

## INFORMATION ON THE COMPANY

The Company was listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8248) on 30 September 2015, and then transferred to the Main Board of the Stock Exchange (stock code: 1826) on 10 July 2017.

The Group is principally engaged in (i) contracting service for alteration and addition works, maintenance, specialist works and new development; and (ii) consulting service for alteration and addition works, new development, licensing, building services, and architectural design for buildings in Hong Kong. The Group provides one-stop integrated solution for both contracting and consulting services from project planning, resources allocation, subcontractor management and material procurement to monitoring and quality assurance, and to offer value-adding services such as providing advice on designs to the Group's customers.

The following table sets out a summary of certain audited financial information of the Group for the two years ended 31 December 2016 and unaudited financial information of the Group for the six months ended 30 June 2017:

	<b>For the year ended 31 December 2015</b>	<b>For the year ended 31 December 2016</b>	<b>For the six months ended 30 June 2017</b>
	<i>HK\$'000</i> (Audited)	<i>HK\$'000</i> (Audited)	<i>HK\$'000</i> (Unaudited)
Revenue	276,825	395,781	268,364
Profit before tax	19,836	37,667	9,268
Profit after tax	15,317	31,174	7,467
	<b>As at 31 December 2015</b>	<b>As at 31 December 2016</b>	<b>As at 30 June 2017</b>
	<i>HK\$'000</i> (Audited)	<i>HK\$'000</i> (Audited)	<i>HK\$'000</i> (Unaudited)
Consolidated net asset value attributable to owners of the Company	66,969	90,135	87,746

Your attention is drawn to the financial information of the Group set out in Appendix II to this Composite Document.

## Shareholding Structure of the Company

The shareholding structure of the Company as at the Latest Practicable Date is as follows:

	<i>Number of Shares</i>	<i>% of issued Shares</i>
The Offeror and parties acting in concert with it	862,400,000	70
The Vendor	61,600,000	5
Other Shareholders	<u>308,000,000</u>	<u>25</u>
<b>Total</b>	<u><u>1,232,000,000</u></u>	<u><u>100</u></u>

## INTENTIONS OF THE OFFEROR IN RELATION TO THE COMPANY

Your attention is drawn to the sections headed “Information on the Offeror” and “Future Intentions of the Offeror” in the letter from GF Securities as set out in this Composite Document. The Board is aware of the intentions of the Offeror in respect of the Group, including the intention to nominate new Directors to the Company, and is willing to render reasonable cooperation with the Offeror which is in the interests of the Company and the Shareholders as a whole.

## MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares, are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) that there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the Shares.

As stated in the letter from GF Securities as set out in this Composite Document, the Offeror intends the Company to remain listed on Stock Exchange. Each of the director of the Offeror and the new Directors to be appointed to the Board has jointly and severally undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

As the Company and the Offeror are unable to ascertain at this stage the level of acceptances by Shareholders under the Offer, they have not decided the exact steps/actions that will be taken by them after the close of the Offer to restore the public float of the Shares, if required. Notwithstanding this, the Company and the Offeror consider that the appropriate actions to be taken shall include placing down of sufficient number of accepted Shares by the Offeror and/or issue of new Shares by the Company for this purpose. The Company and the Offeror will issue a separate announcement as and when necessary in this regard.

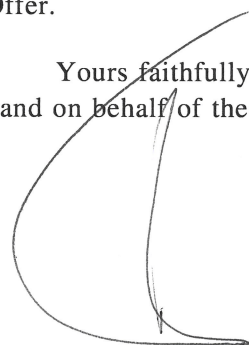
## **ADVICE AND RECOMMENDATION**

Your attention is drawn to the letter from the Independent Board Committee set out in this Composite Document which contains the recommendation of the Independent Board Committee in respect of the Offer. Your attention is also drawn to the letter from the Independent Financial Adviser set out in this Composite Document, which contains its advice to the Independent Board Committee in respect of the fairness and reasonableness of the Offer and the principal factors and reasons it has considered before arriving at its advice.

## **ADDITIONAL INFORMATION**

Your attention is also drawn to the additional information set out in the appendices to, and which forms part of, this Composite Document. You are also recommended to read carefully this Composite Document and the accompanying Form(s) of Acceptance for further details in respect of the procedures for acceptance of the Offer.

Yours faithfully,  
For and on behalf of the Board of

A large, stylized handwritten signature in black ink, appearing to be 'NG Kin Siu', written over the text 'For and on behalf of the Board of'.

**FDB Holdings Limited**  
**NG Kin Siu**  
*Chairman of the Board and Executive Director*