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FDB HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1826)

RESULTS OF THE RIGHTS ISSUE

References are made to (i) the prospectus of FDB Holdings Limited (the “**Company**”) dated 7 July 2026 in relation to, among others, the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders on the Record Date (the “**Prospectus**”); and (ii) the announcement of the Company dated 31 July 2026 in relation to the results of valid acceptances of the Rights Shares (the “**Announcement**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE AND THE COMPENSATORY ARRANGEMENTS

As disclosed in the Announcement, as at 4:00 p.m. on Tuesday, 21 July 2026, being the Latest Time for Acceptance, one (1) valid application and acceptance under the PAL had been received for a total of 188,086,836 Rights Shares, representing approximately 23.53% of the Rights Shares available for subscription under the Rights Issue. The remaining 611,113,164 Unsubscribed Rights Shares (the “**Placing Shares**”), representing approximately 76.47% of the total number of Rights Shares offered under the Rights Issue, were subject to the Placing under the Compensatory Arrangements.

The Board was notified by the Placing Agent that as at 4:00 p.m. on 14 August 2026, being the latest time of the Placing, 611,113,164 Placing Shares had been successfully placed by the Placing Agent to not less than six (6) placees at the placing price of HK\$0.1 per Placing Share, which is the same as the Subscription Price. Therefore, there is no Net Gain available to be distributed to the No Action Shareholders under the Compensatory Arrangements.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees and where appropriate, their respective ultimate beneficial owners, is independent of and not a connected person of the Company; and (ii) none of the placees has become a substantial shareholder of the Company (as defined under the Listing Rules) upon completion of the placing of the Placing Shares.

Based on the subscription results of the Rights Issue and the placing results of the Compensatory Arrangements, the Rights Shares to be allotted and issued amounted to 799,200,000 Rights Shares, representing 100% of the total number of Rights Shares available for subscription under the Rights Issue.

THE RIGHTS ISSUE AND THE PLACING BECOMING UNCONDITIONAL

All conditions with respect to the Rights Issue and the Placing Agreement set out in the Prospectus have been fulfilled and the Rights Issue and the Placing Agreement became unconditional at 4:00 p.m. on 14 August 2026.

PROCEEDS FROM THE RIGHTS ISSUE

The gross proceeds from the Rights Issue are approximately HK\$79.9 million. After deducting the relevant expenses, the Net Proceeds are estimated to be approximately HK\$76.9 million, which will be mainly used for overseas business expansion, including the Kazakhstan Project. The Net Proceeds will be applied by the Company in accordance with the proposed use of proceeds set forth in the paragraphs under "REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS" of the Prospectus.

EFFECT OF THE RIGHTS ISSUE ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, based on public information available, the shareholding structure of the Company immediately before and after completion of the Rights Issue are as follows:

Shareholders	Immediate before completion of the Rights Issue		Immediate after completion of the Rights Issue	
	<i>No. of Shares</i>	<i>Approximate percentage</i>	<i>No. of Shares</i>	<i>Approximate percentage</i>
Masterveyor Holdings Limited	434,060,000	27.16%	434,060,000	18.10%
Wodafeng Ltd.	392,940,000	24.58%	392,940,000	16.39%
Gentle Soar Limited	209,720,000	13.12%	209,720,000	8.75%
Public Shareholders				
Independent placees	–	–	611,113,164	25.49%
Other public Shareholders	561,680,000	35.14%	749,766,836	31.27%
Total	1,598,400,000	100%	2,397,600,000	100%

Notes:

1. The entire issued share capital of Masterveyor Holdings Limited is held by Mr. Ng Kin Siu, an executive Director. Hence, Mr. Ng Kin Siu is deemed, or taken to be, interested in the Shares held by Masterveyor Holdings Limited by virtue of the SFO. Ms. Wong Chai Lin is the spouse of Mr. Ng Kin Siu and is deemed, or taken to be, interested in the Shares in which Mr. Ng is interested for the purpose of the SFO.
2. The entire issued share capital of Wodafeng Ltd. is held by Mr. Yu Hongxiang, an executive Director. Hence, Mr. Yu Hongxiang is deemed, or taken to be, interested in the Shares held by Wodafeng Ltd. by virtue of the SFO.
3. Mr. Gao Yunhong is beneficially interested in the entire issued shares of Gentle Soar Limited and is therefore deemed to be interested in the Shares held by Gentle Soar Limited by virtue of the SFO.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates in respect of valid acceptances of the Rights Shares under the PALs and the Placing Shares are expected to be despatched to those entitled thereto by ordinary post to their respective registered addresses at their own risks on Thursday, 20 August 2026.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the fully-paid Rights Shares and the Placing Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 21 August 2026.

By order of the Board
FDB Holdings Limited
NG Kin Siu

Chairman of the Board and executive Director

Hong Kong, 19 August 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.