



FDB Holdings Limited
豐展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1826)

Executive Directors:

NG Kin Siu (*Chairman*)
CHUNG Yuk Ming Christopher
IP Kong Ling

Independent non-executive Directors:

CHAN Chun Hong
CHAN Kai Nang
LAU Yiu Kit
WU Chun Wah

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

6th Floor, The Sun's Group Centre
200 Gloucester Road
Wan Chai, Hong Kong

15 December 2017

To the Independent Shareholders

Dear Sirs or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
GF SECURITIES (HONG KONG) BROKERAGE LIMITED
FOR AND ON BEHALF OF GENTLE SOAR LIMITED TO ACQUIRE
ALL THE ISSUED SHARES
(OTHER THAN THOSE ALREADY OWNED OR AGREED
TO BE ACQUIRED BY GENTLE SOAR LIMITED AND
PARTIES ACTING IN CONCERT
WITH IT) OF FDB HOLDINGS LIMITED**

INTRODUCTION

Reference is made to the Joint Announcement. As mentioned in the Joint Announcement, pursuant to the Sale and Purchase Agreement entered into by the Vendor, Mr. Ng and the Purchaser on 17 November 2017, the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the Sale Shares, being an aggregate of 862,400,000 Shares, representing 70.0% of the then entire issued share capital of the Company and 70.0% of the entire issued share capital of the Company as at the Latest Practicable Date, at a cash consideration of HK\$469,000,000, equivalent to approximately HK\$0.544 per Sale Share.

The Completion took place on 20 November 2017. The Offeror, its ultimate beneficial owner and their parties acting in concert became the owner of in aggregate 862,400,000 Shares representing 70.0% of the entire issued share capital of the Company as at the Latest Practicable Date. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory unconditional general offer in cash for all the issued Shares other than those already owned or agreed to be acquired by itself and its parties acting in concert. GF Securities, on behalf of the Offeror, is making the Offer.

Details of the principal terms of the Offer, together with information relating to the Offeror and the intentions of the Offeror in relation to the Group are set out in the “Letter from GF Securities” contained in this Composite Document. Further details of the terms of the Offer and the procedures for accepting the Offer are set out in Appendix I to this Composite Document and in the Form(s) of Acceptance. Unless the context otherwise requires, terms used in the “Definition” section of this Composite Document shall have the same meanings when used in this letter.

Your attention is also drawn to the letter from the Independent Board Committee and the letter from the Independent Financial Adviser contained in this Composite Document.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all four independent non-executive Directors, namely Mr. Chan Chun Hong, Mr. Chan Kai Nang, Mr. Lau Yiu Kit and Dr. Wu Chun Wah, has been established by the Company to make recommendations to the Independent Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

VBG Capital has been appointed after approval by the Independent Board Committee as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offer and in particular as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer.

THE OFFER

GF Securities is making the Offer on behalf of the Offeror, subject to the terms set out in this Composite Document and in the Form(s) of Acceptance, on the following basis:

The Offer

For every ShareHK\$0.544 in cash

The Offer Price of HK\$0.544 per Offer Share under the Offer is approximately equal to but not lower than the purchase price per Sale Share paid by the Offeror under the Sale and Purchase Agreement.

As at the Latest Practicable Date, the Company has no outstanding convertible securities, warrants, options and derivatives or other securities in issue which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares.