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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 PLAZA meeting room, Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 8 February 2018 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 14 November 2017 and entered into between Taiping Financial Holdings Company Limited as vendor, Reliable Intelligence Asia Limited, a wholly-owned subsidiary of the Company, as purchaser and the Company, in relation to the sale and purchase of 50% of the issued share capital in Taiping Securities (HK) Co Limited for the initial consideration of HK\$229,884,785.00 (subject to adjustment as set out in the Sale and Purchase Agreement) (a copy of the Sale and Purchase Agreement is produced to the EGM marked “A” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment or waiver of the conditions precedent set out in the Sale and Purchase Agreement, the allotment and issue 130,805,603 new shares (“**Consideration Share(s)**”) of HK\$0.10 each of the Company (“**Share(s)**”), all credited as fully paid, at the issue price of HK\$1.10 per Consideration Share, pursuant to the terms and conditions of the Sale and Purchase Agreement be and is hereby approved;

- (c) subject to the fulfillment or waiver of the conditions precedent set out in the Sale and Purchase Agreement, the issue of the convertible bonds (the “**Convertible Bonds**”) in the principal amount of up to HK\$131,998,836.70, which entitling the holder(s) of the Convertible Bonds to convert up to 94,733,668 Shares (“**Conversion Share(s)**”) at the initial conversion price of HK\$1.10 per Conversion Share (subject to adjustment) pursuant to the terms and conditions of the Convertible Bonds be and is hereby approved; and
- (d) any one or more directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient to give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”

Yours faithfully,
For and of behalf of the Board
Enterprise Development Holdings Limited
Lam Kai Tai
Chairman

Hong Kong, 23 January 2018

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:
Flat B, 11/F
Hing Lung Commercial Building
68-74 Bonham Strand
Sheung Wan
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at 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 not less than 48 hours before the time for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.
3. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with 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, for registration not later than 4:00 p.m. on Friday, 2 February 2018.

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/she/it 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. If typhoon signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.1808.com.hk> and on the “Latest Company Announcements” page of the Stock Exchange website at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
6. The Chinese version of the notice is for reference only. Should there be any discrepancies, the English version will prevail.

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Lam Kai Tai (Chairman), Mr. Li Jiang Nan and Ms. Fan Carol, and three independent non-executive Directors, namely Ms. Hu Gin Ing, Mr. Liu Jian and Mr. Li Wai Kwan.