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## **ENTERPRISE DEVELOPMENT HOLDINGS LIMITED**

### **企展控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1808)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Enterprise Development Holdings Limited (the “Company”) will be held at 10:00 a.m. on Monday, 3 December 2012 at United Conference Centre, 10/F, United Centre, 95 Queensway, Hong Kong for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the subscription agreement dated 5 November 2012 (the “Subscription Agreement”) entered into between Easy Talent Limited (“Easy Talent”), a wholly-owned-subsi-dary of the Company, and Smart Masterly Limited (the “Investor”) in relation to the subscription by the Investor of four (4) ordinary shares of USD1.00 each in the share capital of Easy Talent at the aggregate consideration of RMB50,000,000 (equivalent to approximately HK\$61,900,000), a copy of the Subscription Agreement having been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose, and the transaction contemplated therein (the “Transaction”) and all other matters of and incidental thereto or in connection therewith be and are hereby approved, confirmed and ratified in all respects; and
- (b) any one director of the Company (the “Director”) be and is hereby authorised for and on behalf of the Company to approve and execute all documents, instruments, certificates and agreements and to do all such acts and things deemed by him/her

to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Subscription Agreement and the Transaction as he or she may consider necessary, desirable or expedient.”

Yours faithfully,  
By order of the board of Directors  
**Enterprise Development Holdings Limited**  
**King Pak Fu**  
*Chairman*

16 November 2012

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

*Head office and principal place  
of business in Hong Kong:*  
Room 1502, 15th Floor  
The Chinese Bank Building  
61-65 Des Vouex Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. For ease of reference, the exchange rate between Renminbi and Hong Kong dollars provided in this announcement is RMB1 = HK\$1.238. The provision of such exchange rate does not mean that Hong Kong dollars could be converted into Renminbi based on such exchange rate.
6. As at the date of this notice, the board of Directors of the Company comprises four executive Directors, namely Mr. King Pak Fu (Chairman), Mr. Jia Bowei (Chief Executive Officer), Mr. Tsang To and Mr. Lam Kwan Sing, and three independent non-executive Directors, namely Mr. Lam Ting Lok, Ms. Hu Gin Ing and Mr. Zhang Xiaoman.