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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 MAY 2023 AND RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

1. Poll Results of the 2023 AGM

The board of directors (the “**Directors**” and the “**Board**”, respectively) of FDB Holdings Limited (the “**Company**”) announces that all the proposed resolutions (the “**Proposed Resolution(s)**”) as set out in the circular (the “**Circular**”) and notice of the annual general meeting (the “**AGM Notice**”) of the Company (the “**AGM**”) dated 28 April 2023, were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll as ordinary resolutions at the AGM held on Wednesday, 31 May 2023 (the “**2023 AGM**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

As at the date of the 2023 AGM, there were 1,332,000,000 issued Shares, which represented the total number of Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2023 AGM. The Shareholders and authorised proxies holding an aggregate of 832,850,000 Shares have voted at the 2023 AGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Proposed Resolutions at the 2023 AGM as set out in Rule 13.40 of the Listing Rules.

None of the Shareholders were required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2023 AGM. None of the Shareholders have stated in the Circular their intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2023 AGM.

Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed and acted as the scrutineer for the vote-taking at the 2023 AGM.

The poll results in respect of all the Proposed Resolutions put to the vote of the 2023 AGM are set out as follows:

Ordinary Resolutions		Number of Votes (Approximate %) (Note)	
		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) and the auditors (the “ Auditors ”) of the Company for the year ended 31 December 2022.	827,260,000 (99.33%)	5,590,000 (0.67%)
2A.	To re-elect Mr. Lau Kwok Fai Patrick as independent non-executive Director.	827,260,000 (99.33%)	5,590,000 (0.67%)
2B.	To re-elect Mr. Wong Chun Wah Kelvin as independent non-executive Director.	827,260,000 (99.33%)	5,590,000 (0.67%)
3.	To authorise the board (the “ Board ”) of Directors of the Company to fix the Directors’ remuneration for the year ending 31 December 2023.	827,260,000 (99.33%)	5,590,000 (0.67%)
4.	To consider the re-appointment of CWK CPA Limited as the Auditors and to authorize the Board to fix their remuneration for the year ending 31 December 2023.	827,260,000 (99.33%)	5,590,000 (0.67%)
5.	To grant a general mandate to the Directors to issue, allot and deal with the unissued shares of the Company not exceeding 20% of the number of issued shares of the Company as at the date of passing this resolution (ordinary resolution 5 as set out in the notice of the AGM).	827,260,000 (99.33%)	5,590,000 (0.67%)

Ordinary Resolutions		Number of Votes (Approximate %) (Note)	
		For	Against
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the number of issued shares of the Company as at the date of passing this resolution (ordinary resolution 6 as set out in the notice of the AGM).	827,260,000 (99.33%)	5,590,000 (0.67%)
7.	Conditional upon the passing of resolutions numbered 5 and 6 as set out in the notice of the AGM, to extend the general mandate granted by resolution numbered 5 by adding thereto the number of shares repurchased pursuant to the general mandate granted by resolution numbered 6 (ordinary resolution 7 as set out in the notice of the AGM).	827,260,000 (99.33%)	5,590,000 (0.67%)

* For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

Note: The number of votes and the approximate percentage of the total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2023 AGM in person, by authorised representative or by proxy.

As more than 50% of the total valid votes were cast in favour of each of the Proposed Resolutions, all the Proposed Resolutions were duly passed by way of poll as ordinary resolutions of the Company.

All Directors, including Mr. Ng Kin Siu, Mr. Chan Yuk Sang, Mr. Lau Kwok Fai Patrick and Mr. Wong Chun Wah Kelvin, attended the 2023 AGM in person or by means of electronic communication facilities. Mr. Wan Chi Wai Anthony was unable to attend the meeting due to other business engagement.

2. Retirement of Independent Non-executive Director

Reference is made to the Circular. The Board also announces that Mr. Wan Chi Wai Anthony, an Independent Non-Executive Director, will focus on other matters and did not offer himself for re-election at the 2023 AGM upon retirement by rotation in accordance with the Articles of Association of the Company. Accordingly, his directorship with the Company ceased with effect from the conclusion of the 2023 AGM, and he also ceased to be a member of each of the audit committee, remuneration committee and nomination committee of the Company. As stated in the Circular, Mr. Wan has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere appreciation to Mr. Wan for his valuable contributions to the Company during his tenure of office.

By order of the Board
FDB Holdings Limited
Ng Kin Siu

Chairman of the Board and chief executive officer

Hong Kong, 31 May 2023

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.