
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Enterprise Development Holdings Limited (the “Company”) to be held at Pacific Room on 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 19 May 2017 at 10:30 a.m., at which, among other things, the above proposals will be considered, are set out on pages 14 to 17 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.

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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:

“AGM”	the annual general meeting of the Company to be convened and held at Pacific Room on 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 19 May 2017 at 10:30 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
“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
“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 of the Company of up to 20% of the aggregate number of the issued shares of the Company as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	10 April 2017, 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
“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

DEFINITIONS

“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 number of the issued shares of the Company as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Share Consolidation”	the share consolidation of every ten (10) issued and unissued shares of par value of HK\$0.01 each into one (1) consolidated share of par value of HK\$0.10 each approved by the Shareholders on 29 June 2016 and effective on 30 June 2016
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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. Wong Ho Sing

Mr. Li Jiang Nan

Independent Non-Executive Directors:

Ms. Hu Gin Ing

Mr. Liu Kam Lung

Mr. Liu Jian

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

18 April 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

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; and (ii) the ordinary resolution for re-electing Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 26 May 2016 (“2016 AGM”), the Directors were granted by the then Shareholders (i) a general and unconditional mandate to allot, issue and deal with shares of the Company not exceeding 20% of the aggregate number of the issued shares of the Company as at the date of passing such resolution; (ii) a general and unconditional mandate to repurchase shares of the Company with an aggregate number not exceeding 10% of the aggregate number of the issued shares of the Company 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 number of the shares of the Company repurchased by the Company pursuant to the mandate to repurchase shares of the Company referred to (ii) above.

Upon the Share Consolidation becoming effective on 30 June 2016, the number of Shares available for allotment and issue under the general mandate granted at the 2016 AGM was 83,584,996 Shares.

83,584,000 Shares have been allotted and issued on 8 December 2016 pursuant to a placing agreement entered into on 30 November 2016 at a price of HK\$0.65 per Share pursuant to the general mandate to issue Shares granted at the 2016 AGM.

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 14 to 17 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 501,508,982 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 100,301,796 Shares.

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 six Directors, namely Mr. Lam Kai Tai, Mr. Wong Ho Sing, Mr. Li Jiang Nan, Ms. Hu Gin Ing, Mr. Liu Kam Lung and Mr. Liu Jian.

LETTER FROM THE BOARD

In accordance with the Article 86(3) of the Articles, Mr. Li Jiang Nan and Mr. Liu Jian, being Directors appointed after the 2016 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. Wong Ho Sing and Ms. Hu Gin Ing shall retire from office as Directors by rotation and, being eligible, offer themselves for re-election at the AGM.

Each of Mr. Liu Jian and Ms. Hu Gin Ing has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that each of them 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. Liu Jian and Ms. Hu Gin Ing for re-election at the AGM.

Details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages 14 to 17 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, and the re-election of Directors.

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 501,508,982 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 50,150,898 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 2016 (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 2016 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>
2016		
April*	0.830	0.610
May*	0.780	0.540
June*	0.580	0.360
July	0.455	0.360
August	0.510	0.247
September	0.520	0.380
October	0.810	0.435
November	0.850	0.620
December	0.810	0.550
2017		
January	1.000	0.640
February	1.190	0.920
March	1.060	1.000
April (up to the Latest Practicable Date)	1.010	0.990

* *The highest and lowest prices at which the Shares have traded on the Stock Exchange have been adjusted pursuant to the Share Consolidation effective on 30 June 2016.*

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, Mr. King Pak Fu ("Mr. King") is deemed to be interested in 146,129,500 Shares, representing approximately 29.14% of the issued Shares of the Company, among which, (i) 60,435,500 Shares are held through Affluent Start Holdings Investment Limited ("Affluent Start"); (ii) 64,512,000 Shares are held through Luck Success Development Limited ("Luck Success"); (iii) 17,182,000 Shares are held through Sino Wealthy Limited ("Sino Wealthy"); and (iv) 4,000,000 Shares held through Mystery Idea Limited ("Mystery Idea"). Sino Wealthy is wholly-owned by Bremwood Holdings Limited, both of Bremwood Holdings Limited and Luck Success are wholly-owned by Gauteng Focus Limited, which is wholly-owned by Rentian Technology Holdings Limited, the latter is owned as to 51.55% by Mystery Idea, which in turn, together with Affluent Start, are both wholly-owned by Mr. King. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the aggregate attributable interest of Mr. King would be increased from 29.14% to approximately 32.38% of the issued Shares of the Company. Mr. King and parties acting in concert with him are required to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

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 the Directors who will retire and, being eligible, offer themselves for re-election at the AGM.

Executive Director

Mr. Wong Ho Sing (“Mr. Wong”), aged 32, was appointed as an executive Director on 1 June 2015. Mr. Wong is a member of the Corporate Governance 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 nine 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.

There is no service contract entered into between the Company and Mr. Wong. He is subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles. 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.

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 shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company and does not hold any other position with the Company or any of its subsidiaries.

Mr. Li Jiang Nan (“Mr. Li”), age 52, was appointed as an executive Director on 20 December 2016. Mr Li has substantial experience in investment and business management. He has over 24 years of experience in the leasing of helicopter and private jet. Other than in-export trade, he has experience in the investment of listed, unlisted shares, fixed income notes as well as real estate. Mr. Li was educated in France. Thereafter he engaged in trading and property investment in Hong Kong. Since 1992, he has started a Hong Kong based conglomerate group which is principally engaged in property investment, helicopter and private jet leasing with business in China and Hong Kong. Mr. Li acts as a director and a member of its senior management team of this conglomerate group and has involved in management of various projects of the group. Mr. Li does not hold any other directorship in other public listed companies during the past three years.

Mr. Li entered into a service contract with the Company and the term of the service contract is for a period of three years. Mr. Li's appointment 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. Mr. Li is entitled to a director's remuneration of HK\$20,000 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.

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

Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company and does not hold any other position with the Company or any of its subsidiaries.

Independent Non-Executive Director

Ms. Hu Gin Ing ("Ms. Hu"), aged 58, was appointed as an independent non-executive Director on 12 March 2011. She is also the chairlady of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company. Ms. Hu holds a master degree in business administration from Florida International University, United States of America ("U.S.A."), a master degree in sciences from Barry University, U.S.A. and a bachelor degree from National Taiwan University, major in foreign language. Ms. Hu is a member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants in U.S.A. Ms. Hu currently holds the position of Corp. CFO, Global Finance, of Acer Incorporated, a company listed on the Taiwan Stock Exchange. Ms. Hu has been a director of NHL CPA Ltd., Hong Kong since January 2005. She has been an independent non-executive director of United Pacific Industries limited (HK.176) since November 2013, an independent non-executive director of Carnival Group International Holdings Limited (HK.996) since December 2013, and an independent non-executive director of LVGEM (China) Real Estate Investment Company Limited (HK.95) since May 2014. She was a non-executive director of SMI Culture Group Holdings Limited (HK.2366), a company listed on the Stock Exchange, from 27 August 2013 to 31 October 2014, and an independent director of Arich Enterprise Co. Ltd. (TW.4173), a company listed on the Taiwan Stock Exchange from December 2012 to 17 June 2015. She has over 22 years of experience in accounting and finance. Save as aforesaid, Ms. Hu did not hold any directorship in other listed public companies during the past three years.

Upon the expiry of the term of the appointment letter signed by Ms. Hu with the Company dated 11 March 2011 on 11 March 2013, Ms. Hu has no fixed term of service with the Company but is subject to retirement by rotation at least once in every three years in accordance with the Articles. Ms. Hu 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 her qualifications, experience and duties and responsibilities in the Company.

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

Ms. Hu does not have any relationship with any Directors, senior management, substantial Shareholders (as defined under the Listing Rules) or controlling Shareholders (as defined under the Listing Rules) of the Company and does not hold any other position with the Company or any of its subsidiaries.

Mr. Liu Jian ("Mr. Liu"), aged 63, was appointed as an independent non-executive Director on 19 January 2017. He is also the chairman of each of the Remuneration Committee and the Nomination Committee, and also a member of the Audit Committee. Mr. Liu studied in Computer Sciences (電子計算機專業) and graduated from Shanghai Jiao Tong University (上海交通大學), PRC in August, 1978. Mr. Liu has over 14 years of investment banking experience, during the period from 1995 to 2009, he held senior management position in the investment banking division or initial public offering projects in various investment banks including DBS Asia Capital Limited, CITIC Capital Market Holdings Limited and CITIC Securities International Company Limited. Prior to that, Mr. Liu worked for China Resources Holdings Company Limited and the then Ministry of Foreign Economic Relations and Trade of the PRC (中華人民共和國對外經濟貿易部).

Mr. Liu is currently an independent non-executive director of China Art Financial Holdings Limited, a company whose shares are listed on the main board of the Stock Exchange (stock code: 1572). Save as aforesaid, Mr. Liu did not hold any directorship in any other listed companies during the past three years.

Mr. Liu entered into a service agreement with the Company on 19 January 2017 for a term of three years commencing from 19 January 2017. Mr. Liu 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. Mr. Liu is entitled to a director's remuneration of HK\$20,000 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 the prevailing market conditions.

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 (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) shareholders of the Company and does not hold any other position with the Company or any of its subsidiaries.

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.

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 Pacific Room on 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 19 May 2017 at 10:30 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 2016.
2.
 - (a) To re-elect Mr. Wong Ho Sing as Director.
 - (b) To re-elect Mr. Li Jiang Nan as Director.
 - (c) To re-elect Ms. Hu Gin Ing as Director.
 - (d) To re-elect Mr. Liu Jian as Director.
 - (e) 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 number of shares of the Company 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 number of shares 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 number of shares 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 number of shares of the Company in issue 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 number of the shares 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 number of the shares 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.”

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

Hong Kong, 18 April 2017

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 Monday, 15 May 2017 to Friday, 19 May 2017, 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 Friday, 12 May 2017.
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. Wong Ho Sing, Mr. Li Jiang Nan, Mr. Hu Gin Ing and Mr. Liu Jian 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 18 April 2017.
6. As at date of this notice, the Board comprises three executive Directors, namely Mr. Lam Kai Tai (Chairman), Mr. Wong Ho Sing and Mr. Li Jiang Nan, and three independent non-executive Directors, namely Ms. Hu Gin Ing, Mr. Liu Kam Lung and Mr. Liu Jian.