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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your securities in Eminence Enterprise Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)**

**PLACING OF NEW SHARES UNDER SPECIFIC MANDATE  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**Placing Agent**

 **KINGSTON SECURITIES**

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A notice convening the SGM 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 13 February 2017 at 9:10 a.m. is set out on pages N-1 to N-2 of this circular. A form of proxy for use at the SGM is enclosed with this circular.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and return the same 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 the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the SGM and in such event, the instrument appointing a proxy shall be deemed revoked.

23 January 2017

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## DEFINITIONS

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

“2014CB”	the 2% per annum coupon rate convertible note issued by the Company on 27 March 2014 in the aggregate principal amount of HK\$100,000,000 conferring rights to convert Shares on the basis of the then prevailing conversion price of HK\$22.72 per Share, of which the total outstanding amount is HK\$20,000,000
“2015CB”	the 2% per annum coupon rate convertible note issued by the Company on 12 June 2015 in the aggregate principal amount of HK\$86,000,000 conferring rights to convert Shares on the basis of the then prevailing conversion price of HK\$0.33 per Share, no conversion rights has been exercised yet
“Company”	Eminence Enterprise Limited, a company incorporated in Bermuda with limited liability whose issued Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“FW Building”	a building is known as Fung Wah Factorial Building which is situated at No. 646, 648 and 648A Castle Peak Road, Kowloon, Hong Kong with a total of 32 units
“FW Remaining Units”	6 units of FW Building which are (1) Units A1, C1 and D of ground floor; (2) Unit A of 1st floor; (3) Unit D of 2nd floor; and (4) Unit A of 5th floor
“Goodco”	Goodco Development Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of Easyknit International Holdings Limited, being a substantial shareholder (as defined in the Listing Rules) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	parties which are not connected persons of the Company and are independent of the Company and its connected person

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## DEFINITIONS

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“Inverness Road Project”	the residential project of Nos. 14, 16, 18 and 20 Inverness Road, Kowloon Tong, Kowloon, Hong Kong with a total registered site area of 17,637 square feet
“Latest Practicable Date”	18 January 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Landmark Profits”	Landmark Profits Limited, is a wholly-owned subsidiary of Easyknit International Holdings Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Listing Committee”	listing committee of the Stock Exchange
“Long Stop Date”	30th day after the date of SGM, or such later date to be agreed between the Company and the Placing Agent in writing
“Matheson Remaining Unit”	ground floor of No. 11 Matheson Street, Causeway Bay, Hong Kong
“Ordinance”	Land (Compulsory Sale for Redevelopment) Ordinance (Cap. 545)
“Placee(s)”	any individual(s), corporate(s), institutional investor(s) or other investor(s), who are not connected persons (as defined under the Listing Rules) of the Company procured by or on behalf of the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	the placing of the Placing Shares pursuant to the Placing Agreement
“Placing Agent”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Placing Agreement”	the placing agreement dated 3 January 2017 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.16 per Placing Share
“Placing Shares”	up to 350,000,000 new Shares to be placed pursuant to the terms of the Placing Agreement
“SGM”	the special general meeting to be convened and held on 13 February 2017 at 9:10 a.m. or any adjournment thereof for the Shareholders to consider and, if thought fit, approve the Placing Agreement and the transactions contemplated thereunder including the grant of Specific Mandate, the notice of which is set out on pages N-1 to N-2 of this circular
“Share(s)”	ordinary share(s) of the Company
“Specific Mandate”	the specific mandate to be granted by the shareholders of the Company to the Directors at the SGM for the allotment and issue of up to 350,000,000 Placing Shares pursuant to the Placing Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### 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)*  
Ms. Koon Ho Yan Candy

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Directors:*

Mr. Tse Wing Chiu Ricky  
Mr. Lai Law Kau

*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

*Independent Non-executive Directors:*

Mr. Kan Ka Hon  
Mr. Lau Sin Ming  
Mr. Foo Tak Ching  
Mr. Wu Koon Yin Welly

23 January 2017

*To the Shareholders*

Dear Sir or Madam,

### PLACING OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF SPECIAL GENERAL MEETING

#### INTRODUCTION

Reference is made to the announcement of the Company dated 3 January 2017 relating to the Placing.

The purpose of this circular is to provide you with, among other things, details regarding (i) the Placing Agreement and the Specific Mandate; (ii) a notice convening the SGM; and (iii) other information as required under the Listing Rules.

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## LETTER FROM THE BOARD

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### THE PLACING AGREEMENT

#### Date

3 January 2017 (after trading hours)

#### Parties

- (i) The Company as the issuer; and
- (ii) The Placing Agent as the placing agent.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are not connected persons (as defined under the Listing Rules) of the Company.

#### The Placing Shares and the Placees

The Placing Agent has conditionally agreed to place, on a best effort basis, a maximum of 350,000,000 Placing Shares to not less than six Placees. The Placing Agent has undertaken to the Company that the Placees and their ultimate beneficial owner(s) shall be third parties independent of the Company and its subsidiaries and not connected with nor acting in concert with any of the connected person (as defined in the Listing Rules) of the Company or any of their respective associates. No Placee is expected to become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of the Placing.

Assuming that there will be no change in the number of issued Shares between the Latest Practicable Date and the completion of the Placing, the maximum number of 350,000,000 Placing Shares represent (i) 22.41% of the number of issued Shares as at the Latest Practicable Date; and (ii) 18.31% of the number of issued Shares as enlarged by the allotment and issue of the Placing Shares. Based on the closing price of HK\$0.174 per Share on 3 January 2017 (i.e. the date of the Placing Agreement), the 350,000,000 Placing Shares have the market value of HK\$60,900,000.

#### Ranking of the Placing Shares

The Placing Shares will rank, upon allotment and issue, pari passu in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Placing Shares.

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## LETTER FROM THE BOARD

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### The Placing Price

The Placing Price represents:

- (i) a discount of 8% to the closing price of HK\$0.174 per Share as quoted on the Stock Exchange on 3 January 2017;
- (ii) a discount of 0.5% to the average closing price of HK\$0.1608 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to 3 January 2017;
- (iii) a discount of 3.61% to the closing price of HK\$0.166 per Share as quoted on the Stock Exchange on the Latest Practicable Date ; and
- (iv) a discount of approximately of 89.26% to net asset value of approximately HK\$1.49 per Share based on the audited consolidated net asset value of the Group of HK\$2,324,444,000 as at 31 March 2016 and 1,561,832,059 on the Latest Practicable Date.

As at the Latest Practicable Date, the closing Share price is HK\$0.166 which represents 88.86% discount to the net asset value per Share. The Directors noted that both the Placing Price of HK\$0.16 and the current market price represent a deep discount to the net asset value of the Company but the current market price reflects the fair value of the Company and acceptable trading price in the market. In the securities trading market, the trading price is derived from the supply and demand of the market, the market Share Price for the past 12 months were traded in the range of HK\$0.10 to HK\$0.37 which truly reflected the acceptable level of the trading price of the Shares, therefore the Directors considered the Placing Price, though represents a deep discount to net asset value per Share, it reflects the fair value of the Share.

The Placing Price was determined after arm's length negotiation between the Company and the Placing Agent with reference to a number of factors including (i) deep discount to the net asset value; (ii) the recent prices of the Shares prior to the entering into of the Placing Agreement; (iii) the acceptance of the Placing Price (which is 11% discount to the placing price of HK\$0.18 per Share under the Company's placing ("**Previous Placing**") of 223,000,000 new Shares completed on 29 September 2016) to the potential investors evidenced by the successful completion of the Previous Placing; and (iv) the substantially larger size of the Placing than the Previous Placing. The Company has also made reference to the placing of new shares by placing agents under specific mandates as announced by other companies listed on the Stock Exchange for a period of six months immediately



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## LETTER FROM THE BOARD

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prior to the date of the Placing Agreement (the “**Comparable Placing Transactions**”) and noted that the discount represented by the Placing Price to the closing price of the Shares on the date of the Placing Agreement of 8% is within the range of discounts of the Comparable Placing Transactions. As such, the Directors consider the Placing Price is fair and reasonable.

### **Conditions of the Placing Agreement**

Completion of the Placing is conditional upon the satisfaction of the following conditions:

- (i) the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in the Placing Shares;
- (ii) the passing of the ordinary resolutions by the shareholders of the Company at the SGM to approve the Placing and the Specific mandate; and
- (iii) the Placing Agreement not being terminated in accordance with the terms thereof.

The SGM will be held on 13 February 2017 and completion of the Placing will take place on the fourth business day after fulfillment of the conditions as set out above (the “**Completion Date**”) but not later than the 30th day after the date of SGM or such later date to be agreed between the Company and the Placing Agent (the “**Long Stop Date**”). If the above conditions are not satisfied and/or waived (other than conditions (i) and (ii) above, which cannot be waived) on or before the Long Stop Date, the obligations of the Placing Agent and of the Company under the Placing Agreement shall cease and none of the parties thereto shall have any claim against the other (save for any antecedent breach of obligations under the Placing Agreement).

### **Termination**

The Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the Completion Date if:

- (i) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (ii) there is any breach of the warranties, representations and undertakings given by the Company under the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or

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## LETTER FROM THE BOARD

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- (iii) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

The Company may, in its reasonable opinion, after consultation with the Placing Agent, terminate the Placing Agreement by notice in writing to the Placing Agent at any time up to 8:00 a.m. on the Completion Date if there is a breach of the warranties, representations and undertakings given by the Placing Agent in the Placing Agreement and such breach is considered by the Company on reasonable grounds to be material.

Upon termination of the Placing Agreement, all liabilities of the parties thereto shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement, save in respect of any antecedent breach of any obligation under the Placing Agreement.

### **Placing Commission**

The Company shall pay to the Placing Agent a commission equal to 1% of the aggregate principal amount of the Placing Price multiplied by the actual number of the Placing Shares being placed. The commission rate was arrived at after arm's length negotiations between the Company and the Placing Agent and is within the range of the commission rates of the Comparable Placing Transactions. The Directors consider that the commission rate is fair and reasonable and on normal commercial terms.

### **Listing Application**

An application will be made by the Company to the Stock Exchange for the granting of the listing of, and the permission to deal in the Placing Shares.

### **The Specific Mandate**

All the Placing Shares will be allotted and issued under the Specific Mandate to be sought at the SGM.

## LETTER FROM THE BOARD

### EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the table of the shareholding structure of the Company before and after completion of the Placing (assuming that (i) there is no change in the number of issued Shares between the Latest Practicable Date and the Completion Date; and (ii) the full exercise of 2015CB:

	As at the date of this announcement		Immediately after completion of the Placing (assuming no other Shares are issued and/or repurchased) (note 2)		Immediately after completion of the Placing (assuming that the conversion rights attaching to the 2015CB are exercised in full) (note 3)	
	Number of Shares	% (note 4)	Number of Shares	% (note 4)	Number of Shares	% (note 4)
<b>Substantial Shareholders</b>						
Landmark Profits	93,549,498	5.99	93,549,498	4.90	93,549,498	4.30
Goodco						
— Shares	363,781,194	23.29	363,781,194	19.02	363,781,194	16.75
— underlying Shares of 2014CB (note 5)	880,281	—	880,281	—	880,281	—
<b>Sub-total</b>	<b>457,330,692</b>	<b>29.28</b>	<b>457,330,692</b>	<b>23.92</b>	<b>457,330,692</b>	<b>21.05</b>
<b>Noteholder</b>						
— underlying Shares of 2015CB (note 6)	260,606,060	—	260,606,060	—	260,606,060	12.00
<b>Public</b>						
Placees (note 1)	0	0	350,000,000	18.31	350,000,000	16.11
Other public shareholders	1,104,501,367	70.72	1,104,501,367	57.77	1,104,501,367	50.84
<b>Total</b>	<b>1,561,832,059</b>	<b>100.00</b>	<b>1,911,832,059</b>	<b>100.00</b>	<b>2,172,438,119</b>	<b>100.00</b>

Notes:

- The Placing Shares will be placed by the Placing Agent to currently expected not less than six Placees who are Independent Third Parties.
- This assumes the Placing Shares are fully placed.
- Assuming no exercise of the 113,000,000 share options which were granted to the employees of the Company on 14 October 2016 as the conversion price HK\$0.176 which is higher than the current market Share price.
- The percentages are subject to rounding difference, if any.
- Pursuant to the terms of the 2014CB, Goodco may convert at any time within the five-year period commencing from 27 March 2014. As at the Latest Practicable Date, the then prevailing conversion price is HK\$22.72 per Share which is much higher than the present market Share price and therefore the above table is prepared in the assumption that Goodco has no intention to exercise the conversion rights.
- Pursuant to the terms of the 2015CB, Madian Star Limited may convert at any time within the 2-year period commencing from 12 June 2015.

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## LETTER FROM THE BOARD

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### REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in property investment, property development, securities investment and money lending business.

As at 30 November 2016, the Group had unaudited cash and cash equivalent of approximately HK\$334 million, of which, approximately RMB49 million (equivalent to approximately HK\$56 million) is tied up in the PRC as investment capital which is not practical to transfer back to Hong Kong. Of the balance of HK\$278 million; (1) approximately HK\$28 million has been earmarked for the acquisition of the Matheson Remaining Unit; (2) approximately HK\$220 has been earmarked for the redevelopment cost of Inverness Road Project; and (3) approximately HK\$30 million is for appropriate acquisition and investment opportunities of the Group and the general working capital of the Group.

Assuming all the Placing Shares are successfully placed by the Placing Agent, the gross proceeds from the Placing will be HK\$56,000,000. The net proceeds, after deducting the placing commission and other related expenses, will be approximately HK\$55,000,000 and shall be utilised for the acquisition of FW Remaining Units. An estimated additional amount of approximately of not less than HK\$100 million is expected to be required for the acquisition of the FW Remaining Units, which management expects to finance by equity financing. As at the Latest Practicable Date, the Company has no other planning on fund raising activities.

The Directors are of the view that the Placing is fair and reasonable and in the interests of Company and the Shareholders.

#### *Background of FW Remaining Units*

As at the Latest Practicable Date, the Company via its subsidiaries is the owner of 26 units of the FW Building. Herebelow is the summary of the acquisition of the units of FW Building:

##### *1st Phase Acquisition*

The Group is the owner of Unit B, 1/F of the FW Building (“**GI Property**”) since 11 November 2015. The Group acquired the GI Property from a connected party at an acquisition cost of HK\$6,800,000 and this transaction was approved by the independent shareholders on 7 October 2015 and completed on 11 November 2015. Details of this transaction are disclosed in the Company’s circular dated 14 September 2015.

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## LETTER FROM THE BOARD

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### *2nd Phase Acquisition*

The Group has completed the acquisition of 20 units of the FW Building (“**TAI Properties**”) from Independent Third Parties for an aggregate acquisition cost of HK\$51,981,000. This transaction was approved by the shareholders on 1 August 2016 and completed on 5 August 2016. Details of this transaction are disclosed in the Company’s circular dated 15 July 2016.

To aggregate the GI Property and TAI Properties, the Group totally owns 21 units of the FW Building which represents 66.67% of the undivided shares of the FW Building (as contemplated by section 3(1) of the Ordinance).

### *3rd Phase Acquisition*

Pursuant to the Company’s announcement dated 9 August 2016, 5 more units of the FW Building (“**DLL Properties**”) are to be purchased from the Independent Third Parties via the acquisition of the sale share and sale loan of Daily Leader Limited (“**DLL**”). The aggregate purchase cost of DLL and DLL Properties is HK\$64,525,000. This transaction has been approved by the shareholders on 7 October 2016 and were completed in mid-October and mid-November 2016 respectively. Details of this transaction are disclosed in the Company’s circular dated 15 September 2016.

To aggregate the GI Property, TAI Properties and DLL Properties, the Group totally owns 26 units of the FW Building which represents 80% of the undivided shares of the FW Building (as contemplated by section 3(1) of the Ordinance).

### *4th Phase Acquisition*

As at the Latest Practicable Date, the Company has made known to the property agent and the owners of the FW Remaining Units that the Company has intention to purchase the FW Remaining Units and the negotiations with them are ongoing. The Board estimated that the present cost to acquire the FW Remaining Units shall be not less than HK\$156,000,000. The Directors however noted that it is possible that an agreement may be reached before the court granted an order for sale (negotiations with the owners of the FW Remaining Units have been conducted simultaneously with the aforesaid application), therefore the funds of the Placing may have to be utilised at any time.

On the other hand, the Company shall make application to the Lands Tribunal for an order to sell the undivided shares of the FW Building site for redevelopment purpose at the time when any of the owners are asking the selling price which is unreasonable and

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## LETTER FROM THE BOARD

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much higher than the comparables and the indication of the valuation. As at the Latest Practicable Date, the Company does not have a concrete timing to submit the application under the Ordinance as it depends on, but without limitation to the success level in the ongoing negotiations with the owners of the FW Remaining Units and the sentiment in the property market for redevelopment.

Other than the Placing, the Company has considered different fund raising methods (including debt financing or equity financing by rights issue which was voted down by independent shareholders of the Company on 15 December 2016). However, given the net current liabilities position of the Group and the continuous losses incurred in the past years, the Company has difficulty in obtaining long term debt financing (not to mention the interest cost to be incurred). As such, the Directors are of the view that equity financing through the Placing is an appropriate fund raising means for the Company and the terms of the Placing Agreement (including the Placing Price and the commission rate) are normal commercial terms and are fair and reasonable and the Placing is in the interest of the Company and its shareholders as a whole.

### FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fund raising exercise in the past twelve months immediately preceding the Latest Practicable Date.

<b>Date of announcement</b>	<b>Event</b>	<b>Net proceeds (approximate)</b>	<b>Intended use of net proceeds</b>	<b>Actual use of net proceeds (approximate)</b>
13 July 2016	Issue of convertible note with an aggregate principal amount of HK\$50,000,000 at the conversion price of HK\$0.225 per Share (subject to adjustment)	HK\$50 million	acquisition and investment opportunities; and for general working capital	Fully applied for: (a) HK\$3.4 million for payment of operating expenses (b) HK\$10.0 million for loan financing business (c) HK\$36.6 million for acquisition of properties

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## LETTER FROM THE BOARD

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Date of announcement	Event	Net proceeds (approximate)	Intended use of net proceeds	Actual use of net proceeds (approximate)
9 September 2016	Placing of 223,000,000 new Shares under general mandate	HK\$39.6 million	acquisition and investment opportunities; and for general working capital	Fully applied for: <ul style="list-style-type: none"> <li>(a) HK\$1.0 million for loan financing</li> <li>(b) HK\$1.5 million for payment of Operating expenses</li> <li>(c) HK\$7.0 million for acquisition of subsidiary</li> <li>(d) HK\$30.1 million for acquisition of properties</li> </ul>

### SGM

The SGM will be convened at which resolution will be proposed to seek the approval of the shareholders of the Company for, the Placing and the Specific Mandate by way of a poll. Shareholders of the Company and their associates, who have material interest in the Placing Agreement and the transactions contemplated thereunder and hold any Shares as at the date of the SGM, shall abstain from voting on the resolution approving the Placing and the Specific Mandate. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, no shareholders of the Company have material interest in the Placing Agreement and the transactions contemplated thereunder and therefore, no shareholders of the Company are required to abstain from voting at the SGM to approve the relevant resolution regarding the Placing and the Specific Mandate.

A notice convening the SGM 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, 13 February 2017, at 9:10 a.m. is set out on pages N-1 to N-2 of this circular. A proxy form for the SGM is enclosed. Whether or not you intend to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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,

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## LETTER FROM THE BOARD

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Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournments thereof. Completion and return of the proxy form will not preclude you from attending and voting at the SGM or any adjournments thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the SGM and in such event, the instrument appointing a proxy shall be deemed revoked.

### RECOMMENDATION

Having considered the above, the Company considers that the terms of the Placing are fair and reasonable and the Placing and the Specific Mandate are in the interests of the Company and its shareholders as a whole, and recommends the shareholders of the Company to vote in favour of the resolution to be proposed at the SGM to approve the Placing and the Specific Mandate.

### RESPONSIBILITY STATEMENT

This document, 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 document 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 document misleading.

By order of the Board of Directors  
**EMINENCE ENTERPRISE LIMITED**  
**Kwong Jimmy Cheng Tim**  
*Chairman & Chief Executive Officer*



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## NOTICE OF SGM

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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 (“**SGM**”) 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, 13 February 2017 at 9:10 a.m., for the purpose of considering and, if thought fit, passing the following ordinary resolution (with or without modifications):

#### ORDINARY RESOLUTION

**“THAT**

- (a) the conditional placing agreement dated 3 January 2017 (“**Placing Agreement**”) (a copy of which is marked “A” and initialled by the chairman of the SGM for the purpose of identification has been produced to the SGM) entered into between the Company as the issuer and Kingston Securities Limited as the placing agent in relation to the placing of up to 350,000,000 new ordinary shares of the Company (the “**Placing Shares**”) at the placing price of HK\$0.16 per Placing Share, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (“**Directors**”) be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in accordance with the terms and conditions set out in the Placing Agreement; and
- (c) any Director(s) be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not and in the case of execution under the common seal, the common seal be affixed in accordance with the articles of association of the Company) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Placing Agreement as he/

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## NOTICE OF SGM

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she/they consider(s) necessary, desirable or expedient for the implementation of and giving effect to the Placing Agreement and all transactions contemplated thereunder (including but not limited to the allotment and issue of the Placing Shares).”

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

Hong Kong, 23 January 2017

*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

1. A form of proxy for use at the meeting is enclosed herewith.
2. 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.
3. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. 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 the Company'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 above Meeting.
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, 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 the Company in respect of the joint holding.