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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 a 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 Enterprise Development Holdings Limited, you should at once hand this circular and 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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ENTERPRISE DEVELOPMENT HOLDINGS LIMITED
企展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1808)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
TERMINATION OF THE EXISTING SHARE OPTION SCHEME,
ADOPTION OF THE 2016 SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Enterprise Development Holdings Limited (the "Company") to be held at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 26 May 2016 at 10 a.m., at which, among other things, the above proposals will be considered, are set out on pages 29 to 33 of this circular.

Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

25 April 2016

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RESPONSIBILITY STATEMENT

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 Group. 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.

DEFINITIONS

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

| | |
|--------------------------------|---|
| “2016 Share Option Scheme” | the new share option scheme proposed to be adopted by the Company at the AGM, a summary of the principal terms of which is set out in Appendix III to this circular |
| “Adoption Date” | the date on which the 2016 Share Option Scheme becomes unconditional and takes effect in accordance with the terms of the 2016 Share Option Scheme |
| “AGM” | the annual general meeting of the Company to be convened and held at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 26 May 2016 at 10 a.m. |
| “Articles” | the articles of association of the Company |
| “associate(s)” | has the meaning ascribed to it under Chapter 1 of the Listing Rules |
| “Auditors” | the auditors of the Company, as appointed from time to time |
| “Board” | the board of Directors |
| “Business Day” | a day (other than a Saturday or a Sunday) on which licensed banks are open for business in Hong Kong and the Stock Exchange is open for the business of dealing in securities |
| “Company” | Enterprise Development Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange |
| “Director(s)” | director(s) of the Company |
| “Existing Share Option Scheme” | the existing share option scheme adopted by the Company pursuant to a written resolution of the Shareholders dated 18 December 2006 |

DEFINITIONS

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| “Grantee” | any Participant who accepts the Offer in accordance with the terms of the 2016 Share Option Scheme or (where the context so permits and as referred to in paragraph 3 of Appendix III to this circular) his Personal Representative(s) |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Issue Mandate” | a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares in the capital of the Company of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate |
| “Latest Practicable Date” | 18 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Offer” | an offer for the grant of an Option made in accordance with the terms of the 2016 Share Option Scheme |
| “Offer Date” | the date on which an Offer is made to a Participant |
| “Option(s)” | option(s) to subscribe for Share(s) granted pursuant to the 2016 Share Option Scheme which has neither lapsed nor been fully exercised |
| “Option Period” | in respect of an Option, the period to be determined and notified by the Directors to the Grantee thereof at the time of making an Offer; provided that such period shall not exceed the period of ten (10) years from the Offer Date but subject to the provisions for early termination thereof contained herein |

DEFINITIONS

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| “Participant” | (i) any full time or part time employee (including any executive directors) of the Company or any Subsidiary; (ii) any non-executive director (including independent non-executive directors) of the Company or any Subsidiary; (iii) any supplier of goods or services of the Company or any Subsidiary; (iv) any customer of the Company or any Subsidiary; (v) any consultant, agent or adviser of the Company or any Subsidiary; and (vi) any person who, in the sole discretion of the Board, has contributed or may contribute to the Group |
| “PRC” | the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan |
| “Repurchase Mandate” | a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate |
| “Scheme Mandate Limit” | has the meaning ascribed to it in paragraph 16(i) of Appendix III to this circular and includes a Scheme Mandate Limit that has been refreshed under paragraph 16(ii) of Appendix III to this circular |
| “Scheme Period” | the period of ten (10) years commencing on the Adoption Date |
| “SFO” | Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) |
| “Share(s)” | ordinary shares of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subscription Price” | the price per Share (being not less than the nominal value of a Share) at which a Grantee may subscribe for Shares on the exercise of an Option pursuant to paragraphs 7 to 13 of Appendix III to this circular |

DEFINITIONS

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| “Subsidiary” | a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong, as amended from time to time)) of the Company |
| “Takeovers Code” | the Hong Kong Code on Takeovers and Mergers |
| “HK\$” and “cents” | Hong Kong dollars and cents, the lawful currency of Hong Kong |
| “%” | per cent |



ENTERPRISE DEVELOPMENT HOLDINGS LIMITED
企展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1808)

Executive Directors:

Mr. Lam Kai Tai (*Chairman*)

Mr. Kwok Ho On Anthony

Mr. Wang Jun

Mr. Wong Ho Sing

Independent Non-Executive Directors:

Mr. Yau Yan Ming Raymond

Ms. Hu Gin Ing

Mr. Liu Kam Lung

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of

Business in Hong Kong:

Room 2810, 28th Floor

West Tower, Shun Tak Centre

200 Connaught Road Central

Hong Kong

25 April 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
TERMINATION OF THE EXISTING SHARE OPTION SCHEME
AND
ADOPTION OF THE 2016 SHARE OPTION SCHEME**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) the ordinary resolutions granting to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the ordinary resolution for re-electing Directors; and (iii) the ordinary resolution for the termination of the Existing Share Option Scheme and the adoption of the 2016 Share Option Scheme.

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 21 May 2015 ("2015 AGM"), the Directors were granted by the then Shareholders (i) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue (i.e. 483,711,965 Shares) as at the date of passing such resolution; (ii) a general and unconditional mandate to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing such resolution; and (iii) to extend the general mandate mentioned in (i) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

483,700,000 Shares have been allotted and issued on 17 June 2015 pursuant to a placing agreement entered into on 28 May 2015 at a price of HK\$0.25 per Share pursuant to the general mandate to issue Shares granted at the 2015 AGM.

Further, at an the extraordinary general meeting of the Company held on 6 August 2015 ("1st EGM"), ordinary resolutions were passed to give (a) a general unconditional mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution i.e. 580,451,965 Shares, and (b) to extend the general mandate mentioned above by adding the number of Shares repurchased.

580,450,000 Shares have been allotted and issued on 5 January 2016 pursuant to a placing agreement entered into on 15 December 2015 at a price of HK\$0.098 per Share pursuant to the general mandate to issue Shares granted at the 1st EGM.

At an extraordinary general meeting of the Company held on 9 March 2016 ("2nd EGM"), ordinary resolutions were passed to give (a) a general unconditional mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution i.e. 696,541,965 Shares, and (b) to extend the general mandate mentioned above by adding the number of Shares repurchased.

696,540,000 Shares have been allotted and issued on 15 April 2016 pursuant to a placing agreement entered into on 6 April 2016 at a price of HK\$0.057 per Share pursuant to the general mandate to issue Shares granted at the 2nd EGM.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 29 to 33 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares was 4,179,249,827 Shares, assume no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 835,849,965 Shares.

LETTER FROM THE BOARD

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. Lam Kai Tai, Mr. Kwok Ho On Anthony, Mr. Wang Jun, Mr. Wong Ho Sing, Mr. Yau Yan Ming Raymond, Ms. Hu Gin Ing and Mr. Liu Kam Lung.

In accordance with the Article 86(3) of the Articles, Mr. Lam Kai Tai, Mr. Wong Ho Sing and Mr. Kwok Ho On Anthony, being Directors appointed after the 2015 AGM, shall retire from office as Directors and, being eligible, offer themselves for re-election at the AGM.

In accordance with Article 87 of the Articles, Mr. Yau Yan Ming Raymond and Mr. Liu Kam Lung shall retire from office as Directors by rotation and, being eligible, offer themselves for re-election at the AGM.

Mr. Yau Yan Ming Raymond and Mr. Liu Kam Lung, who were appointed as independent non-executive Directors on 6 October 2014 and 28 January 2015 respectively, shall be eligible for re-election at the AGM. Each of Mr. Yau and Mr. Liu has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that each of Mr. Yau and Mr. Liu meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. In view of the above, the Board recommends Mr. Yau and Mr. Liu for re-election at the AGM.

Details of Mr. Lam Kai Tai, Mr. Wong Ho Sing, Mr. Kwok Ho On Anthony, Mr. Yau Yan Ming Raymond and Mr. Liu Kam Lung are set out in Appendix II to this circular.

TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND ADOPTION OF THE 2016 SHARE OPTION SCHEME

Termination of the Existing Share Option Scheme

The Existing Share Option Scheme was adopted by the Company on 18 December 2006, and has a term of ten (10) years from the adoption date which is due to expire on 18 December 2016. As at the Latest Practicable Date, no option has been granted by the Company under the Existing Share Option Scheme. The Directors confirm that no further options will be granted under the Existing Share Option Scheme from the Latest Practicable Date to the date of the AGM.

LETTER FROM THE BOARD

Pursuant to the terms of the Existing Share Option Scheme, the Company may, with the approval of the Shareholders in a general meeting, terminate the operation of the Existing Share Option Scheme at any time following which no further grant of options shall be offered under the Existing Share Option Scheme.

Upon termination of the Existing Share Option Scheme, no further options will be offered or granted under the Existing Share Option Scheme.

Adoption of the 2016 Share Option Scheme

As the Existing Share Option Scheme will cease to have effect on 18 December 2016, the Board proposes to terminate the Existing Share Option Scheme and approve the adoption of the 2016 Share Option Scheme at the AGM.

The adoption of the 2016 Share Option Scheme is conditional upon (“Conditions Precedent”):

- (a) the passing of the ordinary resolution by the Shareholders at the AGM (i) to approve and adopt the 2016 Share Option Scheme; and (ii) to approve the termination of the Existing Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting the approval for the listing of and permission to deal in any Shares which may fall to be issued by the Company pursuant to the exercise of the Options in accordance with the terms and conditions of the 2016 Share Option Scheme.

Mandate Limit

Subject to the fulfillment of the Conditions Precedent listed above, the maximum number of Shares which may be issued upon exercise of all options to be granted under the 2016 Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the relevant class of the Shares in issue as at the date when the 2016 Share Option Scheme is approved and adopted by the Shareholders. Based on 4,179,249,827 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the AGM, options to subscribe for up to a maximum of 417,924,982 Shares may be granted under the 2016 Share Option Scheme and any other schemes of the Company, unless the Company obtains a fresh approval from the Shareholders to renew such 10% limit on the basis that the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Existing Share Option Scheme, the 2016 Share Option Scheme and any other schemes of the Company must not exceed 30% of the relevant class of the Shares in issue from time to time.

As at the Latest Practicable Date, save for the Existing Share Option Scheme and the proposed 2016 Share Option Scheme, the Company had not adopted any other share option schemes.

LETTER FROM THE BOARD

Reasons for adopting the 2016 Share Option Scheme

Since the Existing Share Option Scheme will expire on 18 December 2016, the Board proposes the Shareholders to approve and adopt the 2016 Share Option Scheme at the AGM to ensure continuity of the Company's share option schemes.

The purpose of the 2016 Share Option Scheme is to enable the Company to grant Options to directors, employees, suppliers, customers, consultants, agents and advisers of the Company and the Subsidiaries and any person who, in the sole discretion of the Board, has contributed or may contribute to the Group in recognition of their contribution to the Group.

Further details of the 2016 Share Option Scheme

In order to attract and motivate eligible Participants and afford flexibility to the Board in granting Options to achieve the purpose of the 2016 Share Option Scheme, the 2016 Share Option Scheme provides that the Board may specify the Participants to whom the Options shall be granted, the number of Shares subject to each Option and the date on which the Options shall be granted. In determining the basis of eligibility of each Participant, the Board would take into account such factors as it may at its discretion consider appropriate including the experience and length of service in the Group of each Participant, the contribution or potential contribution made or is likely to be made by each Participant to the Group. The Board shall also determine the Subscription Price in respect of any Option in accordance with the terms of the 2016 Share Option Scheme, which cannot in any event fall below the price stipulated in the Listing Rules. The Board may impose any such terms, conditions, restrictions or limitations in relation to any Option at the time of grant, in particular the vesting period (if any) for each Option to be granted pursuant to the 2016 Share Option Scheme may be specified by the Board in the relevant offer letter at the time of grant, and the Board may also specify minimum performance targets (if any) which must be achieved and the minimum period (if any) for an Option to be held before any of the Options can be exercised in the relevant offer letter at the time of grant. The Directors consider that the aforesaid criteria and rules will serve to preserve the value of the Company and encourage the Participants to acquire proprietary interests in the Company.

None of the Directors is a trustee of the 2016 Share Option Scheme nor has a direct or indirect interest in the trustee.

A summary of the principal terms of the 2016 Share Option Scheme which is proposed to be approved and adopted by the Company at the AGM is set out in Appendix III to this circular.

A copy of the 2016 Share Option Scheme is available for inspection at the Company's principal place of business in Hong Kong at Room 2810, 28th Floor, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong during normal business hours from the date of this circular up to the date of the AGM.

LETTER FROM THE BOARD

Value of Options

The Directors consider that it is not appropriate to state the value of all Options that can be granted pursuant to the 2016 Share Option Scheme as if they had been granted on the Latest Practicable Date. The Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date will be based on a large number of speculative assumptions and would therefore not be meaningful to the Shareholders, taking into account the number of variables which are crucial for the calculation of the value of the Options which have not been determined. Such variables include the Subscription Price, the Option Period, any lock-up period, interest rate, expected stock price volatility and other relevant variables.

Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in any Shares to be issued by the Company pursuant to the exercise of the Options to be granted under the 2016 Share Option Scheme on the Stock Exchange.

ANNUAL GENERAL MEETING

Set out on pages 29 to 33 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to the proposals for the Issue Mandate and the Repurchase Mandate, the re-election of Directors and termination of Existing Share Option Scheme and adoption of 2016 Share Option Scheme.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the AGM will be voted by 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 proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/its votes or cast all his/its votes in the same way. As at the date of this circular, to the best knowledge of the Directors, none of the Shareholders shall be required to abstain from voting.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,179,249,827 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 417,924,982 Shares, representing 10% of the issued share capital as at the date of AGM.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum of association and the Articles and the laws of the Cayman Islands. Such repurchases may only be effected out of profits of the Company or a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law of the Cayman Islands, out of capital and, in the case of any premium payable on a repurchase, out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Law of the Cayman Islands, out of capital.

As compared with the financial position of the Company as at 31 December 2015 (being the date to which the latest audited financial statements of the Company have been made up), the Board does not propose to exercise the Repurchase Mandate nor does it consider that there would be any material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be exercised in full during the proposed repurchase period.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2015 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:

| | Share Prices | |
|---|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2015 | | |
| April | 0.395 | 0.220 |
| May | 0.395 | 0.250 |
| June | 0.320 | 0.195 |
| July* | suspended | suspended |
| August* | 0.169 | 0.129 |
| September | 0.145 | 0.110 |
| October | 0.167 | 0.120 |
| November | 0.160 | 0.128 |
| December | 0.134 | 0.098 |
| 2016 | | |
| January | 0.106 | 0.065 |
| February | 0.120 | 0.069 |
| March | 0.111 | 0.068 |
| April (up to the Latest Practicable Date) | 0.080 | 0.061 |

* Trading in Shares on the Stock Exchange has been halted from 9:00 a.m. on 2 July 2015, and has been resumed at 9:00 a.m. on 26 August 2015.

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the Articles.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Affluent Start Holdings Investment Limited ("Affluent Start") which is wholly and beneficially owned by Mr. King Pak Fu holds 604,355,000 Shares (representing approximately 14.46% of the total issued Shares as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Affluent Start would be increased from 14.46% to approximately 16.07% of the issued share capital of the Company. The Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. The Company has no present intention to repurchase Shares to such extent as such that an obligation to make a general offer under the Takeovers Code will be triggered.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following set out the details of Mr. Lam Kai Tai, Mr. Kwok Ho On Anthony, Mr. Wong Ho Sing, Mr. Yau Yan Ming Raymond and Mr. Liu Kam Lung, the Directors who will retire and, being eligible, offer themselves for re-election at the AGM.

Mr. Lam Kai Tai (“Mr. Lam”), aged 48, was appointed as an executive Director with effect from 1 June 2015 and further appointed as the chairman of the Board on 3 July 2015. Mr. Lam is a member of each of the Remuneration Committee and the Nomination Committee, and the chairman of each of the Corporate Governance Committee and the Investment Committee. He was educated at U.C. Berkeley and University of San Francisco as Finance major. In 1997, Mr. Lam joined First Yuanta Securities Ltd. In 2003, Mr. Lam joined Galaxy Entertainment Group (Macau) as Project Manager to oversee the construction and development of Waldo Hotel, Grand Waldo Hotel, Starworld Hotel and Galaxy Macau. Mr. Lam was an independent non-executive director of Hao Wen Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8019) for the period from April 2011 to November 2014. Mr. Lam has more than 14 years of experience in project management and merger and acquisition. Save as aforesaid, Mr. Lam did not hold any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Mr. Lam does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Lam does not have any relationship with any other Director, senior management, substantial Shareholders or controlling Shareholders of the Company. There is no service contract entered into between the Company and Mr. Lam. He is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company. Mr. Lam is entitled to a director’s remuneration of HK\$38,000 per month which is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience and duties and responsibilities in the Company.

Mr. Kwok Ho On Anthony (“Mr. Kwok”), aged 63, was appointed as an executive Director on 24 July 2015. Mr. Kwok is a member of the Investment Committee. He was educated in Hawaii and has over 20 years of business experiences in business development, merger and acquisition and strategic partnership development.

During his 7 years tenure at Miramar Developments Group (U.S.A.) (“Miramar”), Mr. Kwok was in charge of Miramar’s corporate development activities and was the key player in a number of major merger and acquisition projects undertaken by Miramar.

Afterward, Mr. Kwok became the managing director of Hung Sing Technology Limited, a Taiwan based technology company that provided I.T. infrastructure products and services to major telecommunications companies in Taiwan, People’s Republic of China and Hong Kong. In his capacity as the Managing Director, Mr. Kwok has successfully established a clientele base of over 20 companies in Greater China, including Hinet, Infoserve, Paul W and Jitong. Additionally, Mr. Kwok had also played a key role in

establishing key strategic partnerships with high profile technology companies, including Global One, MCI, Worldcom, Wherever.Net and Cosatech Satellite Services.

Mr. Kwok then joined MFP Epping Limited, a subsidiary of a listed company in Hong Kong, as a director and was involved in the evaluating the feasibility in investing in a forestry project. Taking up the assigning, Mr. Kwok had stationed in the Republic of Congo for one year in having close contact and negotiations with various relevant governmental authorities, labour unions, as well as taking a position in charge of the operation on forestry, manufacturing and shipping.

Starting from 2006, Mr. Kwok was a director of a company holding the right to develop a theme park in Macau and, as such, has actively negotiated with multi-national conglomerates in possible co-operation for development as well as with various other theme parks in gathering their idea in establishing the same in Macau. Additionally, Mr. Kwok is participating in the strategic alliance of certain key junkets (gaming promoters) in Macau with operation spanned throughout various major concession holders, including Wynn, Las Vegas Sands, Galaxy and MGM. His major role includes providing a bridge amongst various gaming promoters, forming a strategic alliance or conducting merger and acquisition exercises for selective gaming promoter and negotiation with concession holders for a better term.

Mr. Kwok did not hold any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Mr. Kwok does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Kwok does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. There is no service contract entered into between the Company and Mr. Kwok. He is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company. Mr. Kwok is entitled to a director's remuneration of HK\$30,000 per month which is determined by the Board with reference to the recommendation of the remuneration committee of the Company based on his qualifications, experience and duties and responsibilities in the Company.

Mr. Wong Ho Sing ("Mr. Wong"), aged 31, was appointed as an executive Director with effect from 1 June 2015. Mr. Wong is a member of each of the Corporate Governance Committee and the Investment Committee. He was educated at Monash University, Melbourne, Australia as Accounting major. Mr. Wong has extensive working experience in business management, business planning and development for about eight years. Mr. Wong is currently a director of a company in Food and I.T. industry.

Mr. Wong did not hold any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Mr. Wong does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Wong does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. There is no service contract entered into between the Company and Mr. Wong. He is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company. Mr. Wong is entitled to a director's remuneration of HK\$22,000 per month which is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience and duties and responsibilities in the Company.

Mr. Yau Yan Ming Raymond ("Mr. Yau"), aged 47, was appointed as an independent non-executive Director on 6 October 2014. He is the chairman of each of the audit committee (the "Audit Committee"), the Remuneration Committee and the Nomination Committee of the Company. He has over 18 years of work experience in auditing, accounting, taxation, company secretarial, corporate finance and financial management, in both private and listed companies. Mr. Yau is an associate member of both the Hong Kong Institute of Certified Public Accountants and American Institute of Certified Public Accountants. Mr. Yau is also a fellow member of the Taxation Institute of Hong Kong. Mr. Yau holds a master degree in Science majoring in Japanese business studies and bachelor degree in Business Administration majoring in accounting in the United States of America. He is currently an independent non-executive director of Chanceton Financial Group Limited (stock code: 8020) and Tack Fiori International Group Limited (stock code: 928), both of which are listed on the Stock Exchange. He was an executive director of Chinese Energy Holdings Limited (stock code: 8009), an independent non-executive director of Mason Financial Holdings Limited (stock code: 273) and Birmingham International Holdings Limited ("Birmingham International") (stock code: 2309), and the chief executive officer of Capital VC Limited (stock code: 2324).

Save as aforesaid, Mr. Yau did not hold any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Mr. Yau does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Yau does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. Mr. Yau has signed an appointment letter issued by the Company on 6 October 2014 for an initial term of one year commencing on 6 October 2014, which is automatically renewable for successive term of one year upon the expiry of the said term, and he is subject to retirement at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once in every three years in accordance with the Articles of Association of the Company. The appointment of Mr. Yau can be terminated by one month's advance notice in writing by either party. Mr. Yau is entitled to a director's remuneration of HK\$240,000 per annum which is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience and duties and responsibilities in the Company.

Mr. Liu Kam Lung (“Mr. Liu”), aged 52, was appointed as an independent non-executive Director on 28 January 2015. He is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He has over 25 years of experience in the financial industry. Mr. Liu obtained a Diploma of Business Administration from Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in 1990. Mr. Liu was admitted as an associate of The Institute of Chartered Secretaries and Administrators of the United Kingdom, an associate of The Hong Kong Institute of Chartered Secretaries, an associate of Hong Kong Institute of Certified Public Accountants, a fellow of The Association of Chartered Certified Accountants, a full member of the Society of Registered Financial Planners and an associate of the Taxation Institute of Hong Kong in 1993, 1994, 1995, 1999, 2009 and 2010 respectively.

Mr. Liu is currently the chief executive officer of China Rise Finance Group Company Limited, being a member of Symphony Holdings Limited (HK stock code: 1223), of which Mr. Liu is also the chief financial officer, the non-executive director of Megalogic Technology Holdings Limited (HK stock code: 8242) and the independent non-executive director of Pak Tak International Limited (HK stock code: 2668).

Mr. Liu had been a non-executive director of Kith Holdings Limited (HK stock code: 1201) for the period from October 2010 to June 2013, and an executive director, finance director, company secretary and authorized representative of Megalogic Technology Holdings Limited (HK stock code: 8242) for the period from March 2011 to October 2014.

Save as aforesaid, Mr. Liu did not hold any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Mr. Liu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Liu does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. Mr. Liu has signed an appointment letter issued by the Company on 28 January 2015 for an initial term of one year commencing on 28 January 2015, which is automatically renewable for successive term of one year upon the expiry of the said term, and he is subject to retirement at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once in every three years in accordance with the Articles of Association of the Company. The appointment of Mr. Liu can be terminated by one month’s advance notice in writing by either party. Mr. Liu is entitled to a director’s remuneration of HK\$240,000 per annum which is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience and duties and responsibilities in the Company.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there any other matters need to be brought to the attention of the Shareholders in respect of each of the above Directors.

2016 SHARE OPTION SCHEME

The following is a summary of the principal terms of the 2016 Share Option Scheme with the Scheme Period of ten (10) years commencing on the Adoption Date. The summary of the principal terms of the 2016 Share Option Scheme does not form part of, nor is it intended to be, part of the 2016 Share Option Scheme nor should it be taken as affecting the interpretation of the 2016 Share Option Scheme.

(1) Purpose of the 2016 Share Option Scheme

The purpose of the 2016 Share Option Scheme is to enable the Company to grant Options to directors, employees, suppliers, customers, consultants, agents and advisers of the Company and the Subsidiaries and any person who, in the sole discretion of the Board, has contributed or may contribute to the Group in recognition of their contribution to the Group.

(2) Participants

The Board may, subject to and in accordance with the provisions of the 2016 Share Option Scheme and the Listing Rules, in its absolute discretion, offer any Participant Options to subscribe for such number of Shares at the Subscription Price determined in accordance with paragraph 5 below.

(3) Grant and acceptance of Options

- (i) An Option shall be deemed to have been granted by the Company and accepted by a Participant and to have taken effect when the duplicate letter comprising acceptance of the Option duly signed by the Participant together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company on or before the last day for acceptance being a date within twenty-eight (28) days from (and inclusive of) the Offer Date. Such remittance shall in no circumstances be refundable.
- (ii) No Option shall be granted by the Board to a Participant under the following circumstances:
 - (A) after the expiry of the Scheme Period or after the termination of the 2016 Share Option Scheme in accordance with paragraph 21;
 - (B) after inside information has come to its knowledge until such inside information has been announced in accordance with the Listing Rules;
or
 - (C) during the period commencing one month immediately preceding the earlier of: (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or

any other interim period (whether or not required under the Listing Rules); and (b) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement. The period during which no Option may be granted will cover any period of delay in the publication of a results announcement.

- (iii) Without prejudice to sub-paragraph (ii) above, no Option shall be granted by the Board to any Participant who is a Director during a period in which the Directors are prohibited from dealing in Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules, or the Company's own equivalent code.

(4) Option Period

An Option may be exercised at any time during a period to be determined and notified by the Directors to each Grantee and such period shall not exceed the period of ten (10) years from the Offer Date.

(5) Subscription Price

The Subscription Price shall be determined by the Board in its absolute discretion but in any event shall be not less than the higher of (i) the closing price of the Shares on the Stock Exchange (as stated in the Stock Exchange's daily quotations sheet) on the Offer Date, which must be a Business Day; (ii) the average closing price of the Shares on the Stock Exchange (as stated in the Stock Exchange's daily quotations sheets) for the five (5) Business Days immediately preceding the Offer Date; and (iii) the nominal value of the Shares.

(6) Transferability of Options

An Option is personal to the Grantee and shall not be transferable or assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreement so to do.

Any breach of the foregoing by a Grantee shall entitle the Company to revoke any Option or part thereof granted to such Grantee to the extent not already exercised by notice. Such revocation notice shall be final and binding on the Grantee.

(7) Exercise of Options

An Option may be exercised in whole or in part during the Option Period in the circumstances and in the manner as set out in this paragraph or in paragraphs 8 to 12 below (as the case may be) by the Grantee (or, as the case may be, his Personal Representative(s)) giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is so exercised. Each

such notice must be accompanied by a remittance for the full amount of the Subscription Price for Shares in respect of which the notice is given. Within twenty-one (21) days (or seven (7) days in the case of exercise pursuant to paragraph 9 below) after receipt of the notice and remittance and, where appropriate, the certificate from the Auditors or the independent financial adviser pursuant to paragraph 19 below, the Company shall accordingly allot and issue the relevant number of Shares to the Grantee (or, in the event of an exercise of an Option by a Personal Representative pursuant to paragraph 8 below, to the estate of the Grantee) credited as fully paid and issue to the Grantee (or his estate in the event of an exercise by his Personal Representative(s) as aforesaid) a share certificate for the Shares so allotted and issued.

(8) Rights on cessation of employment by death

In the event of the Grantee, being an employee of a member of the Group, ceasing to be a Participant by reason of his death and none of the events which would be a ground for termination of his employment under paragraph 14(v) arises, his Personal Representative(s) may exercise the vested portion of the Option (to the extent not already exercised) in whole or in part in accordance with paragraph 7 above within a period of twelve (12) months following the date of death, or such longer period as the Directors may determine.

(9) Rights on a general or partial Offer

If a general or partial offer, whether by way of take-over offer, share buy-back offer, or scheme of arrangement or otherwise in like manner, is made to all the Shareholders, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert (as defined in the Takeovers Code) with the offeror and the offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders during the Option Period, the Grantee shall, notwithstanding any other terms on which his Options were granted, be entitled to exercise the vested portion of the Option (to the extent not already exercised) to its full extent or to the extent specified in the Grantee's notice to the Company in accordance with paragraph 7 above at any time during the period commencing after the offer becomes or is declared unconditional or the scheme of arrangement is formally proposed to the Shareholders and up to the close of such offer (or any revised offer) or the record date for entitlements under scheme of arrangement, as the case may be.

(10) Rights on winding-up

In the event a notice is given by the Company to its Shareholders to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily windup the Company, the Company shall on the same date as or as soon as after it despatches such notice to each Shareholder give notice thereof to all Grantees (containing an extract of the provisions of this paragraph) and thereupon, each Grantee or his Personal Representative(s) shall be entitled to exercise all or any of his vested portion of the Options (to the extent not already exercised) at any time not later than five (5) Business Days prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate

Subscription Price for the Shares in respect of which the notice is given whereupon the Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot and issue the relevant Shares to the Grantee credited as fully paid.

(11) Right on compromise or arrangement

In the event of a compromise or arrangement between the Company and its Shareholders or creditors being proposed for the purpose of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to all Grantees on the same date as it gives notice of the meeting to its Shareholders or creditors to consider such compromise or arrangement and any Grantee (or his Personal Representative(s)) may by notice in writing to the Company accompanied by a remittance of the full amount of the Subscription Price for the Shares in respect of which the notice is given (such notice to be received by the Company not later than five (5) Business Days prior to the proposed meeting of Shareholders or creditors) exercise the vested portion of the Options (to the extent not already exercised) either to its full extent or to the extent specified in such notice and the Company shall as soon as possible and in any event no later than the Business Day immediately prior to the date of the proposed meeting of Shareholders or creditors, allot and issue such number of Shares to the Grantee which falls to be issued on such exercise of the Option credited as fully paid and register the Grantee as holder thereof.

(12) Rights on cessation of employment for other reasons

If the Grantee ceases to be a Participant by resignation, retirement, expiry of employment contract or termination of employment for any reason other than death or other than on any of the grounds specified in paragraph 14(v) below before exercising the Option in full, the Grantee may exercise the vested portion of the Option (to the extent not already exercised) in whole or in part in accordance with paragraph 7 above up to the date of cessation (which date shall be the last day on which the Grantee was actually at work with the Company or the relevant Subsidiary whether salary is paid in lieu of notice or not) or for such longer period as is determined by the Board (which shall not exceed the Option Period as prescribed in the Offer).

(13) Rights attaching to Shares

Holders of the Options are not entitled to voting, dividend, transfer and other rights attached to the Shares, including those arising on a liquidation of the Company, save as otherwise provided herein or under the relevant laws or the Articles of the Company in effect from time to time. Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Articles of the Company for the time being in force and will rank pari passu in all respects with the existing fully paid Shares in issue on the date of allotment and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the date of allotment other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment. A Share allotted upon the

exercise of an Option shall not carry voting rights until the name of the Grantee has been duly entered onto the register of members of the Company as the holder thereof.

(14) Termination of Option Period and lapse of Options

The Option Period in respect of any Option shall automatically terminate and that Option (to the extent not already exercised) shall automatically lapse on the earliest of:

- (i) subject to paragraphs 8-12, the expiry of the Option Period;
- (ii) the expiry of the periods referred to in paragraphs 8, 9 and 12 respectively;
- (iii) the date of commencement of the winding-up of the Company in respect of the situation contemplated by paragraph 10;
- (iv) the date the compromise or arrangement referred to in paragraph 11 becomes effective;
- (v) where the Grantee is an employee of the Group when an Offer is made to him and he subsequently ceases to be an employee of the Group on any one or more of the grounds that he has been guilty of serious misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangement or composition with his or her creditors generally, or has been convicted of any criminal offence involving his integrity or honesty or (if so determined by the Board) on any other ground on which an employer would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the Grantee's service contract with the Group, the date of cessation of his employment with the Group;
- (vi) the date on which the Directors shall exercise the Company's right to revoke the Option by reason of a breach of paragraph 6 by the Grantee in respect of that or any other Option;
- (vii) if an Option was granted subject to certain conditions, restrictions or limitation, the date on which the Board resolves that the Grantee has failed to satisfy or comply with such conditions, restrictions or limitation;
- (viii) where the Grantee is a supplier, customer, consultant, agent or adviser (whether an individual or a corporation) of a member of the Group, the date on which the Board resolves that the supplier, customer, consultant, agent or adviser has ceased to qualify as a Participant by reason of: (a) the termination of its business relationship with the relevant member of the Group; (b) its failure to comply with any provision of the relevant contracts, or breaches its fiduciary duty under the common law; or (c) any other grounds that the Board considers appropriate; and (d) the occurrence of such event or expiry of such period as may have been specified in the Offer.

(15) Cancellation of Options granted but not exercised

Any cancellation of Options granted but not exercised shall be subject to approval by the Board and the consent from the relevant Grantees. Where any Option is cancelled and new Options are intended to be granted to the same Grantee, the issue of such new Options may only be made under the 2016 Share Option Scheme with available unissued Options (excluding the cancelled Options) within the Scheme Mandate Limit.

(16) Maximum number of Shares available for subscription

- (i) The maximum number of Shares which may be issued upon exercise of all options to be granted at any time under the 2016 Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the relevant class of the Shares in issue as at the date when the 2016 Share Option Scheme was approved and adopted by the Shareholders (the "Scheme Mandate Limit"). Options lapsed in accordance with the terms of the 2016 Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.
- (ii) The Company may seek approval by its Shareholders in general meeting for "refreshing" the Scheme Mandate Limit under the 2016 Share Option Scheme. However, the total number of Shares which may be issued upon exercise of all options to be granted under the 2016 Share Option Scheme and any other schemes of the Company under the limit as "refreshed" must not exceed 10% of the relevant class of the Shares in issue as at the date of passing the relevant resolution to refresh such limit. Options previously granted under the 2016 Share Option Scheme and any other schemes (including those outstanding, cancelled, lapsed in accordance with the 2016 Share Option Scheme or any other schemes or exercised options) will not be counted for the purpose of calculating the Scheme Mandate Limit as "refreshed".
- (iii) The Company may seek separate approval by its Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit provided the Options in excess of the Scheme Mandate Limit are granted only to Participants specifically identified by the Company before such approval is sought. The Company must send a circular to the Shareholders containing a generic description of the specified Participants who may be granted such Options, the number and terms of the Options to be granted, the purpose of granting Options to the specified Participants with an explanation as to how the terms of the Options serve such purpose, the information and the disclaimer required under the Listing Rules.
- (iv) The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Existing Share Option Scheme, the 2016 Share Option Scheme and any other schemes of the Company must not exceed 30% of the relevant class of the Shares in issue from time to time. No options may be granted under the 2016 Share Option Scheme or any other schemes of the Company if this will result in this limit being exceeded.

(17) Maximum entitlement of each Participant

- (i) Unless approved by the Shareholders, the total number of Shares issued and to be issued upon exercise of the Options granted to each Participant (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the relevant class of the Shares in issue.
- (ii) The Company may grant further Options in excess of such limit subject to the approval of the Shareholders in general meeting with such Participant and his close associates abstaining from voting (or his associates if the Participant is a core connected person abstaining from voting).
- (iii) The Company shall send a circular to the Shareholders and the circular must disclose the identity of the Participant, the number and terms of the Options to be granted (and Options previously granted to such Participant), the information and the disclaimer required under the Listing Rules. The number and terms (including the Subscription Price) of Options to be granted to such Participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such further grant will be taken as the Offer Date for the purpose of calculating the Subscription Price.

(18) Grant of Options to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates

Any grant of Option to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company, or any of their respective associates, under the 2016 Share Option Scheme must be approved by the independent non-executive Directors (excluding an independent non-executive Director who is the proposed grantee of the Options). Where any grant of Options to a substantial shareholder (as defined in the Listing Rules) of the Company or an independent non-executive Director or any of their respective associates, would result in the Shares issued or to be issued upon exercise of all options already granted or to be granted under the 2016 Share Option Scheme and any other schemes of the Company (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the relevant class of Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million,

such further grant of Options must be approved by Shareholders. The Company must send a circular to the Shareholders. The Grantee, his associates and all core connected persons (as defined in the Listing Rules) of the Company must abstain from voting in favour at such general meeting, but they may vote against the resolution at the general meeting of the Company provided that their intention to do so has been stated in relevant

circular to Shareholders. Any vote taken at the meeting to approve the grant of such Options must comply with the requirements under the Listing Rules. The circular must contain:

- (i) details of the number and terms (including, among other things, the Subscription Price) of the Options to be granted to each Participant, which must be fixed before the Shareholders' meeting and the date of Board meeting for proposing such further grant to be taken as the Offer Date for the purpose of calculating the Subscription Price;
- (ii) a recommendation from the independent non-executive Directors (excluding an independent non-executive Director who is the proposed grantee of the Options) to the independent Shareholders as to voting;
- (iii) the information required under rules 17.02(2)(c) and (d) and the disclaimer required under rule 17.02(4) of the Listing Rules; and
- (iv) the information required under rule 2.17 of the Listing Rules.

(19) Reorganisation of capital structure

Whilst any Option remains exercisable or this Scheme remains in effect, in the event of any capitalisation issue, rights issue, sub-division or consolidation of the Shares or reduction of the share capital of the Company (other than an issue of Shares as consideration in a transaction to which the Company is a party), such corresponding adjustment (if any) shall be made to:

- (i) the number or nominal amount of Shares to which the 2016 Share Option Scheme or any Option(s) relates (insofar as it is/they are unexercised); and/or
- (ii) the Subscription Price of any Option; and/or
- (iii) the method of exercise of any Option; and/or
- (iv) the maximum number of Shares referred to in paragraphs 16, 17 and 18,

as the Auditors or an independent financial adviser shall certify in writing to the Directors, provided that:

- (a) any such adjustment shall be made on the basis that the proportion of the issued share capital of the Company to which a Grantee is entitled after such adjustment shall remain as nearly as possible the same (but shall not be greater than) as to which he or she was entitled before such adjustment;
- (b) no such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; and
- (c) no such adjustment shall be made the effect of which would be to increase the proportion of the issued share capital of the Company for which any Grantee

would have been entitled to subscribe had he exercised all the Options held by him immediately prior to such adjustment.

The Auditors or the independent financial adviser shall also certify in writing to the Directors that the adjustments (other than any adjustment made on a capitalisation issue) satisfy the requirements set out in (a) to (c) above.

(20) Alterations to the 2016 Share Option Scheme

The 2016 Share Option Scheme may be altered in any respect by a resolution of the Board except:

- (i) any alteration to the advantage of the Participants in relation to any matter contained in rule 17.03 of the Listing Rules;
- (ii) any alterations to the terms and conditions of the 2016 Share Option Scheme which are of a material nature or any change to the terms of Options granted, except alterations which take effect automatically under the existing terms of the 2016 Share Option Scheme;
- (iii) any change to the authority of the Directors in relation to any alteration to the terms of the 2016 Share Option Scheme;
- (iv) the provisions of the 2016 Share Option Scheme as to the definitions of "Participant", "Grantee", "Option Period" and "Scheme Period"; and
- (v) the provisions of paragraphs 1, 2 and 3 (other than the time period referred to), and paragraph 14 and paragraphs 5-13, 16-19, 22-23 and paragraph 24, which shall only be altered with the prior sanction of a resolution of the Company in general meeting, provided that no such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the Grantees as would be required of the holders of the Shares under the Articles for the time being of the Company for a variation of the rights attached to Shares. Any alterations to the terms and conditions of the 2016 Share Option Scheme shall comply with the relevant requirements of Chapter 17 of the Listing Rules.

(21) Termination of the 2016 Share Option Scheme

The Company by ordinary resolution in general meeting may at any time terminate the operation of the 2016 Share Option Scheme and in such event no further Options will be offered but in all other respects the provisions of the 2016 Share Option Scheme shall remain in force. In particular, all Options granted prior to the termination and yet to be exercised shall continue to be valid and exercisable in accordance with the terms of the 2016 Share Option Scheme.

(22) No performance target and minimum period to hold

Unless otherwise specified by the Board, a grantee is not required to achieve any performance target or to hold an Option for a minimum period from the date of grant before any Option granted under the 2016 Share Option Scheme can be exercised.

(23) Share capital

The exercise of any Option shall be subject to the Shareholders in general meeting approving any necessary increase in the share capital of the Company. Subject thereto, the Directors shall make available sufficient of the then authorised but unissued share capital of the Company to allot the Shares on the exercise of any Option.

(24) Vesting period

The vesting period, if any, for each Option to be granted pursuant to the 2016 Share Option Scheme shall be specified by the Board in the relevant offer letter at the time of grant.

NOTICE OF ANNUAL GENERAL MEETING



ENTERPRISE DEVELOPMENT HOLDINGS LIMITED
企展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1808)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Enterprise Development Holdings Limited (the “Company”) will be held at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 26 May 2016 at 10 a.m. to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

1. To receive and consider the audited financial statements and the reports of the Directors and auditors of the Company and its subsidiaries for the year ended 31 December 2015.
2.
 - (a) To re-elect Mr. Lam Kai Tai as Director.
 - (b) To re-elect Mr. Kwok Ho On Anthony as Director.
 - (c) To re-elect Mr. Wong Ho Sing as Director.
 - (d) To re-elect Mr. Yau Yan Ming Raymond as Director.
 - (e) To re-elect Mr. Liu Kam Lung as Director.
 - (f) To authorize the board of Directors (the “Board”) of the Company to fix their remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorize the Board to fix their remuneration.
4. **“THAT:**
 - (A) subject to paragraph (C) of this resolution below, the exercise by the Directors 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 and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the day of passing this resolution; and
- (D) for the purposes of this resolution, “Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands 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 open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”

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5. "THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution; and
- (D) for the purposes of this resolution, "Relevant Period" means the period from the time of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands 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."

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of ordinary resolution no. 4 and 5 above, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution no. 5 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the said ordinary resolution no. 4.”

7. “**THAT** conditional upon The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the approval for the listing of and permission to deal in, on the Stock Exchange, any shares of the Company (the “Shares”) which may be issued upon the exercise of any options which may be granted under the new share option scheme of the Company (the rules of which are set out in the document marked “A” produced to this meeting and initialed by the chairman of this meeting for the purpose of identification) (the “2016 Share Option Scheme”):
 - (A) the 2016 Share Option Scheme be and is hereby approved and adopted by the Company and the directors of the Company (“Directors”) be and are hereby authorized, at their absolute discretion, to grant options to subscribe for the Shares thereunder and to allot, issue and deal in any Shares pursuant to the exercise of the options which may be granted under the 2016 Share Option Scheme and to do all such acts as the Directors may in their absolute discretion consider necessary or expedient in order to give full effect to the 2016 Share Option Scheme; and

 - (B) the existing share option scheme adopted by the Company on 18 December 2006 be and is hereby terminated (save that any outstanding options granted and unexercised thereof will remain valid and exercisable) with effect from the date hereof.”

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

Hong Kong, 25 April 2016

Notes:

1. For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the meeting, the register of members of the Company will be closed from Wednesday, 25 May 2016 to Thursday, 26 May 2016, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, 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 4:30 p.m. on Tuesday, 24 May 2016.

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2. Any member of the Company entitled to attend and vote at the Meeting 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.
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 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 Meeting.
5. With respect to resolutions no. 2 of this notice, Mr. Lam Kai Tai, Mr. Kwok Ho On Anthony, Mr. Wong Ho Sing, Mr. Yau Yan Ming Raymond and Mr. Liu Kam Lung shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of the retiring Directors which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 25 April 2016.
6. As at date of this notice, 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.