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ENTERPRISE DEVELOPMENT HOLDINGS LIMITED

企展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1808)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Enterprise Development Limited (the “Company”) will be held at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 April 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT:–**

- (a) the directors (the “Directors”) of the Company be and are hereby authorised to exercise the powers of the Company to allot and issue up to 500,000,000 Specific Mandate Placing Shares (as defined in the circular of the Company dated 19 March 2012), pursuant to the terms of the Placing Agreement (as defined in the circular of the Company dated 19 March 2012), such Specific Mandate Placing Shares shall rank *pari passu* in all respects among themselves and with the existing ordinary shares of the Company in issue at the date of the allotment of the Specific Mandate Placing Share, and the Directors, be and are hereby authorised to take such actions, do such things, agree to such amendments, variations or extension to the Placing Agreement and execute such further documents or deeds which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution; and

- (b) the authorised share capital of the Company be and is hereby increased from HK\$10,000,000 comprising 1,000,000,000 shares of HK\$0.01 each (“shares”) in the share capital of the Company to HK\$30,000,000 divided into 3,000,000,000 shares by the creation of additional 2,000,000,000 Shares of HK\$0.01 each.”

By Order of the Board
Enterprise Development Holdings Limited
King Pak Fu
Chairman

Dated 19 March 2012

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Room 1502, 15th Floor
The Chinese Bank Building
61-65 Des Voeux Road Central
Hong Kong

Notes:

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend on the same occasion.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the meeting or the adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

As at the date of this notice, the Board comprises the following Directors:–

Executive Directors:

Mr. King Pak Fu (*Chairman*)

Mr. Tsang To

Mr. Jia Bowei

Mr. Lam Kwan Sing

Independent Non-executive Directors:

Mr. Lam Ting Lok

Ms. Hu Gin Ling

Mr. Zhang Xiaoman