FDB HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1826)

SUPPLEMENTAL AND CLARIFICATION ANNOUNCEMENT CHANGE OF AUDITOR

Reference is made to the announcement (the "**Announcement**") of FDB Holdings Limited (the "**Company**") dated 22 May 2026 and the circular of the Company dated 1 June 2026 (the "**Circular**") in relation to, *inter alia,* the proposed change of auditor (the "**Change of Auditor**"). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Company would like to provide further and clarify certain information in relation to the Change of Auditor as follows:

It is part of the Company's corporate governance practice to review auditor engagement arrangement from time to time. Such review will be carried out by the Audit Committee at least once a year, to consider the rotation of its auditors after an appropriate period of time, so as to consider the Change of Auditors in order to reflect the business needs and strengthen the independence of auditor and to induce a fresh approach to the audit.

During the first quarter of 2026, the Company started to formulate business plans of expanding its engineering, procurement and construction business overseas, and would like to explore business opportunities of infrastructure construction and development projects in countries along the Belt and Road Initiative, such as those in Central Asia. In light of the Group's strategic expansion into overseas market and the increasing complexity of its business operations, the Audit Committee recommended, and the Board considered that the Change of Auditor from OOP to RSMHK is appropriate and necessary, for RSMHK's more extensive international experience and technical expertise, enhance the effectiveness and breadth of the Group's audit work, and to better align with the Company's future development needs.

OOP has confirmed in writing that, OOP have not commenced any work on the consolidated financial statements of the Company for the year ending 31 December 2026.

The Audit Committee have also confirmed that, save as disclosed above, there are no disagreements between the Company and OOP in relation to the Change of Auditor and there are no outstanding audit issues that need to be brought to the attention of the Shareholders.

In considering the factors contained in section 2 of the Guidelines for Effective Audit Committee – Selection, Appointment and Reappointment of Auditors issued by the AFRC, save as disclosed in the Circular, the Audit Committee has also considered the following factors in relation to the Change of Auditor:

Industry knowledge and Experience of the Engagement Team

For the audit of the Group, RSMHK allocated 3 audit partners with more than 10 years of experience, 1 manager, 2 audit seniors and 2 audit juniors who oversee audit quality.

One or more of the audit partners allocated to the Company has served as the engagement partner or core audit team members for at least three Hong Kong-listed companies (8275.HK, 2017.HK, and 9938.HK) and several private enterprises operating in the same industry as the Company.

Furthermore, the core engagement team members (including the engagement manager and the engagement quality reviewer) have been specifically selected by RSMHK based on their prior audit experience in sectors similar to that of the Company. Except for the industry as the same of the Company, the core engagement team members are also experienced in sectors including manufacturing, trading, retailing etc.

Communication and interaction with the Audit Committee

The Audit Committee maintained effective two-way communication with RSMHK throughout the audit process, including an opening meeting to discuss the audit scope, audit approach, risk assessment, area of audit emphasis and timetable, as well as subsequent meetings to review the audit progress, significant findings, and to ensure the audit remained on schedule.

The Audit Committee assessed RSMHK's communication and interaction arrangements by reviewing the proposed communication protocols set out in the audit plan. RSMHK will maintain structured and ongoing communication with the Audit Committee throughout the audit process, including: (i) an opening meeting during the audit planning stage to discuss the audit scope, audit approach, risk assessment, materiality and timetable; (ii) interim meeting(s) during the audit execution stage to update the Audit Committee on audit progress, preliminary findings, key audit matters and any issues identified; and (iii) a closing meeting during the completion stage in March 2027 to report the audit findings, significant judgments, audit adjustments (if any), unresolved matters (if any) and conclusions prior to finalisation of the annual results and audited financial statements. RSMHK will also report significant audit matters to the Audit Committee on a timely basis throughout the audit process.

Accordingly, the Audit Committee is satisfied that RSMHK is independent, competent and capable to perform the highly quality audit, which meets the requirements of the Company. The Audit Committee acknowledges its ongoing responsibility to monitor the performance and effectiveness of the external auditor and will maintain appropriate oversight through regular communication, review of significant audit matters and evaluation of the auditor's performance to ensure compliance with applicable professional standards and the maintenance of audit quality.

Based on the above considerations, the Audit Committee has assessed and considered that RSMHK 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.

By order of the Board
FDB Holdings Limited
NG Kin Siu
Chairman of the Board and executive Director

Hong Kong, 29 June 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.