting and auditing and is now working as a tax consultant.

There is a service contract between the Company and Mr. Lau for a term of 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. Lau are fixed at HK\$140,000 per annum. Mr. Lau 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 2017 AGM by reference to his time commitment and responsibilities, the Company’s performance and the prevailing market conditions.

Save as disclosed above, (i) Mr. Lau 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 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 within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information concerning Mr. Lau 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.

Mr. Wu Koon Yin Welly (“Mr. Wu”)

Mr. Wu, aged 31, was appointed as an independent non-executive director of the Company on 1 January 2017. He is also a member of Audit Committee, Remuneration Committee and Nomination 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. Mr. Wu is the Vice President of Sales in Orchid Hill Consulting Limited which is a member of FXCM Inc. FXCM Inc. is a listed company on the New York Stock Exchange (NASDAQ: FXCM) which is an online provider of foreign exchange trading and services to retail and institutional customers. Mr. Wu has over 9 years of experience in Forex broking and client servicing.

There is a service contract between the Company and Mr. Wu for a term of 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\$140,000 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 2017 AGM by reference to his time commitment and responsibilities, the Company’s performance and the prevailing market conditions.

Save as disclosed above, (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 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 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.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Buy-back Mandate for the Shareholders' consideration.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,911,832,059 Shares.

On the basis that no further Shares are issued or bought back by the Company prior to the 2017 AGM and resolution numbered 6(B) as set out in the notice of the 2017 AGM is duly passed, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 191,183,205 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.

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

In the buy back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, Bye-Laws, the Listing Rules and the applicable laws of Bermuda. Under Bermuda law, any buy backs will be made out of funds of the Company legally permitted to be utilised in this connection, including capital paid up on the Shares to be bought back, 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; and in the case of premiums payable on buy back, 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 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 2017, 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 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 the power of the Company to make buy backs pursuant to the Buy-back Mandate and in accordance with its Bye-Laws, the Listing Rules and the 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 close associates (as defined in the Listing Rules) have 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 persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

As at the Latest Practicable Date, each of Ms. Lui Yuk Chu and The Winterbotham Trust Company Limited as the trustee of The Magical 2000 Trust is taken to have an interest under the SFO in the same block of 457,330,692 Shares, representing 23.92% of the total number of Shares of the Company in issue. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to ordinary resolution no. 6(B), then (if the present shareholdings otherwise remained the same) the attributable shareholding of Ms. Lui Yuk Chu would be increased to 26.58% of the total number of the Shares of the Company in issue. In the opinion of the Directors, such increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Buy-back Mandate to such an extent as would result in takeover obligations.

7. SHARE PRICES

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

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
June	0.300	0.205
July	0.260	0.213
August	0.295	0.204
September	0.242	0.175
October	0.205	0.125
November	0.265	0.150
December	0.197	0.135
2017		
January	0.180	0.160
February	0.200	0.157
March	0.162	0.132
April	0.160	0.130
May	0.154	0.102
June (up to and including the Latest Practicable Date)	0.117	0.102

8. SHARE BUY BACKS MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, no Shares have been bought back 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 (“**Meeting**”) of Eminence Enterprise Limited (“**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 Monday, 24 July 2017 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 March 2017.
2. To consider and approve the re-election of Mr. Lau Sin Ming as an independent non-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 of directors of the Company to fix the fees of all directors for the year ending 31 March 2018.
5. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors to fix their remuneration.
6. As special business, to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the 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 (“**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 of the Company 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 of the Company 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 option granted under the share option scheme of the Company, shall not exceed 20 per cent. of the total number of shares of the Company in issue 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 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 law 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 of the Company to 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 exclusion or other arrangements as the directors of the Company 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 of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back its own shares, 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 or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be bought back 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 shares of the Company in issue 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 law 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 numbered 6(B) above, the authority granted to the directors of the Company pursuant to resolution numbered 6(A) above be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted pursuant to such authority an amount representing the total number of shares bought back by the Company under the authority granted pursuant to resolution numbered 6(B), provided that such extended amount shall not exceed 10 per cent. of the total number of the issued shares of the Company as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution of the shareholders of the Company passed on 29 June 2012 (“**Share Option Scheme**”), representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10 per cent. limit under the Share Option Scheme (“**Refreshed Scheme Mandate Limit**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries under the limit as refreshed hereby shall not exceed 10 per cent. of the total number of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company or its subsidiaries) shall not be counted for the purpose of calculating the Refreshed Share Option Scheme Mandate Limit); and
- (b) the directors of the Company be and is hereby authorised: (i) at its absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate Limit in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate Limit.”

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

Hong Kong, 15 June 2017

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any shareholder of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the annual general 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 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 attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting and in default the instrument of proxy shall not be treated as valid.
5. For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Wednesday, 19 July 2017 to Monday, 24 July 2017 (both dates inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the Meeting, all transfers of 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 18 July 2017.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. All resolutions set out in this notice will be taken by poll at the meeting.