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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Enterprise Development Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)**

**I. PROPOSED SHARE CONSOLIDATION; AND**  
**II. NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Financial adviser to the Company**



A notice convening the EGM to be held at 9:00 a.m. on 29 June 2016 at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 8 to 9 of this circular. Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting thereof should you so wish.

13 June 2016

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## EXPECTED TIMETABLE

*The expected timetable for the Share Consolidation is set out below:*

<b>Event</b>	<b>Hong Kong Time 2016</b>
Latest date and time for lodging forms of proxy for the EGM .....	9:00 a.m. Monday, 27 June
Date and time of the EGM .....	9:00 a.m. Wednesday, 29 June
Announcement of voting result of the EGM .....	Wednesday, 29 June
Effective date of the Share Consolidation .....	Thursday, 30 June
Dealing in the Consolidated Shares commences .....	9:00 a.m. Thursday, 30 June
Original counter for trading in the Shares in board lots of 2,000 Shares (in the form of existing share certificates) temporarily closes .....	9:00 a.m. Thursday, 30 June
Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens .....	9:00 a.m. Thursday, 30 June
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares .....	Thursday, 30 June
Original counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of new share certificates) re-opens .....	9:00 a.m. Friday, 15 July
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences .....	9:00 a.m. Friday, 15 July
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares .....	9:00 a.m. Friday, 15 July

## EXPECTED TIMETABLE

Event	Hong Kong Time 2016
Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) closes . . . . .	close of business on Thursday, 4 August
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends . . . . .	close of business on Thursday, 4 August
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares . . . . .	close of business on Thursday, 4 August
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	Monday, 8 August

*Note:*

*All times and dates in this circular refer to Hong Kong local times and dates. Shareholders should note that the dates and deadlines specified in this circular for events in the timetable for the Share Consolidation is subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by Shareholders at the EGM, and is therefore for indicative purpose only.*

*In the event that any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.*

## DEFINITIONS

*In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:*

“Announcement”	the announcement of the Company dated 30 May 2016 in relation to the Share Consolidation
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Enterprise Development Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company immediately following the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Consolidation
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	8 June 2016, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Shares of par value of HK\$0.01 each into one (1) Consolidated Share of par value of HK\$0.10 each
“Share(s)”	existing ordinary share(s) in the Company of HK\$0.01 each
“Shareholders”	holders of the Shares or the Consolidated Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

## LETTER FROM THE BOARD



# ENTERPRISE DEVELOPMENT HOLDINGS LIMITED 企展控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1808)**

*Executive Directors:*

Mr. Lam Kai Tai (*Chairman*)  
Mr. Kwok Ho On Anthony  
Mr. Wang Jun  
Mr. Wong Ho Sing

*Registered office:*

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

*Independent Non-executive Directors:*

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

*Principal place of business*

*in Hong Kong:*  
Room 2810, 28th Floor  
West Tower, Shun Tak Centre  
200 Connaught Road Central  
Hong Kong

13 June 2016

*To the Shareholders*

Dear Sir or Madam,

## I. PROPOSED SHARE CONSOLIDATION; AND II. NOTICE OF EXTRAORDINARY GENERAL MEETING

### INTRODUCTION

Reference is made to the Announcement in relation to the proposed Share Consolidation.

The purpose of this circular is to provide the Shareholders, among other things, further details of the Share Consolidation and the notice of EGM.

### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.10 each.

## LETTER FROM THE BOARD

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,000,000,000 divided into 100,000,000,000 Shares of HK\$0.01 each, of which 4,179,249,827 Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Shares prior thereto, the authorised share capital of the Company shall become HK\$1,000,000,000 divided into 10,000,000,000 Consolidated Shares of HK\$0.10 each, of which 417,924,982 Consolidated Shares will be in issue. Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

The Company has adopted a share option scheme on 26 May 2016 (the “**Share Option Scheme**”), options to subscribe for up to a maximum of 417,924,982 Shares may be granted under the Share Option Scheme. As at the Latest Practicable Date, no option has been granted and are outstanding under the Share Option Scheme. After the Share Consolidation, only up to 41,792,498 Consolidated Shares may be issued pursuant to the exercise of options to be granted under the Share Option Scheme. As the Company has no outstanding options as at the Latest Practicable Date, no adjustments need to be made to the exercise prices or numbers of Consolidated Shares to be issued upon exercise of any outstanding options as a result of the Share Consolidation.

As at the Latest Practicable Date, the Company does not have any outstanding options, warrants or securities in issue which are convertible or exchangeable into the Shares.

### Conditions Precedent to the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM; and
- (ii) the Listing Division of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

The Share Consolidation will become effective on the next Business Day immediately following the fulfillment of the above conditions.

### Listing Application

An application will be made by the Company to the Listing Division of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated



## LETTER FROM THE BOARD

Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

### **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed China Rise Securities Asset Management Company Limited to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares from 9:00 a.m. on Friday, 15 July 2016 to close of business on Thursday, 4 August 2016 (both days inclusive). Holders of odd lots of the Consolidated Shares who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or top up to a full board lot may, directly or through their brokers, contact Mr. Wat Hin Pong of China Rise Securities Asset Management Company Limited at 10th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong by phone at (852) 2158 9068 or by fax at (852) 2158 9090 during this period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement, is recommended to consult his/her/its own professional advisers.

### **Free exchange of Consolidated Shares' certificates and trading arrangement**

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Thursday, 30 June 2016 until Monday, 8 August 2016 (both days inclusive), submit existing share certificates for the Shares to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem

## LETTER FROM THE BOARD

Exchange Square, 338 King's Road, North Point, Hong Kong, to exchange, at the expense of the Company, for new share certificates of the Consolidated Shares (on the basis of ten (10) Shares for one (1) Consolidated Share). Thereafter, existing share certificates of Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each existing share certificate for the Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher. After close of business on Thursday, 4 August 2016, existing share certificates for the Shares will only remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

The new share certificates for the Consolidated Shares will be issued in yellow colour in order to distinguish them from the existing blue colour of the share certificates for the Shares.

### **Board lot size**

Currently, the existing Shares are traded on the Stock Exchange in the board lot size of 2,000 existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 2,000 Consolidated Shares.

### **REASONS FOR THE SHARE CONSOLIDATION**

The Company noted that under Rule 13.64 of the Listing Rules, where the market price of the securities of the Company approaches the extremities of HK\$0.01, the Stock Exchange reserves the right to require the Company either to change the trading method or consolidate the Shares.

The proposed Share Consolidation will increase the nominal value of the existing Shares and decrease the total number of existing Shares currently in issue. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange which will reduce the overall transaction and handling costs of dealings in the Consolidated Shares. Accordingly, the Directors consider that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

### **EGM**

The EGM will be convened and held at 9:00 a.m. on 29 June 2016 at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, for the purpose of considering, and, if thought fit, the Share Consolidation.

The notice of the EGM is set out on pages 8 to 9 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338

## LETTER FROM THE BOARD

King's Road, North Point, Hong Kong as soon as possible but in an event not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting should you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution in relation to the Share Consolidation to be proposed at the EGM.

The ordinary resolution proposed to be approved at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or controlling shareholders or substantial shareholders of the Company or any of their respective close associates (as defined in the Listing Rules) had any interest in a business which competes or may compete with the business of the Group nor does any of them has or may have any other conflicts of interest with the Group.

### RECOMMENDATION

The Directors are of the opinion that the Share Consolidation is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed in the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By Order of the Board  
**Enterprise Development Holdings Limited**  
**Lam Kai Tai**  
*Chairman*

NOTICE OF EGM



**ENTERPRISE DEVELOPMENT HOLDINGS LIMITED**  
**企展控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1808)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Enterprise Development Holdings Limited (the “**Company**”) will be held at 9:00 a.m. on 29 June 2016 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**, subject to and conditional upon the Listing Division of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Shares (as hereinafter defined) in issue and any new Consolidated Shares which may fall to be issued, every ten (10) issued and unissued shares of HK\$0.01 each in the capital of the Company be and is hereby consolidated into one (1) share of HK\$0.1 (the “**Consolidated Share**”) with effect on the business day next following the date on which this resolution is passed (the “**Share Consolidation**”) and the Directors be authorised to issue new share certificates in respect of the Consolidated Shares to holders of existing shares of the Company pursuant to the Share Consolidation and to do all things and execute all documents in connection with or incidental to the Share Consolidation.”

By Order of the Board

**Enterprise Development Holdings Limited**

**Lam Kai Tai**

*Chairman*

Hong Kong, 13 June 2016

*Registered office:*

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Room 2810, 28th Floor

West Tower, Shun Tak Centre

200 Connaught Road Central

Hong Kong

## NOTICE OF EGM

*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 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 appointed for the extraordinary general meeting (or any adjournment thereof).
3. Completion and 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 appoint 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. A form of proxy for use at the extraordinary general meeting is attached herewith
6. Any voting at the extraordinary general meeting shall be taken by poll.
7. The form of proxy shall be in writing under the hand of the appointer or 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 comprises four executive Directors, namely Mr. Lam Kai Tai (Chairman), Mr. Kwok Ho On Anthony, Mr. Wang Jun and Mr. Wong Ho Sing, and three independent non-executive Directors, namely Mr. Yau Yan Ming Raymond, Ms. Hu Gin Ing and Mr. Liu Kam Lung.*