

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



FDB Holdings Limited
豐展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1826)

CHANGE OF DIRECTORS
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES

CHANGE OF DIRECTORS

The Board announces that, with effect from 12 January 2018, (i) each of Mr. Chan Yuk Sang, Mr. Wan Chi Wai Anthony and Mr. Lau Kwok Fai Patrick has been appointed as an independent non-executive Director; and (ii) Mr. Chan Chun Hong, Mr. Chan Kai Nang, Mr. Lau Yiu Kit and Dr. Wu Chun Wah have resigned as independent non-executive Directors and ceased to hold their respective positions in the audit committee, the remuneration committee and the nomination committee of the Company.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board announces that with effect from 12 January 2018, (i) Mr. Lau Kwok Fai Patrick, Mr. Chan Yuk Sang and Mr. Wan Chi Wai Anthony have been appointed as members of the audit committee of the Company with Mr. Lau Kwok Fai Patrick being re-designated as the chairman; (ii) Mr. Wan Chi Wai Anthony and Mr. Chan Yuk Sang have been appointed as members of the remuneration committee of the Company with Mr. Wan Chi Wai Anthony being re-designated as the chairman; and (iii) Mr. Chan Yuk Sang, Mr. Wan Chi Wai Anthony and Mr. Lau Kwok Fai Patrick have been appointed as members of the nomination committee of the Company.

The composition of the Board committees as at the date of this announcement is set out below:

Audit Committee	Remuneration Committee	Nomination Committee
Mr. Lau Kwok Fai Patrick (<i>chairman</i>)	Mr. Wan Chi Wai Anthony (<i>chairman</i>)	Mr. Gao Yunhong (<i>chairman</i>)
Mr. Chan Yuk Sang	Mr. Gao Yunhong	Mr. Qi Gang
Mr. Wan Chi Wai Anthony	Mr. Chan Yuk Sang	Mr. Chan Yuk Sang
		Mr. Wan Chi Wai Anthony
		Mr. Lau Kwok Fai Patrick

INTRODUCTION

Reference is made to the joint announcement dated 5 January 2018 issued by Gentle Soar Limited (the “**Offeror**”) and FDB Holdings Limited (the “**Company**”) in relation to, among other things, the close of the Offer, the results of the Offer and the change of Directors (the “**Closing Announcement**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Closing Announcement.

CHANGE OF DIRECTORS

The Board is pleased to announce that each of Mr. Chan Yuk Sang, Mr. Wan Chi Wai Anthony and Mr. Lau Kwok Fai Patrick has been appointed as an independent non-executive Director on 12 January 2018. Set out below are their biographies.

Appointment of Independent non-executive Directors

Mr. Chan Yuk Sang

Mr. Chan, aged 72, has more than 30 years of experience in the banking and finance industry. Mr. Chan has been an executive director of Asia Resources Holdings Limited (stock code: 899) since April 2017 and an independent non-executive director of Four Seas Mercantile Holdings Limited (stock code: 374) since July 2000, the shares of which are listed on the Main Board of the Stock Exchange. He has also been a senior general manager of a local bank and an executive director of a joint Chinese foreign bank in Shenzhen, the People’s Republic of China.

Over the years, he has also served the following positions in various listed issuers in Hong Kong set out below:

Company	Position	Tenure
Hong Kong Building & Loan Agency Limited (stock code: 145)	Director	1993 to 1995
Century Legend (Holdings) Limited (stock code: 79)	Chairman	September 1999 to July 2002
GOME Electrical Appliances Holding Ltd (stock code: 493)	Independent non-executive director	May 2004 to June 2015
Imagi International Holdings Limited (stock code: 585)	Independent non-executive director	May 2010 to January 2016
Opes Asia Development Ltd (stock code: 810)	Independent non-executive director	April 2011 to June 2012

Mr. Chan has entered into a letter of appointment with the Company for a term of three years commencing on 12 January 2018 subject to termination by either party giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Chan shall be entitled to an annual salary of HK\$168,000.

Mr. Wan Chi Wai Anthony

Mr. Wan, aged 42, possesses professional experience in both the accounting and legal fields. He is currently a partner in the corporate, private equity, M&A and commercial practice of King & Wood Mallesons, Hong Kong. Mr. Wan was an associate in the assurance and business advisory services department of PricewaterhouseCoopers Ltd. from August 1997 to May 2001 with his last position held there as senior associate. Mr. Wan is an associate of the Hong Kong Institute of Certified Public Accountants since January 2002 and was admitted as a fellow of The Association of Chartered Certified Accountants in May 2006. He was admitted as a solicitor in Hong Kong in September 2006.

Mr. Wan graduated from The Hong Kong University of Science and Technology with a degree of Bachelor of Business Administration in Accounting in November 1997. He subsequently obtained a degree of Bachelor of Laws in August 2003 from the University of London, the United Kingdom through distance learning and obtained a Postgraduate Certificate in Laws from The University of Hong Kong in June 2004.

Mr. Wan has been an independent non-executive director of Charmacy Pharmaceutical Co., Ltd. (formerly known as Chuangmei Pharmaceutical Co., Ltd.) (stock code: 2289), the shares of which are listed on the Main Board of the Stock Exchange, since December 2015, and an independent non-executive director of HM International Holdings Limited (stock code: 8416), the shares of which are listed on the Growth Enterprise Market of the Stock Exchange, since January 2017.

Mr. Wan has entered into a letter of appointment with the Company for a term of three years commencing on 12 January 2018 subject to termination by either party giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Wan shall be entitled to an annual salary of HK\$168,000.

Mr. Lau Kwok Fai Patrick

Mr. Lau, aged 45, has more than 20 years of experience in the fields of accounting, auditing, financial advisory and corporate governance. From December 1997 to April 1999, Mr. Lau served as an associate in PricewaterhouseCoopers Ltd. From October 1999 to June 2011, Mr. Lau worked at KPMG at which his last position was manager. From July 2011 to June 2016, Mr. Lau served in various positions, including deputy general manager, financial controller and company secretary, in China City Railway Transportation Technology Holdings Company Limited (now known as BII Railway Transportation Technology Holdings Company Limited), the shares of which were listed on the Growth Enterprise Market of the Stock Exchange during May 2012 to December 2013 (stock code: 8240) and were transferred to the Main Board in December 2013 (stock code: 1522).

Mr. Lau obtained an honours diploma in Accounting from Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in July 1996. He later obtained a degree of Master of Science in Corporate Governance and Directorship (Distinction) from Hong Kong Baptist University in November 2014. He also completed the HKICPA Diploma in Insolvency organised by the Hong Kong Institute of Certified Public Accountants in June 2004. Mr. Lau has been a member of the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) and a fellow member of the Association of Chartered Certified Accountants since July 2003 and December 2007, respectively. He has also been a member of Beta Gamma Sigma Hong Kong Baptist University Chapter since April 2014.

Mr. Lau has been an independent non-executive director of Kakiko Group Limited (stock code: 2225), the shares of which are listed on the Main Board of the Stock Exchange, since October 2017.

Mr. Lau has entered into a letter of appointment with the Company for a term of three years commencing on 12 January 2018 subject to termination by either party giving three months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Lau shall be entitled to an annual salary of HK\$168,000.

Each of the new independent non-executive Directors has confirmed that they meet the independence criteria as set out in Rule 3.13 of the Listing Rules.

The respective remuneration of the new independent non-executive Directors is determined by the remuneration committee of the Company (the “**Remuneration Committee**”) and approved by the Board with reference to their respective position, level of responsibilities, the remuneration policy of the Company as well as prevailing market conditions.

Save as disclosed above:

- (i) each of the new independent non-executive Directors did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) as at the date of this announcement, each of the new independent non-executive Directors does not have, or is not deemed to have, any interest in the Shares (within the meaning of Part XV of the SFO);
- (iii) each of the new independent non-executive Directors (i) does not hold any other position in the Company or its subsidiaries; and (ii) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined under Listing Rules); and
- (iv) as at the date of this announcement, there is no other information relating to the new Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any matters that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome the new independent non-executive Directors to join the Company.

Resignation of Directors

The Board announces that, with effect immediately from 12 January 2018:

- (i) Mr. Chan Chun Hong has been resigned as an independent non-executive Director, and ceased to be the chairman of the nomination committee of the Company (the “**Nomination Committee**”), and a member of each of the audit committee of the Company (the “**Audit Committee**”) and the Remuneration Committee;
- (ii) Mr. Chan Kai Nang has been resigned as an independent non-executive Director, and ceased to be the chairman of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee;
- (iii) Mr. Lau Yiu Kit has been resigned as an independent non-executive director, and ceased to be the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee; and
- (iv) Dr. Wu Chun Wah has been resigned as an independent non-executive director, and ceased to be a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

Each of the resigned Directors has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange in respect of his resignation.

The Board would like to take this opportunity to express its appreciation to Mr. Chan Chun Hong, Mr. Chan Kai Nang, Mr. Lau Yiu Kit and Dr. Wu Chun Wah for their invaluable contributions to the Group during their tenure of services.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board announces that with effect from 12 January 2018, (i) Mr. Lau Kwok Fai Patrick, Mr. Chan Yuk Sang and Mr. Wan Chi Wai Anthony have been appointed as members of the audit committee of the Company with Mr. Lau Kwok Fai Patrick being re-designated as the chairman; (ii) Mr. Wan Chi Wai Anthony and Mr. Chan Yuk Sang have been appointed as members of the remuneration committee of the Company with Mr. Wan Chi Wai Anthony being re-designated as the chairman; and (iii) Mr. Chan Yuk Sang, Mr. Wan Chi Wai Anthony and Mr. Lau Kwok Fai Patrick have been appointed as members of the nomination committee of the Company. The biographies of Mr. Chan, Mr. Wan and Mr. Lau are set out in this announcement.

The composition of the Board committees as at the date of this announcement is set out below:

Audit Committee	Remuneration Committee	Nomination Committee
Mr. Lau Kwok Fai Patrick <i>(chairman)</i>	Mr. Wan Chi Wai Anthony <i>(chairman)</i>	Mr. Gao Yunhong <i>(chairman)</i>
Mr. Chan Yuk Sang	Mr. Gao Yunhong	Mr. Qi Gang
Mr. Wan Chi Wai Anthony	Mr. Chan Yuk Sang	Mr. Chan Yuk Sang
		Mr. Wan Chi Wai Anthony
		Mr. Lau Kwok Fai Patrick

By Order of the Board
FDB Holdings Limited
Gao Yunhong

Chairman of the Board and Executive Director

Hong Kong, 12 January 2018

As at the date of this announcement, the executive Directors are Mr. Gao Yunhong, Ms. Zhu Wenhui, Mr. Qi Gang and Mr. Ng Kin Siu; and the independent non-executive Directors are Mr. Chan Yuk Sang, Mr. Wan Chi Wai Anthony and Mr. Lau Kwok Fai Patrick.