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## **FDB HOLDINGS LIMITED**

### **豐展控股有限公司**

*(formerly known as Steering Holdings Limited (旭通控股有限公司))  
(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1826)**

## **PROPOSED ADOPTION OF THE 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 ADOPTION OF THE AMENDED ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that it has resolved to propose the adoption of the third amended and restated articles of association (the “**Amended Articles**”) of the Company to replace the existing second amended and restated articles of association of the Company. The proposed adoption of the Amended Articles is 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**”).

The major proposed amendments to the existing articles of association of the Company are summarised as follows:

1. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
2. to amend the notice periods for general meetings to follow the requirements of the Listing Rules;

3. to provide that any director appointed by the Board to fill a casual vacancy shall hold office until the next first annual general meeting of the Company and shall be subject to re-election;
4. to expressly state that shareholders shall have the right to speak and vote at a general meeting except where a shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
5. to change the requirement for a special resolution to remove an auditor to an ordinary resolution; and
6. other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The main reasons for the adoption of the Amended Articles are to: (i) reflect certain changes that have occurred since the existing articles of association were adopted on 11 January 2022, including the change of the name of the Company from Steering Holdings Limited (旭通控股有限公司) to FDB Holdings Limited (豐展控股有限公司); (ii) reflect certain amendments in the applicable laws of the Cayman Islands and the Listing Rules; and (iii) make other consequential and housekeeping changes.

## **GENERAL**

The Board considers that the proposed 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 31 March 2022, the AGM is scheduled for 1 June 2022. A circular containing, among other matters, details of the proposed adoption of the Amended Articles, together with a notice convening the AGM will be despatched to the Shareholders on or around 28 April 2022.

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

Hong Kong, 14 April 2022

*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. Wan Chi Wai Anthony and Mr. Lau Kwok Fai Patrick as independent non-executive Directors.*