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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a stockbroker or other registered 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, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer 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)**

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Enterprise Development Holdings Limited (the "Company") to be held at Pacific Room, 2/F, Island Pacific Hotel Hong Kong, 152 Connaught Road West, Hong Kong on Wednesday, 22 May 2019 at 10:30 a.m. is set out on pages 15 to 18 of this circular.

Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

17 April 2019

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## CONTENTS

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	<i>Page</i>
<b>Responsibility Statement</b> .....	ii
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I – Explanatory Statement on Repurchase Mandate</b> .....	7
<b>Appendix II – Details of the Directors proposed to be re-elected at the Annual General Meeting</b> .....	10
<b>Notice of Annual General Meeting</b> .....	15

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## **RESPONSIBILITY STATEMENT**

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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.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Pacific Room, 2/F, Island Pacific Hotel Hong Kong, 152 Connaught Road West, Hong Kong on Wednesday, 22 May 2019 at 10:30 a.m.
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under Chapter 1 of the Listing Rules
“Auditors”	the auditors of the Company, as appointed from time to time
“Board”	the board of Directors
“Company”	Enterprise Development Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of the Company of up to 20% of the aggregate number of the issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	11 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the aggregate number of the issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“HK\$” and “HK cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Lam Kai Tai (*Chairman*)

Mr. Bai Xuefei

*Independent Non-Executive Directors:*

Ms. Hu Gin Ing

Mr. Liu Jian

Mr. Li Wai Kwan

*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

17 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) the ordinary resolutions granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the ordinary resolutions for re-electing Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

At the annual general meeting of the Company held on 23 May 2018 (“2018 AGM”), the Directors were granted by the then Shareholders (i) a general and unconditional mandate to allot, issue and deal with Shares of the Company not exceeding 20% of the aggregate number of the issued Shares of the Company as at the date of passing such resolution (i.e. 105,301,796 Shares); (ii) a general and unconditional mandate to repurchase Shares of the Company with an aggregate number not exceeding 10% of the aggregate number of the issued Shares of the Company as at the date of passing such resolution; and (iii) to extend the general mandate mentioned in (i) above by an amount representing the aggregate number of the Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares of the Company referred to (ii) above.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 15 to 18 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares was 526,508,982 Shares, assume no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 105,301,796 Shares.

### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors the Repurchase Mandate at the AGM.

### RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors, namely Mr. Lam Kai Tai, Mr. Bai Xuefei, Ms. Hu Gin Ing, Mr. Liu Jian and Mr. Li Wai Kwan.

In accordance with the Article 86(3) of the Articles, Mr. Bai Xuefei, being a Director appointed after the 2018 AGM, shall retire from office as Director and, being eligible, offer himself for re-election at the AGM.

In accordance with Article 87 of the Articles, Ms. Hu Gin Ing and Mr. Li Wai Kwan shall retire from office as Directors by rotation and, being eligible, offer themselves for re-election at the AGM.

Details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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The Nomination Committee of the Company has reviewed the biographical information of the retiring Directors, and considered that notwithstanding Ms. Hu is currently independent non-executive director of a number of listed companies, the re-election of Ms. Hu as an independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole by taking into accounts that Ms. Hu has extensive experience in finance and accounting, her working profile and other experience and factors as set out in Appendix II to this circular. Though Ms. Hu is independent non-executive directors of different listed companies, her depth of knowledge and experience can support her roles and she actively participated in the Group's board meetings and board committee meetings, and made valuable contributions to the Group. The Nomination Committee is satisfied that Ms. Hu has the required character, integrity and experience to continuously fulfil her role as an independent non-executive Director effectively.

The Nomination Committee also considered that notwithstanding Mr. Li is currently independent non-executive director of a number of listed companies, the re-election of Mr. Li as an independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole by taking into accounts that Mr. Li has extensive experience in economics, accounting, finance, asset and investment management, his working profile, qualifications and other factors as set out in Appendix II to this circular. His depth of knowledge and experience can support his roles and he actively participated in the Group's board meetings and board committee meetings, and made valuable contributions to the Group. The Nomination Committee is satisfied that Mr. Li has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively.

The Nomination Committee has also assessed the independence of each of the retiring Directors based on reviewing their annual written confirmations of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors stand for re-election as Directors at the annual general meeting.

### **ANNUAL GENERAL MEETING**

Set out on pages 15 to 18 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to the proposals for the Issue Mandate and the Repurchase Mandate, and the re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to 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 as soon as possible and in any event not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.



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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the AGM will be voted by poll.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/its votes or cast all his/its votes in the same way. As at the Latest Practicable Date, to the best knowledge of the Directors, none of the Shareholders shall be required to abstain from voting at the AGM.

### RECOMMENDATION

The Directors consider that the proposed ordinary resolutions are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of such resolutions at the AGM.

### GENERAL

Your attention is also drawn to the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

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## **APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.*

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 526,508,982 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 52,650,898 Shares, representing 10% of the aggregate number of the issued Shares as at the date of AGM.

### **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **4. FUNDING OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum of association and the Articles and the laws of the Cayman Islands. Such repurchases may only be effected out of profits of the Company or a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law of the Cayman Islands, out of capital and, in the case of any premium payable on a repurchase, out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Law of the Cayman Islands, out of capital.

As compared with the financial position of the Company as at 31 December 2018 (being the date to which the latest audited financial statements of the Company have been made up), the Board does not propose to exercise the Repurchase Mandate nor does it consider that there would be any material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be exercised in full during the proposed repurchase period.

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## APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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### 5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2018 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:

	Share Prices	
	Highest HK\$	Lowest HK\$
<b>2018</b>		
April	1.850	1.400
May	1.480	1.270
June	1.420	0.550
July	1.000	0.650
August	1.080	0.780
September	0.920	0.770
October	0.780	0.450
November	0.520	0.360
December	0.520	0.380
<b>2019</b>		
January	0.435	0.365
February	0.560	0.375
March	0.710	0.435
April (up to the Latest Practicable Date)	1.000	0.590

### 7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the Articles.

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## **APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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### **8. CORE CONNECTED PERSON**

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

### **9. TAKEOVERS CODE**

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. King Pak Fu ("Mr. King") is deemed to be interested in 305,329,792 Shares, representing approximately 57.99% of the issued Shares of the Company, among which, (i) 60,435,500 Shares are held through Affluent Start Holdings Investment Limited ("Affluent Start"); (ii) 186,672,292 Shares are held through Luck Success Development Limited ("Luck Success"); (iii) 42,672,000 Shares are held through Sino Wealthy Limited ("Sino Wealthy"); (iv) 4,000,000 Shares are held through Mystery Idea Limited ("Mystery Idea"); and (v) 11,540,000 Shares are held through Elite Mile Investments Limited ("Elite Mile") pursuant to the SFO. Sino Wealthy is wholly-owned by Bremwood Holdings Limited, both of Bremwood Holdings Limited and Luck Success are wholly-owned by Gauteng Focus Limited, which is wholly-owned by Rentian Technology Holdings Limited, the latter is owned indirectly as to 55.97% by Mr. King. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the aggregate attributable interest of Mr. King would be increased from 57.99% to approximately 64.43% of the issued Shares of the Company. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares to an extent which would result in the amount of Shares held by Public being reduced to less than 25%.

### **10. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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*The following set out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM.*

### **Executive Director**

**Mr. Bai Xuefei (“Mr. Bai”)**, aged 41, was appointed as an executive Director on 1 June 2018. He is graduated from China Agricultural University (中國農業大學), majoring in accounting and received a bachelor’s degree in economics in 1999. Mr. Bai obtained a master’s degree in laws from Heilongjiang University (黑龍江大學) in 2003. Mr. Bai has been an executive Director of Carnival Group International Holdings Limited (stock code: 996) since July 2018, a company whose shares are listed on the main board of the Stock Exchange (stock code: 996.HK) since July 2018. Mr. Bai was a deputy general manager of China Nuclear Investment Co., Ltd (中核投資有限公司) from July 2016 to May 2018 and an executive director and the co-chief executive officer of China Nuclear Energy Technology Corporation Limited (stock code: 00611) from September 2016 to January 2018, a company whose shares are listed on the main board of the Stock Exchange. Prior to that, during the period from May 2013 to July 2016, he served as the head of the board office of China Nuclear Engineering Corporation Limited (中國核工業建設股份有限公司), a company whose shares are listed on Shanghai Stock Exchange (stock code: 601611.SH). From November 2004 to May 2013, Mr. Bai was the director of the investor relations division of China Shenhua Energy Company Limited, a company whose shares are listed on Shanghai Stock Exchange (stock code: 601088. SH) and the main board of the Stock Exchange (stock code: 01088). From June 2003 to November 2004, Mr. Bai served as an officer of the policies and regulations research division of Shenhua Group Company Limited (神華集團有限責任公司). He was an executive director and chief executive officer of Rentian Technology Holdings Limited (stock code: 885) from June 2018 to July 2018, a company listed on the main board of the Stock Exchange, which is the controlling shareholder of the Company. Save as aforesaid, Mr. Bai did not hold any directorship in any other listed companies during the past three years.

Mr. Bai entered into a service contract with the Company on 1 June 2018 for a term of three years commencing from 1 June 2018. Mr. Bai is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company. Mr. Bai is entitled to a director’s remuneration of HK\$20,000 per month which is determined by the Board with reference to the recommendation of the remuneration committee of the Company based on his qualifications, experience, duties and responsibilities in the Company.

As at the Latest Practicable Date, Mr. Bai does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Bai does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. He does not hold any other position with the Company or any of its subsidiaries.

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## APPENDIX II      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### Independent Non-Executive Director

**Ms. Hu Gin Ing** (“**Ms. Hu**”), aged 60, was appointed as an independent non-executive Director on 12 March 2011. She is also the chairlady of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company. Ms. Hu holds a master degree in business administration from Florida International University, United States of America (“U.S.A.”), a master degree in sciences from Barry University, U.S.A. and a bachelor degree from National Taiwan University, major in foreign language. Ms. Hu is a member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants in U.S.A. Ms. Hu is now the vice chairlady of the board of BeneLife Management Limited since February 2018 and the chairlady of the board of Benepet Co., Ltd. since July 2017. Ms. Hu has been the Corp. CFO, Global Finance, of Acer Incorporated, a company listed on the Taiwan Stock Exchange for the period from May 2014 to June 2017. Ms. Hu has been a director of NHL CPA Ltd., Hong Kong since January 2005. She is currently an independent non-executive director of Superactive Group Company Limited (formerly known as “United Pacific Industries Limited”) (stock code: 176) since November 2013, an independent non-executive director of Carnival Group International Holdings Limited (stock code: 996) since December 2013, and an independent non-executive director of LVGEM (China) Real Estate Investment Company Limited (stock code: 95) since May 2014, all of which are companies listed on the main board of the Stock Exchange. Ms. Hu also served as an independent director of Arich Enterprise Co. Ltd. (a company listed on the GreTai Securities Market in Taiwan with stock code of 4173) from December 2012 to June 2015. She has over 24 years of experience in accounting and finance. Save as aforesaid, Ms. Hu did not hold any directorship in other listed public companies during the past three years.

Upon the expiry of the term of the appointment letter signed by Ms. Hu with the Company dated 11 March 2011 on 11 March 2013, Ms. Hu has no fixed term of service with the Company but is subject to retirement by rotation at least once in every three years in accordance with the Articles. Ms. Hu is entitled to a director’s remuneration of HK\$240,000 per annum which is determined by the Board with reference to the recommendation of the Remuneration Committee based on her qualifications, experience, duties and responsibilities in the Company.

As at the Latest Practicable Date, Ms. Hu does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Hu does not have any relationship with any Directors, senior management, substantial Shareholders (as defined under the Listing Rules) or controlling Shareholders (as defined under the Listing Rules) of the Company and does not hold any other position with the Company or any of its subsidiaries.

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## APPENDIX II            DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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**Mr. Li Wai Kwan (“Mr. Li”)**, aged 47, was appointed as an independent non-executive Director on 27 April 2017. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He has many years of experience in accounting, finance and investment management. Mr. Li is the chief financial officer of Crystal International Group Limited (stock code: 2232), which is principally engaged in manufacturing of fashion products since November 2018, while he is responsible for finance matters for the Group. From March 2005 to September 2006, he worked for Esprit Holdings Limited, which is listed on the main board of the Stock Exchange (stock code: 330) and principally engaged in manufacturing, retail and wholesale distribution of fashion products, and he served as a vice president of operational finance and a vice president of finance in Asia Pacific region from March 2005 to September 2006, while he was responsible for finance and operational matters. From October 2006 to September 2010, he was a vice president of COFCO China Agri-Industries Holdings Limited, which is listed on the main board of the Stock Exchange (stock code: 606) and principally engaged in trading on agricultural raw materials, manufacturing and distributing food products, while he was responsible for finance, investment and company secretarial matters. Mr. Li was a managing director and director of the board of COFCO Agricultural Industrial Investment Fund Management Company Limited, which is principally engaged in asset management, from September 2010 to October 2011, and he was responsible for managing overall business and investment matters. Mr. Li was a managing director of Origo Partners PLC, whose shares are listed on the London Stock Exchange and principal business is private equity investment, from November 2011 to January 2013, and he was responsible for investment matters. Mr. Li was the chief financial officer of Zhuhai Dahengqin Company Limited and its affiliate Zhuhai Dahengqin Property Company Limited, which is principally engaged in primary land development, real estate development, theme park construction and operation, city operational management, and asset management in Hengqin Free Trade Zone, from December 2013 to October 2018, while he was responsible for finance, investment and fund management matters.

Mr. Li is an executive committee member and honorary treasurer of the Hong Kong – ASEAN Economics Cooperation Foundation since 2015, a director of the board of Chartered Professional Accountants of Canada – Hong Kong Chapter since 2017 and a Honorary President of the Institute of Certified Management Accountants – Hong Kong & Macau Branch since 2018.

Mr. Li was the chairman of Investor Relations Committee of the Chamber of Hong Kong Listed Companies from 2008 to 2010, the honorary vice chairman of China Enterprise Reputation and Credibility Association (Overseas) in 2009, the chairman of Partnership and Promotion Committee of the Hong Kong Investor Relations Association from 2009 to 2010, a member of the Organizing Committee of Directors of the Year Awards 2010 organized by the Hong Kong Institute of Directors, a committee member of the PRC committee of the Hong Kong Venture Capital and Private Equity Association in 2011, and a committee member of Public Awareness Committee of Hong Kong Society of Financial Analysts in 2016. Mr. Li was a member of Finance Committee of the Hong Kong Housing Authority from 2010 to 2012. Mr. Li was the guest lecturer of the Macau University of Science and Technology in 2016.

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## **APPENDIX II            DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Mr. Li graduated from University of Toronto in Canada with a bachelor of commerce degree with distinction in November 1995. He further obtained a master of business administration degree from Schulich School of Business, York University in Canada in November 1996.

Mr. Li was admitted as a chartered financial analyst of the Chartered Financial Analysts Institute in September 2001, a certified general accountant of the Certified General Accountants of Canada in October 2002, a certified public accountant of the Hong Kong Institute of Certified Public Accountants in October 2004, a fellow chartered certified accountant of the Association of Chartered Certified Accountants in April 2010, a chartered professional accountant of the Chartered Professional Accountants of British Columbia, Canada in June 2015, a member of Hong Kong Business Accountants Association in December 2015, a fellow certified management accountant of the Institute of Certified Management Accountants in April 2016, and a fellow chartered accountant of the Institute of Chartered Accountant in England & Wales in June 2018.

Mr. Li is the independent non-executive director of KW Nelson Interior Design and Constructing Group Limited (stock code: 8411) since 18 November 2016, the independent non-executive director of Miricor Enterprises Holdings Limited (stock code: 1827) since 19 December 2016, the independent non-executive director of Enterprise Development Holdings Limited (stock code: 1808) since 27 April 2017, the independent non-executive director of TL Natural Gas Holdings Limited (stock code: 8536) since 18 May 2018, and the independent non-executive director of China Greenfresh Group Company Limited (stock code: 6183) since 20 July 2018. Mr. Li was the independent non-executive director of China Graphene Group Limited (stock code: 63) from 1 February 2018 to 31 November 2018. Save as aforesaid, Mr. Li did not hold any directorship in other listed public companies during the past three years.

Mr. Li entered into a service agreement with the Company for a term of three years. Mr. Li is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company. Mr. Li is entitled to a director's remuneration of HK\$20,000 per month which is determined by the ED Board with reference to the recommendation of the remuneration committee of the Company based on his qualifications, experience and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Li does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Li does not have any relationship with any Directors, senior management, substantial Shareholders (as defined under the Listing Rules) or controlling Shareholders (as defined under the Listing Rules) of the Company and does not hold any other position with the Company or any of its subsidiaries.



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**APPENDIX II            DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) nor are there any other matters need to be brought to the attention of the Shareholders in respect of each of the above Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN THAT** an Annual General Meeting of Enterprise Development Holdings Limited (the “Company”) will be held at Pacific Room, 2/F, Island Pacific Hotel Hong Kong, 152 Connaught Road West, Hong Kong on Wednesday, 22 May 2019 at 10:30 a.m. to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

1. To receive and consider the audited financial statements and the reports of the Directors and auditors of the Company and its subsidiaries for the year ended 31 December 2018.
2.
  - (a) To re-elect Mr. Bai Xuefei as Director.
  - (b) To re-elect Ms. Hu Gin Ing as Director.
  - (c) To re-elect Mr. Li Wai Kwan as Director.
  - (d) To authorize the board of Directors (the “Board”) of the Company to fix their remuneration.
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorize the Board to fix their remuneration.
4. **“THAT:**
  - (A) subject to paragraph (C) of this resolution below, the exercise by the Directors 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 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 of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) the aggregate number of shares of the Company 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 number of shares of the Company in issue as at the date 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 of the Company 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).”

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
  - (C) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date 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.”
6. “**THAT** conditional upon the passing of ordinary resolutions no. 4 and 5 above, the aggregate number of the shares of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution no. 5 shall be added to the aggregate number of the shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the said ordinary resolution no. 4.”

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

Hong Kong, 17 April 2019

*Notes:*

1. For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 17 May 2019 to Wednesday, 22 May 2019, both days inclusive, during which period no transfer of shares will be effected. 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 Thursday, 16 May 2019.

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## NOTICE OF ANNUAL GENERAL MEETING

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2. Any member of the Company entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint proxy to attend and vote instead of him in accordance with the Articles of Association of the Company. A proxy need not be a member of the Company, but must be present in person to represent the member.
3. In the case of joint holders of shares in the Company any one of such joint holder may vote either in person or by proxy in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, 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 not less than 48 hours before the time fixed for holding of the meeting.
5. With respect to resolutions no. 2 (a) to (c) of this notice, Mr. Bai Xuefei, Ms. Hu Gin Ing and Mr. Li Wai Kwan shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of the retiring Directors which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 17 April 2019.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:30 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company at [www.1808.com.hk](http://www.1808.com.hk) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and venue of the rescheduled meeting.
7. As at date of this notice, the Board comprises two executive Directors, namely Mr. Lam Kai Tai (Chairman) and Mr. Bai Xuefei, and three independent non-executive Directors, namely Ms. Hu Gin Ing, Mr. Liu Jian and Mr. Li Wai Kwan.