

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 you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Future Development Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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Future Development Holdings Limited
未來發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1259)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at Room Golden Bay, 2/F, Golden Bay Resort, 168 South Huandeng Road, (Huandeng Nan Lu), Dadeng Islands, Xiamen, Fujian Province, The People’s Republic of China on Friday, 6 September 2019 at 9:00 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar and transfer office, 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 appointed for the holding of the EGM (i.e. at or before 9:00 a.m. on Wednesday, 4 September 2019 (Hong Kong time)) or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

9 August 2019

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DEFINITIONS

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

“Announcement”	the Company’s announcement dated 16 July 2019 regarding the Change of Company Name
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Future Development Holdings Limited” to “Prosperous Future Holdings Limited”
“Company”	Future 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
“Director(s)”	director(s) of the Company
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“EGM”	the extraordinary general meeting of the Company to be convened and held at Room Golden Bay, 2/F, Golden Bay Resort, 168 South Huandeng Road, (Huandeng Nan Lu), Dadeng Islands, Xiamen, Fujian Province, The People’s Republic of China on Friday, 6 September 2019 at 9:00 a.m. to consider and approve the Change of Company Name
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD

Future Development Holdings Limited
未來發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

Executive Directors:

Mr. Tsai Wallen (*Chairman*)

Mr. Chau Ling (*Chief Executive Officer*)

Mr. Lau Ka Ho

(Company Secretary and Chief Financial Officer)

Non-executive Director:

Mr. Li Zhouxin

Independent non-executive Directors:

Ms. Chan Sze Man

Mr. Ma Kwun Yung Stephen

Ms. Bu Yanan

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business in Hong Kong:

Room 2005-2006

Kinwick Centre

32 Hollywood Road

Central

Hong Kong

9 August 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement, in relation to the Change of the Company Name.

The purpose of this circular is to provide you with the information regarding the Change of Company Name and to give you the notice of EGM in order to enable you to make an informed decision on whether to vote for or against the special resolution relating to the Change of Company Name.

PROPOSED CHANGE OF COMPANY NAME

As disclosed in the Announcement, the Board proposes to change the English name of the Company from "Future Development Holdings Limited" to "Prosperous Future Holdings Limited". The dual foreign name in Chinese of the Company "未來發展控股有限公司" will remain unchanged.

LETTER FROM THE BOARD

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM of the Company to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to satisfaction of the above conditions, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name of the Company on the register of companies in place of the former English name of the Company and issues a certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Company has been informed that the English name “Future Development Holdings Limited” has been registered by an existing company with the Companies Registry in Hong Kong. Further, in order to enhance the long-term growth potential of the Group, the Company has formulated long-term business strategy to explore other business or investment opportunities and broaden its scope of business. The Board is of the view that a change of company name will help establish a fresh corporate image identity and better reflect the Group’s future business plans and development. As such, the Board considers that the proposed Change of Company Name is in the best interests of the Company and its Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders or the Company’s daily operations or its financial position. Once the Change of Company Name has become effective, any new share certificates of the Company issued thereafter will bear the new name of the Company. However, all the existing share certificates in issue bearing the present name of the Company will, after the Change of Company Name has become effective, continue to be effective and as documents of title to the shares of the Company, will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

Upon the Change of Company Name becoming effective, the Shares will be traded on the Stock Exchange under the new name and the Board intends to change the English stock short name of the Company correspondingly.

LETTER FROM THE BOARD

EGM

The EGM Notice is set out on page 5 to 6 of this circular. At the EGM, a special resolution will be put forward to the Shareholders to approve the Change of Company Name. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Change of Company Name and no Shareholder will be required to abstain from voting on any resolution to be approved at the EGM.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. at or before 9:00 a.m. on Wednesday, 4 September 2019 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

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.

RECOMMENDATION

The Directors are of the view that the Change of Company Name is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully
For and on behalf of the Board
Future Development Holdings Limited
Tsai Wallen
Chairman and Executive Director

NOTICE OF EGM

Future Development Holdings Limited 未來發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Future Development Holdings Limited (the “**Company**”) will be held at Room Golden Bay, 2/F, Golden Bay Resort, 168 South Huandeng Road, (Huandeng Nan Lu), Dadeng Islands, Xiamen, Fujian Province, The People’s Republic of China on Friday, 6 September 2019 at 9:00 a.m. to consider and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:-

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies of the Cayman Islands having been obtained, the English name of the Company from “Future Development Holdings Limited” to “Prosperous Future Holdings Limited” (the “**Change of Company Name**”) with effect from the respective date on which new Company name is entered on the register of companies maintained by the Registrar of Companies of the Cayman Islands, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the Change of Company Name.”

By order of the Board
Future Development Holdings Limited
Tsai Wallen
Chairman and Executive Director

Hong Kong, 9 August 2019

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

Principal place of business in Hong Kong
Room 2005-2006
Kinwick Centre
32 Hollywood Road
Central
Hong Kong

NOTICE OF EGM

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting (i.e. at or before 9:00 a.m. on Wednesday, 4 September 2019 (Hong Kong time)) or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Any voting of the meeting should be taken by poll.
6. To ascertain shareholders' eligibility to attend and vote at the EGM, the register of members will be closed from Tuesday, 3 September 2019 to Friday, 6 September 2019 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, no later than 4:00 p.m. on Monday, 2 September 2019.