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ENTERPRISE DEVELOPMENT HOLDINGS LIMITED

企展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1808)

THE MEMORANDUM OF UNDERSTANDING IN RELATION TO A POSSIBLE ACQUISITION

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and Inside Information Provisions under Part XIVA of the SFO.

The Board is pleased to announce that on 25 November 2015 (after trading hours), the Company and the Prospective Vendor entered into the MOU in relation to the Possible Acquisition.

The MOU is not legally binding with regard to the Possible Acquisition, it may or may not proceed. Shareholders and investors are advised to exercise caution when dealing in the Shares.

Further announcement(s) in respect of the Possible Acquisition will be made by the Company as and when appropriate.

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Subject to the satisfaction of due diligence result on the Target Group, the Company will consider further negotiation with the Prospective Vendor on the Possible Acquisition. The Target Company has certain business operation of intellectual property right in relation to song/music within PRC.

To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Prospective Vendor and its ultimate beneficial owners are Independent Third Parties.

The MOU does not create legally binding obligations on the parties in relation to the Possible Acquisition but is legally binding as to exclusivity period which is of six months commencing on the date of the MOU within the period the Company has the exclusive right to negotiate with the Prospective Vendor on the Possible Acquisition. The Possible Acquisition is subject to the negotiation and entering into of the Formal Agreement.

The MOU shall remain in effect for six months from the date of the MOU (or such longer period as the parties may mutually agree in writing) unless the Company gives written notice to the Prospective Vendor of its intention to abandon further negotiations, or until superseded by the execution of the Formal Agreement.

The MOU is not legally binding with regard to the Possible Acquisition. The terms and consideration for the Possible Acquisition will be subject to further negotiation between the Prospective Vendor and the Company, it may or may not proceed. **Shareholders and investors are advised to exercise caution when dealing in the Shares.**

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DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Enterprise Development Holdings Limited, a company incorporated in Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Formal Agreement”	the formal agreement to be entered into between the Company and Prospective Vendor in relation to the Possible Acquisition
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Independent Third Party(ies)”	Third party(ies) independent of the Company and its connected persons
“MOU”	the memorandum of understanding dated 25 November 2015 entered into between the Company and the Prospective Vendor in relation to Possible Acquisition
“Possible Acquisition”	the Possible Acquisition of the entire issued share capital of the Target Company which has certain business operation of intellectual property right in relation to song/music within PRC

“PRC”	the People’s Republic of China (excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) in the share capital of the Company which have a par value of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	廣州寶聲信息科技有限公司, a company incorporated in the PRC with limited liability
“Target Group”	the Target Company and its subsidiaries (if any)
“Prospective Vendor”	Wisdom Master Investments Ltd., a company incorporated in British Virgin Islands with limited liability
“%”	per cent

By order of the Board
Enterprise Development Holdings Limited
Lam Kai Tai
Chairman

Hong Kong, 25 November 2015

As of the date of this announcement, the Board comprises four executive Directors, namely Mr. Lam Kai Tai (Chairman), Mr. Kwok Ho On Anthony, Mr. Wang Jun and Mr. Wong Ho Sing, and three independent non-executive Directors, namely Mr. Yau Yan Ming Raymond, Ms. Hu Gin Ing and Mr. Liu Kam Lung.