
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

**PROPOSED CHANGE AND APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of Enterprise Development Holdings Limited (the “Company”) to be held at Room 401, 4/F., Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on Thursday, 25 July 2024 at 10:30 a.m. is set out on page 6 of this circular.

Whether or not you intend to attend and/or vote at the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting or any adjournment thereof should you so wish.

8 July 2024

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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.

DEFINITIONS

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

“Appointment Announcement”	the announcement of the Company dated 29 June 2024 in relation to the appointment of HLBHIC as the Auditor
“Articles”	the articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Auditor”	the auditor of the Company
“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
“EGM”	the extraordinary general meeting of the Company to be convened and held at Room 401, 4/F., Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on Thursday, 25 July 2024 at 10:30 a.m. and any adjournment thereof
“Group”	the Company and its subsidiaries
“HLBHIC”	HLB Hodgson Impey Cheng Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 July 2024, 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
“Proposed Appointment”	the proposed appointment of HLBHIC as the new auditor of the Company with a term to hold office until the conclusion of the next annual general meeting of the Company, upon the approval of the Shareholders by an ordinary resolution at the EGM

DEFINITIONS

“Share(s)”	ordinary share(s) 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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. Yu Hui (*Chief Executive Officer*)

Ms. Li Zhuoyang

Independent Non-Executive Directors:

Mr. Cai Jinliang

Mr. Chin Hon Siang

Mr. Chen Kwok Wang

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of

Business in Hong Kong:

Room 1105, 11/F

Jubilee Centre

18 Fenwick Street/

46 Gloucester Road

Wanchai, Hong Kong

8 July 2024

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE AND APPOINTMENT OF AUDITOR

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM for the proposed appointment of auditor.

PROPOSED APPOINTMENT OF AUDITOR

According to the Appointment Announcement, the Board has resolved, with the recommendation of the Audit Committee, to appoint HLBHIC as the new Auditor, and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval of the Shareholders at the EGM. The Board recommends to the Shareholders that the Board shall be authorised to fix the auditors' remuneration.

LETTER FROM THE BOARD

HLBHIC is a principal member of HLB International, a network of independent professional accounting firms and business advisers, and has extensive and years of experience in auditing listed companies in Hong Kong.

The Board and the Audit Committee comprehensively considered the background, qualification, competence, experience and resources of HLBHIC that can be allocated to cope with the Company's business development, considered HLBHIC is suitable to act as the Auditor, the Board believes that HLBHIC's extensive audit experience can satisfy the Company's future development needs.

The Proposed Appointment is subject to approval by the Shareholders at the EGM pursuant to the Articles.

EXTRAORDINARY GENERAL MEETING

Set out on page 6 of this circular is a notice convening the EGM to consider and, if appropriate, to approve, among others, the ordinary resolution relating to the Proposed Appointment.

A form of proxy for use at the EGM is enclosed herewith. Whether or not you intend to attend and/or vote at the EGM 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 EGM 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.

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, the resolution set out in the notice of the EGM 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 EGM.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 22 July 2024 to Thursday, 25 July 2024, 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 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, 19 July 2024.

RECOMMENDATION

The Directors consider that the Proposed Appointment is in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of the resolution at the EGM.

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
Yu Hui
Executive Director and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 Room 401, 4/F., Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on Thursday, 25 July 2024 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following as an ordinary resolution:

“To appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company with effect from the date on which this resolution is adopted until the conclusion of the next annual general meeting of the Company and to authorize the board of directors of the Company to fix its remuneration.”

By Order of the Board

Enterprise Development Holdings Limited

Yu Hui

Executive Director and Chief Executive Officer

Hong Kong, 8 July 2024

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 Monday, 22 July 2024 to Thursday, 25 July 2024, 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 Friday, 19 July 2024.
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. As at the date of this notice, the Board comprises two executive Directors, namely Mr. Yu Hui (chief executive officer) and Ms. Li Zhuoyang and three independent non-executive Directors, namely Mr. Cai Jinliang, Mr. Chin Hon Siang and Mr. Chen Kwok Wang.