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FDB HOLDINGS LIMITED

豐展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1826)

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE FOURTH AMENDED ARTICLES OF ASSOCIATION

This announcement is made by FDB Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE FOURTH AMENDED ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that it has resolved to propose to amend the existing third amended and restated articles of association of the Company (the “**Existing Articles**”) by way of the adoption of the fourth amended and restated articles of association (the “**Amended Articles**”) of the Company to replace the Existing Articles. The proposed amendment and adoption of the Amended Articles are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”).

Based on the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by Stock Exchange in June 2023, the relevant amendments to the Listing Rules came into effect on 31 December 2023, so that, among other things, to the extent permitted under all applicable laws and regulations, the listed issuer must (i) send or otherwise make available the corporate communications (as defined under the Listing Rules) to the relevant holders of its securities using electronic means; or (ii) make the corporate communications available on its website and the Stock Exchange’s website.

In light of the above, the Board proposes to amend the Existing Articles by way of the adoption of the Amended Articles to facilitate the implementation of the paperless listing regime to the fullest extent. The main details of the proposed amendments to the Existing Articles include: (i) updating and bringing the Existing Articles in line with the amendments to the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from 31 December 2023 onwards; and (ii) making other consequential amendments.

GENERAL

The Board considers that the proposed amendment to the Existing Articles by way of adoption of the Amended Articles are in the interests of the Company and the Shareholders as a whole. As disclosed in the annual results announcement of the Company dated 27 March 2024, the AGM is scheduled for 30 May 2024. A circular containing, among other matters, details of the proposed amendment and adoption of the Amended Articles, together with a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board
FDB Holdings Limited
Ng Kin Siu

Chairman of the Board and executive Director

Hong Kong, 18 April 2024

As at the date of this announcement, the Board comprises Mr. Ng Kin Siu (Chairman and chief executive officer) as executive Director; Mr. Chan Yuk Sang, Mr. Lau Kwok Fai Patrick and Mr. Wong Chun Wah Kelvin as independent non-executive Directors.