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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 the extraordinary general meeting of Enterprise Development Holdings Limited (“**Company**”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Hong Kong on Friday, 12 December 2014 at 2:00 p.m. to approve, with or without modification, the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the conditional subscription agreement dated 21 October 2014 (the “**Subscription Agreement**”) (a copy of which is marked “A” now produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) entered into between the Company and Smart Jump Corporation in respect of the issue of 350,000,000 new shares of HK\$0.01 each in the capital of the company (“**Subscription Shares**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to fulfilment of the conditions precedent set out in the Subscription Agreement, the allotment and issue of the Subscription Shares in accordance with the terms and conditions of the Subscription Agreement be and is hereby approved;
- (c) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (“**Specific Mandate**”) to exercise the powers of the Company to allot and issue the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement, such Subscription Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;

- (d) any one or more of the Directors be and are hereby authorised to do all such other acts and take all such other actions on behalf of the Company, including but not limited to the signing or execution of all such other documents under seal (where applicable) as he/she/they may consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the exercise or enforcement of any of the Company's rights under the Subscription Agreement and to make and agree to such variation of the terms of the Subscription Agreement as any such Director(s) may consider to be appropriate and in the interests of the Company and the Shareholders as a whole."

2. **"THAT:**

- (a) subject to paragraph (c) of this resolution below, the exercise by the Directors of the Company 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 ("**Shares**") 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;
- (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) 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)."

3. “**THAT** conditional upon the passing of resolution no. 2 above, the mandate granted to the Directors at the annual general meeting of the Company on 16 May 2014 to extend the general mandate to allot and issue Shares of the Company to Shares repurchased by the Company be and is hereby revoked and replaced by the mandate **THAT** the Directors be and they are hereby authorised to exercise the authority to add the aggregate nominal amount of the share capital of the Company which are repurchased by the Company pursuant to and in accordance with the ordinary resolution no. 5 granted to the Directors at the annual general meeting of the Company on 16 May 2014 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 pursuant to and in accordance with ordinary resolution no. 2 above.”

By order of the Board
Enterprise Development Holdings Limited
Jia Bowei
Chairman

Hong Kong, 25 November 2014

Registered Office:
Cricket Square
Hutchins Drive
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Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*
Suite 904-5, 9/F
Great Eagle Centre
23 Harbour Road
Wanchai, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more separate proxy(ies) to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 25 November 2014.
3. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Meeting or at any adjourned meeting (as the case may be) should they so wish.
4. Where there are joint registered holders of any share in the Company, 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 are present at the Meeting personally or by proxy, the joint member whose name stands first on the register of members of the Company in respect of such share, or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holder(s) in respect thereof.
5. The votes at the Meeting will be taken by poll.

As at the date of this notice, the board of directors of the Company comprises three executive Directors, namely Mr. Jia Bowei (Chairman), Mr. Lam Kwan Sing (Chief Executive Officer) and Mr. Wang Jun; and three independent non-executive Directors, namely Mr. Yau Yan Ming, Raymond, Ms. Hu Gin Ing and Mr. Zhang Xiaoman.