

Our Ref: F912901

The Board of Directors
Enterprise Development Holdings Limited
Flat B, 11/F, Hing Lung Commercial Building
68-74 Bonham Strand, Sheung Wan, Hong Kong

Dear Sirs,

**ENTERPRISE DEVELOPMENT HOLDINGS LIMITED
INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Enterprise Development Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company (the "Directors") for illustrative purpose only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 and related notes (the "Unaudited Pro Forma Financial Information") as set out on page II-1 to II-2 of Appendix II to the circular dated 24 FEB 2023 (the "Circular") issued by the Company. The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Appendix II to the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed rights issue of 122,446,911 right shares at HK\$0.85 per rights share (the "Rights Shares") on the basis of three Rights Shares for every two existing shares of the Company held on the rights issue record date (the "Rights Issue") on the Group's consolidated net tangible assets attributable to the equity shareholders of the Company as at 30 June 2022 as if the Rights Issue had taken place on 30 June 2022.

As part of this process, information about the Group's financial position as at 30 June 2022 has been extracted by the Directors from the Group's published interim report for the six months period ended 30 June 2022, on which no review report or audit report has been published.

**DIRECTORS' RESPONSIBILITY FOR THE UNAUDITED PRO FORMA FINANCIAL
INFORMATION**

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

OUR INDEPENDENCE AND QUALITY MANAGEMENT

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

REPORTING ACCOUNTANT’S RESPONSIBILITIES

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of the Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2022 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related unaudited pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

OPINION

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

BOFA

BOFA CPA LIMITED
Certified Public Accountants
Hong Kong, 24 FEB 2023

SHUM CHING SAN, JOHNSON
Practising Certificate Number P05332

ENTERPRISE DEVELOPMENT HOLDINGS LIMITED
UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET
TANGIBLE ASSETS OF THE GROUP

The following unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the equity shareholders of the Company prepared in accordance with paragraph 4.29 of the Listing Rules is set out to illustrate the effect of the Rights Issue on the unaudited adjusted consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as if the Rights Issue had been completed on 30 June 2022 and taking into account of certain assumptions.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 is prepared for illustrative purpose only and, because of its hypothetical nature, it may not give a true picture of the financial position of the Group as at the date to which it is made up or at any future date.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 is prepared based on the unaudited consolidated statement of financial position of the Group as at 30 June 2022, as extracted from the published interim report of the Group for the six months period ended 30 June 2022, with adjustments described below.

	Unaudited consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 <i>RMB'000</i> <i>(Note i)</i>	Estimated net proceeds from the Rights Issue <i>RMB'000</i> <i>(Note ii)</i>	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 immediately after completion of the Rights Issue <i>RMB'000</i>	Unaudited consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 <i>RMB</i> <i>(Note iii)</i>	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 immediately after completion of the Rights Issue <i>RMB</i> <i>(Note iv)</i>	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 immediately after completion of the Rights Issue <i>HKS</i> <i>(Note v)</i>
Rights Issue of 122,446,911 Rights Shares at subscription price of HK\$0.85 per Rights Share	110,746	90,199	200,945	1.628	1.055	1.193

Notes:

- (i) The unaudited consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 of approximately RMB110,746,000 is based on the consolidated net assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 of RMB112,234,000, adjusted by intangible assets attributable to the equity shareholders of the Company of RMB1,488,000. The intangible assets attributable to the equity shareholders of the Company of RMB1,488,000 is calculated based on the intangible assets of RMB2,480,000 as extracted from the published interim report of the Group for the six months period ended 30 June 2022 after deducting the intangible assets attributable to non-controlling interests of RMB992,000.
- (ii) The estimated net proceeds from the Rights Issue of approximately HK\$101,989,000 (equivalent to approximately RMB90,199,000) are based on 122,446,911 Rights Shares to be issued (in the proportion of three rights shares for every two existing shares) at the subscription price of HK\$0.85 per Rights Share, after deduction of the estimated related expenses, which are directly attributable to the Right Issue, of approximately HK\$2,091,000 (equivalent to approximately RMB1,849,000), assuming that the Rights Issue had been completed on 30 June 2022.
- (iii) The unaudited consolidated net tangible assets of the Group per share attributable to the equity shareholders of the Company as at 30 June 2022 is RMB1.628, which is calculated based on the unaudited consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 of RMB110,746,000 as set out in Note (i) above divided by 68,031,274 shares in issue as at 30 June 2022.
- (iv) The unaudited pro forma adjusted consolidated net tangible assets of the Group per share attributable to the equity shareholders of the Company as at 30 June 2022 immediately after completion of the Rights Issue of RMB1.055, which is calculated based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the equity shareholders of the Company as at 30 June 2022 immediately after completion of the Rights Issue of RMB200,945,000 divided by 190,478,185 shares, which comprising 68,031,274 shares in issue as at 30 June 2022 and 122,446,911 Rights Shares to be issued, pursuant to the Rights Issue (in the proportion of three Rights Shares for every two existing shares held as at the Rights Issue record date), that are in issue assuming that the Rights Issue had been completed on 30 June 2022 and no outstanding share options of the Company will be exercised.
- (v) For the purpose of the unaudited pro forma financial information, conversion of RMB and HK\$ is calculated at the exchange rate of RMB0.8844 to HK\$1.0. The exchange rate is for illustrative purpose only and does not constitute a representation that any amount has been, could have been, may be exchanged at this or any other rate or at all.
- (vi) No adjustments have been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the equity shareholders of the Company to reflect any trading results or other transactions of the Group entered into subsequent to 30 June 2022.