



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 July 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

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

Date Submitted: 05 August 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	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 and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00616	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		338,148,116	0	338,148,116		
Increase / decrease (-)						
Balance at close of the month		338,148,116	0	338,148,116		

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes		
Stock code (if listed)	00616	Description					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury 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 the Convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on the Exchange) (Note 1)							
Subscription/Conversion price	HKD	0.18					
General Meeting approval date (if applicable)	15 February 2023						

Increase in issued shares (excluding treasury shares): _____ Ordinary shares (CC1)

Decrease in treasury shares: _____ Ordinary shares (CC2)

Remarks:

1. 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.

2. 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.

3. 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, including Options (other than Share Option Schemes)

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	_____	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	_____	Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts 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 carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares 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 5);
- (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 all 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, sale or transfer;
- (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. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable 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, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "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.