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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Enterprise Development Holdings Limited (the “Company”) will be held at Meeting Room (SOHO 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Wednesday, 26 January 2022 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following special resolution:

SPECIAL RESOLUTION

“**THAT** subject to: (i) an order being made by the Grand Court of the Cayman Islands (the “Grand Court”) confirming the Capital Reduction (as defined below); (ii) compliance with any conditions which the Grand Court may impose in relation to the Capital Reduction; (iii) registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Grand Court confirming the Capital Reduction and the minutes approved by the Grand Court containing the particulars required under the Companies Act (as defined below) with respect to the Capital Reduction; (iv) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and (v) the Stock Exchange granting the listing of, and permission to deal in, the Adjusted Shares (as defined below) arising from the Capital Reorganisation (as defined below), with effect from the date on which these conditions are fulfilled:

- (a) every twenty (20) existing issued and unissued ordinary shares with a par value of HK\$0.1 each (the “Existing Share(s)”) in the authorised share capital of the Company be consolidated into one (1) consolidated share with a par value of HK\$2.0 (each a “Consolidated Share”) (the “Share Consolidation”);

- (b) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation shall be cancelled and the par value of all issued Consolidated Shares shall be reduced from HK\$2.0 each to HK\$0.1 each (the “**Adjusted Shares**”) and the issued share capital of the Company shall be reduced by HK\$1.9 per Consolidated Share in issue (the “**Capital Reduction**”);
- (c) every unissued Consolidated Share in the share capital of the Company arising from the Share Consolidation shall be sub-divided into twenty (20) Adjusted Shares with a par value of HK\$0.1 each (the “**Share Subdivision**”, and together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”);
- (d) immediately following the Capital Reorganisation, the authorised share capital of the Company will be HK\$1,000,000,000 divided into 10,000,000,000 Adjusted Shares of HK\$0.1 each;
- (e) the credit arising from the Capital Reduction be applied towards offsetting against part of the balance of the accumulated losses of the Company up to the effective date of the Capital Reorganisation in a manner as permitted by the Companies Act, Cap. 22 (Act 3 of 1961) of the Cayman Islands as consolidated and revised (“**Companies Act**”) and the articles of association of the Company;
- (f) each of the Adjusted Shares arising from the Capital Reorganisation shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and
- (g) any Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Capital Reorganisation.”

By order of the board
Enterprise Development Holdings Limited
Li Zhuoyang
Executive Director

Hong Kong, 3 January 2022

Notes:

1. A form of proxy for use at the EGM is enclosed.
2. Any member of the Company entitled to attend and vote at the EGM convened by this notice shall be entitled to appoint proxy to attend and vote instead of him in accordance with the articles of association of the Company. A proxy need not be a member of the Company, but must be present in person to represent the member.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company.
4. 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 thereof, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time fixed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.
5. The above resolution will be voted by way of a poll at the EGM.
6. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 20 January 2022 to Wednesday, 26 January 2022, both days inclusive. In order to be eligible to attend and vote at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 19 January 2022.
7. **In light of the epidemic situation of COVID-19, Shareholders may consider appointing the chairman of the EGM as his/her proxy to vote on the resolutions, instead of attending the EGM in person.**
8. **In case the venue is being closed on the date of the EGM due to COVID-19, the Meeting shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board. The Company will post an announcement on the Stock Exchange and the Company's website notifying Shareholders of the date, time and place of the adjourned meeting.**
9. As at the date of this notice, the Board comprises one executive Director, namely Ms. Li Zhuoyang, and three independent non-executive Directors, namely Mr. Cai Jinliang, Mr. Chin Hon Siang and Mr. Chen Kwok Wang.