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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

華福國際
HUAFU INTERNATIONAL

On 15 May 2026 (after trading hours), the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 48,970,000 Placing Shares at the Placing Price of HK$1.08 per Placing Share. The Placing Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 20 June 2025.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of Placing Shares under the Placing represent (i) approximately 20.00% of the existing issued share capital of the Company of 244,888,185 Shares as at the date of this announcement; and (ii) approximately 16.66% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK$4,897,000.

The Placing Price of HK$1.08 per Placing Share represents (i) a discount of approximately 19.40% to the closing price of HK$1.340 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 16.80% to the average closing price of HK$1.298 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the Placing Agreement.

Subject to completion of the Placing, it is expected that the maximum gross proceeds and net proceeds (after deducting the placing commission and all related expenses) from the Placing will be approximately HK$52.89 million and HK$52.27 million respectively. On such basis, the net issue price will be approximately HK$1.067 per Placing Share.

Since completion of the Placing is subject to the fulfilment of the conditions as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On 15 May 2026 (after trading hours), the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 48,970,000 Placing Shares at the Placing Price of HK$1.08 per Placing Share.

The principal terms of the Placing Agreement are set out below.

The Placing Agreement

Date: 15 May 2026

Parties: the Company; and

the Placing Agent, an independent Third Party

Pursuant to the terms of the Placing Agreement, the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 48,970,000 Placing Shares at the Placing Price of HK$1.08 per Placing Share. The terms of the Placing Agreement were arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions. The Directors are of the view that the terms of the Placing Agreement are fair and reasonable based on current market conditions.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placing Commission

Subject to completion of the Placing, the Company shall pay to the Placing Agent a placing commission (i) equivalent to 0.8% of the aggregate Placing Price of the number of Placing Shares actually placed by the Placing Agent in the Placing or (ii) of HK$380,000 (whichever is higher). The placing commission was determined after arm's length negotiations between the Company and the Placing Agent. The Directors consider that the placing commission in respect of the Placing is fair and reasonable based on the current market condition.

Placees

The Placing Agent will, on a best effort basis, place the Placing Shares to not less than six Placees, who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties during the Placing Period. It is expected that none of the Placees nor their associates will become a substantial shareholder (as defined under the Listing Rules) of the Company as a result of the Placing.

Number of the Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of Placing Shares under the Placing represent (i) approximately 20.00% of the existing issued share capital of the Company of 244,888,185 Shares as at the date of this announcement; and (ii) approximately 16.66% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK$4,897,000.

Ranking of the Placing Shares

The Placing Shares under the Placing will rank, upon allotment and issue, *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK$1.08 per Placing Share represents (i) a discount of approximately 19.40% to the closing price of HK$1.34 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 16.80% to the average closing price of HK$1.298 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the Placing Agreement.

The Placing Price of the Placing was determined with reference to the prevailing market prices of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable based on the current market conditions. Hence, the Placing is in the interests of the Company and the Shareholders as a whole.

Subject to completion of the Placing, it is expected that the maximum gross proceeds and net proceeds (after deducting the placing commission and all related expenses) from the Placing will be approximately HK$52.89 million and HK$52.27 million respectively. On such basis, the net issue price will be approximately HK$1.067 per Placing Share.

General Mandate to Allot and Issue of the Placing Shares

The Placing Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 48,977,637 Shares. As at the date of this announcement, no part of the General Mandate has been utilized and hence the General Mandate is sufficient for the allotment and issuance of the Placing Shares. Therefore, the issue of the Placing Shares is not subject to further Shareholders' approval.

Application for Listing of Placing Shares

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

Conditions of the Placing Agreement

Completion of the Placing is conditional upon fulfilment of the following conditions:

(i) the passing of resolution(s) by the Board to approve the Placing Agreement and the transactions contemplated hereunder; and

(ii) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares with or without conditions.

The Company shall use its reasonable endeavours to procure the fulfillment of the conditions above, and the Placing Agent shall use its reasonable endeavours to procure the fulfillment of the condition (ii) above. The conditions contained in above paragraph (ii) above cannot be waived. In the event that above conditions is not fulfilled and/or waived on or before the Long Stop Date, all rights, obligations and liabilities of the parties shall cease and terminate and neither of the parties shall have any claim against the other, save for any antecedent breach under the Placing Agreement prior to such termination.

Completion of the Placing

Completion of the Placing shall take place on a date falling on the fourth Business Day after the day on which all the conditions precedent have been fulfilled (or such later date as may be agreed between the parties in writing).

Termination

The Placing Agent may terminate the Placing Agreement without any liability to the Company save for antecedent breach under the Placing Agreement prior to such termination, by notice in writing given to the Company at any time prior to 9:00 a.m. on the Completion Date upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have an adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Placing Shares or has or may otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

(i) any material adverse change, or any development reasonably likely to involve a material adverse change, in the condition, financial or otherwise, or in the earnings, assets, business, operations or prospects of the Company, or the Company and its subsidiaries taken as a whole; or

(ii) any suspension or limitation of trading (a) in any of the Company's securities by the Stock Exchange (save and except for any trading halt in relation to the Placing), or (b) generally on the Stock Exchange; or

(iii) any outbreak or escalation of hostilities, act of terrorism, the declaration by Hong Kong, the Cayman Islands, the BVI and the PRC of a national emergency or war or other calamity or crisis; or

(iv) any material disruption in commercial banking or securities settlement or clearance services in Hong Kong, the Cayman Islands, the BVI and the PRC and/or a general moratorium on commercial banking activities having been declared by the relevant authorities in Hong Kong, the Cayman Islands, the BVI and the PRC; or

(v) any material adverse change or development involving a prospective material adverse change in or affecting the financial markets in Hong Kong, the Cayman Islands, the BVI and the PRC,

that, in the sole judgement of the Placing Agent, would make the Placing impracticable or inadvisable.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

Reasons for the Placing and Use of Proceeds

The principal activity of the Company is investment holding. The Group is principally engaged in the sales of software licenses, hardware products and other products, the provision of integrated business software and hardware solutions and trading of listed securities.

It is expected that the maximum gross proceeds and net proceeds (after deducting the placing commission and related expenses) from the Placing will be approximately HK$52.89 million and HK$52.27 million respectively.

The Company intends to use the net proceeds from the Placing of approximately HK$52.27 million would be used (1) as to 80% (equivalent to HK$41.81 million) for operating expenses related to hardware and software services in the PRC, such as the procurement of goods; and (2) as to 20% (equivalent to HK$10.46 million) for the Group's general working capital, in which 70% (equivalent to HK$7.32 million) for staff costs, 10% (equivalent to HK$1.05 million) for professional service fees, and 20% (equivalent to HK$2.09 million) for daily administrative expenses.

The Directors consider that the Placing represents a good opportunity to raise additional funds through the equity market and will strengthen the Group's financial position.

The Directors consider that the Placing Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Placing Agent and the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing (subject to completion of the Placing and assuming all the Placing Shares are fully placed and there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares under the Placing) are set out below:

Shareholders	As at the date of this announcement		Immediately upon completion of the Placing	
	Number of issued Shares	*Approximate %*	*Number of issued Shares*	*Approximate %*
Hong Tai International II LPF	37,000,850	15.11	37,000,850	12.59
Cheng Wing	15,510,000	6.33	15,510,000	5.28
The Placees	-	-	48,970,000	16.66
Other Public Shareholders	192,377,335	78.56	192,377,335	65.47
Total	**244,888,185**	**100.00**	**293,858,185**	**100.00**

GENERAL

Since completion of the Placing is subject to the fulfilment of the conditions as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

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

"AGM"	the annual general meeting of the Company held on 20 June 2025
"associates"	has the meaning ascribed to this term under the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	a day (other than a Saturday or Sunday or days on which a tropical cyclone warning signal no. 8 or a "black" rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks in Hong Kong are open for general banking business
"BVI"	the British Virgin Islands

"Company"	Enterprise Development Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1808)
"connected person(s)"	has the meaning as ascribed to this term under the Listing Rules
"Director(s)"	director(s) of the Company
"General Mandate"	the general mandate granted by the Shareholders to the Directors at the AGM to allot, issue or deal with 48,977,637 Shares, being 20% of the number of issued Shares as at the date of the AGM
"Group"	the Company and its subsidiaries
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	third party(ies) independent of the Company and its connected persons
"Listing Committee"	has the meaning ascribed to it under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	being on or before 12 June 2026 (or such other date as may be agreed between the parties in writing)
"Placee(s)"	any individuals, corporates, institutional investors or other investors to be procured and selected by the Placing Agent in its sole discretion to subscribe for any of the Placing Shares
"Placing"	the placing, on a best effort basis, of up to 48,970,000 Placing Shares on and subject to the conditions set out in the Placing Agreement
"Placing Agent"	Huafu International Securities Limited, a corporation licensed by the Securities and Futures Commission to carry out and conduct Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under and pursuant to the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)

"Placing Agreement"	the conditional placing agreement entered into between the Company and the Placing Agent dated 15 May 2026 in relation to the Placing
"Placing Price"	HK$1.08 per Placing Share
"Placing Share(s)"	an aggregate of up to 48,970,000 new Shares to be placed pursuant to the Placing Agreement, and each a "Placing Share"
"PRC"	the People's Republic of China
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company, and each a "Share"
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

By Order of the Board
Enterprise Development Holdings Limited
Yu Hui
Executive Director and Chief Executive Officer

Hong Kong, 15 May 2026

As at the date of this announcement, 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.