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FDB HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1826)

- (1) CHANGE OF DATE OF ANNUAL GENERAL MEETING
AND BOOK CLOSURE PERIODS;
(2) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) CHANGE OF COMPANY SECRETARY AND AUTHORISED
REPRESENTATIVE;
(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
AND
(5) CHANGE OF AUDITOR**

Reference is made to the annual results announcement for the year ended 31 December 2025 of FDB Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 27 March 2026 (the “**Announcement**”), regarding the date of the 2025 annual general meeting and the book closure periods of the Company.

CHANGE OF DATE OF ANNUAL GENERAL MEETING AND CHANGE OF BOOK CLOSURE PERIOD

The board (the “**Board**”) of directors (“**Directors**”, and each, a “**Director**”) announces that the 2025 annual general meeting (the “**AGM**”) of the Company, which was initially scheduled to be held on Friday, 29 May 2026, will be rescheduled to be held on Tuesday, 23 June 2026, due to administrative reason.

Accordingly, the register of members of the Company will be closed from Wednesday, 17 June 2026 to Tuesday, 23 June 2026 (both dates inclusive) (instead of the initial period commencing from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both dates inclusive) as set out in the Announcement) for the purposes of ascertaining eligibility of shareholders of the Company (the “**Shareholders**”) to attend and vote at the AGM, during which period no transfer of shares of the Company will be registered. Shareholders whose names appear on the register of members of the Company on Tuesday, 23 June 2026 or their proxies or duly authorised corporate representatives are entitled to attend and vote at the AGM.

In order to qualify for attending and voting at the AGM, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Financial Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 16 June 2026. The record date for determining the eligibility of the shareholders to attend and vote at the annual general meeting will be Tuesday, 23 June 2026.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that Ms. Ng Chung Chi (“**Ms. Ng**”) has tendered her resignation as an independent non-executive Director with effect from 22 May 2026 as she would like to devote more time to her other business commitments. Following her resignation as an independent non-executive Director, she also ceased to act as the chairman of the audit committee and a member of the nomination committee with effect from 22 May 2026.

Ms. Ng confirmed that she has no disagreement with the Board and there are no matters in respect of her resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Board would like to take this opportunity to express its gratitude to Ms. Ng for her valuable efforts and contributions to the Company during her tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that, with effect from 22 May 2026, Ms. Leung Ka Man (“**Ms. Leung**”) has been appointed as an independent non-executive Director, the chairman of the audit committee and a member of the nomination committee.

BIOGRAPHICAL DETAILS OF MS. LEUNG

Independent non-executive Director

Ms. Leung, aged 38, holds a Bachelor of Business Administration (Honours) in Accountancy from City University of Hong Kong. She is qualified as a Certified Public Accountant (CPA) and a member of the Hong Kong Institute of Certified Public Accountants (HKICPA). Ms. Leung has over 10 years of experience across international audit firms and multinational corporations such as Nestlé and FedEx. She is experienced in identifying operational risks and designing internal control frameworks to ensure compliance with Hong Kong Financial Reporting Standards (“**HKFRS**”) and International Financial Reporting Standards (“**IFRS**”) and regulatory standards.

Ms. Leung has entered into a letter of appointment with the Company for an initial term of three years commencing on 22 May 2026, which is renewable automatically for successive terms of three years upon expiry unless otherwise terminated in accordance with the terms of the letter of appointment. She is entitled to a remuneration of HK\$168,000 per annum, which is determined based on her duties and responsibilities in the Company, her experience, the prevailing market rate and the remuneration policy of the Company. Ms. Leung’s appointment is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

For determining the appointment of Ms. Leung, the Board has considered the nomination policy and the diversity policy adopted by the Board, including but not limited to gender, age, educational background, qualification, professional experience and skills. The Board and the Nomination Committee have assessed and reviewed Ms. Leung’s independence confirmation letter in accordance with the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), and has been satisfied that Ms. Leung is an independent person in accordance with Rule 3.13 of the Listing Rules. The Board considers that, based on Ms. Leung’s experience in legal compliance and corporate governance, she will be able to provide the Board with more objective and independent advice in the course of the Company’s future business development, and her appointment will also make the Board’s composition more balanced.

Ms. Leung has confirmed (a) her independence as regards the factors in Rule 3.13(1) to (8) of the Listing Rules; (b) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, as at the date of this announcement, Ms. Leung has confirmed that she (i) does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong and overseas in the past three years, nor any other major appointments or professional qualifications; (ii) does not hold any other positions in the Company and other members of the Group; (iii) is not related to any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) is not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board hereby confirms that, in respect of all disclosure requirements set out in Rules 13.51(2)(h) to (w) of the Listing Rules (including, but not limited to, matters relating to public sanctions, bankruptcy and legal proceedings, criminal convictions and insider dealing, civil liabilities, professional disciplinary actions, corporate liquidations, and any ongoing investigations or legal proceedings), there is no information in relation to Ms. Leung that is required to be disclosed pursuant to such requirements.

Save as disclosed in this announcement, the Board is not aware of other information to be disclosed pursuant to the requirements of Rule 3.13 or Rule 13.51(2) of the Listing Rules and there are no other matters relating to the appointment of Ms. Leung that need to be brought to the attention of the Shareholders.

The Board would like to extend its warm welcome to Ms. Leung on her appointment and for joining the Board.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board announces that, with effect from 22 May 2026, Mr. Yu Tsz Ngo (“**Mr. Yu**”) has tendered his resignation as the company secretary of the Company (the “**Company Secretary**”), and has ceased to act as an authorised representative of the Company (the “**Authorised Representative**”).

Mr. Yu has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation that need to be brought to the attention of the holders of securities of the Company and the Stock Exchange. The Board would like to take this opportunity to express its sincere gratitude to Mr. Yu for his invaluable contributions to the Company during his tenure of service.

The Board further announces that, with effect from 22 May 2026, Mr. Yuen Shing Him (“**Mr. Yuen**”) has been appointed as the Company Secretary and the Authorised Representative. Mr. Yuen has over 15 years of experience in accounting, auditing, corporate finance and company secretarial matters. He served as the financial controller and company secretary of WebX International Holdings Company Limited, a company whose shares are listed on the GEM Board of the Stock Exchange, from 10 December 2024 to 8 May 2026, and the company secretary of Upbest Group Limited (stock code: 335), a company whose shares are listed on the Main Board of the Stock Exchange, from 1 March 2018 to 17 November 2021. Mr. Yuen obtained a degree of Bachelor of Business Administration in Accountancy from The Hong Kong Polytechnic University and a degree of Master of Corporate Governance (with Distinction) from The Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants and an associate of The Hong Kong Chartered Governance Institute.

The Board would like to extend its warm welcome to Mr. Yuen on his appointment and for joining the Company.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

With effect from 22 May 2026,

- (1) Ms. Ng ceased to be the chairman of the Board’s audit committee (the “**Audit Committee**”) and a member of the Board’s nomination committee (the “**Nomination Committee**”); and
- (2) Ms. Leung has been appointed as the chairman of the Audit Committee and a member of Nomination Committee.

PROPOSED CHANGE OF AUDITOR

The Board hereby announces that the proposed change of auditor of the Company pursuant to Rule 13.51(4) of the Listing Rules.

OOP CPA & Co., (“**OOP**”) has served as the independent auditor of the Company since 23 September 2024.

In order to promote good corporate governance and maintain the independence and objectivity of the Company's independent auditor, the Board and the audit committee of the Company (the "**Audit Committee**") have reviewed the need to change the independent auditor. After careful consideration, the Board proposed not to re-appoint OOP as the independent auditor of the Company at the AGM. The Company accordingly has the following arrangements:

1. OOP, the current auditor, will retire upon expiration of its term of office at the conclusion of the AGM and will not be reappointed; and
2. With the recommendation of the Audit Committee, on 22 May 2026, the Board has resolved to recommend the appointment of RSM Hong Kong as the new auditor of the Company following the retirement of OOP and such proposed appointment is subject to the approval of the Shareholders at the AGM.

The Audit Committee has considered a number of factors in assessing the appointment of RSM Hong Kong as the new auditor of the Company, including but not limited to (i) its market reputation; (ii) its independence from the Group and objectivity; (iii) its audit proposal; (iv) its resources and capabilities; (v) its experience, industry knowledge and technical competence in providing audit work for companies listed on The Stock Exchange of Hong Kong Limited; (vi) the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors issued by the Accounting and Financial Reporting Council ("**AFRC**") in December 2021; and (vii) the Guidance Notes on Change of Auditors published by the AFRC in September 2023.

Based on the above considerations, the Audit Committee has assessed and considered that RSM Hong Kong is eligible and suitable to act as the new auditor of the Company. The Board and the Audit Committee are of the view that the proposed change of independent auditor would not have any material impact on the Group and is in the interest of the Company and the Shareholders as a whole.

The Company has received a confirmation letter from OOP confirming that there are no circumstances connected with their retirement that need to be brought to the attention of the shareholders of the Company. The Board has confirmed that there is no disagreement between OOP and the Company, and that it is not aware of any other matters in respect of the retirement of auditor and proposed appointment of new auditor that need to be brought to the attention of the shareholders of the Company.

The Company would like to express its sincere appreciation to OOP for their professional services and support to the Company for the past years.

GENERAL

A circular containing, among other things, information in relation to the proposed change of independent non-executive Director and the proposed change of independent auditor, together with the notice to convene the AGM, will be dispatched to the Shareholders in due course in accordance with the Listing Rules.

By order of the Board
FDB Holdings Limited
Ng Kin Siu

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 22 May 2026

As at the date of this announcement, the Board comprises Mr. Ng Kin Siu (Chairman and chief executive officer) and Mr. Yu Hongxiang as executive Directors; Ms. Leung Ka Man, Mr. Wong Chun Wah Kelvin and Ms. Ren Yu as independent non-executive Directors.