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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 3:00 p.m. on Tuesday, 12 May 2015 at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the Acquisition Agreement (as defined in the circular dated 24 April 2015 despatched to the Shareholders of the Company (the “**Circular**”) a copy of which has been produced to the EGM marked as “A” and signed by the chairman of the EGM for the purpose of identification) a copy of which has been produced to the meeting and marked as “B” and signed by the chairman of the EGM for the purpose of identification and the terms and conditions thereof be and are hereby approved, confirmed and ratified;
- (b) issue of the Promissory Notes (as defined in the Circular) pursuant to the terms and conditions of the Acquisition Agreement be and is hereby approved;
- (c) the allotment and issue of the Consideration Share (as defined in the Circular), credited as fully paid pursuant to the terms and conditions of the Acquisition Agreement be and is hereby approved;
- (d) all other transactions contemplated under the Acquisition Agreement be and are hereby approved; and

- (e) any one Director be and is hereby authorised to do such acts and deeds in his sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the Acquisition Agreement and the transactions contemplated thereunder.”

By order of the Board
ENTERPRISE DEVELOPMENT HOLDINGS LIMITED
Jia Bowei
Chairman

Hong Kong, 24 April 2015

Notes:

1. Any shareholder entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the extraordinary general meeting (or any adjournment thereof).
3. Delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the extraordinary general meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the extraordinary general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. Any voting at the extraordinary general meeting shall be taken by poll.
6. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.

As at the date of this notice, the board comprise:

Executive Directors:

Mr. Jia Bowei (*Chairman*)
Mr. Lam Kwan Sing (*Chief Executive Officer*)
Mr. Wang Jun

Independent non-executive Directors:

Mr. Yau Yan Ming Raymond
Ms. Hu Gin Ing
Mr. Liu Kam Lung