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**If you have sold or transferred** all your shares in **FDB Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

## **FDB Holdings Limited** **豐展控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8248)**

**(1) PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
(2) PROPOSED DECLARATION OF FINAL DIVIDEND,  
(3) PROPOSED RE-ELECTION OF DIRECTORS  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of the front and inside cover pages have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the Annual General Meeting to be held at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 May 2016 at 10:00 a.m. is set out on pages 16 to 21 of this circular.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.fdbhk.com](http://www.fdbhk.com).

7 April 2016

## CHARACTERISTICS OF THE GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of the GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on the GEM, there is a risk that securities traded on the GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on the GEM.

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company as altered from time to time
“Annual General Meeting”	the annual general meeting of the Company to be convened and held at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 May 2016 at 10:00 a.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 16 to 21 of this circular
“associate(s)” or “close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“BVI”	the British Virgin Islands
“Companies Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time
“Company”	FDB Holdings Limited (豐展控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on the GEM
“connected person(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM

## DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	31 March 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Date”	30 September 2015, the date on which dealing in the Shares first commenced on the GEM
“Masterveyor”	Masterveyor Holdings Limited, a company incorporated in the BVI with limited liability on 24 February 2015, which is wholly-owned by Mr. Ng Kin Siu
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate number of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

**FDB Holdings Limited**  
**豐展控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8248)**

*Executive Directors:*

Mr. Ng Kin Siu (*Chairman*)

Mr. Lai Pak Wei

*Independent non-executive Directors:*

Mr. Chan Chun Hong

Mr. Chan Kai Nang

Mr. Lau Yiu Kit

*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

7 April 2016

*To the Shareholders,*

Dear Sir or Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
(2) PROPOSED DECLARATION OF FINAL DIVIDEND,  
(3) PROPOSED RE-ELECTION OF DIRECTORS  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding certain ordinary resolutions to be proposed at the Annual General Meeting to enable Shareholders to make an informed decision on whether to vote for or against those resolutions and to give you notice of the Annual General Meeting.

The resolutions to be proposed at the Annual General Meeting, in addition to ordinary business, include (i) ordinary resolutions relating to the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) ordinary resolutions relating to the declaration of a final dividend; and (iii) ordinary resolutions relating to the proposed re-election of Directors.

## LETTER FROM THE BOARD

### **PROPOSED GRANTING OF REPURCHASE MANDATE, GENERAL MANDATE AND EXTENSION MANDATE**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares. The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution subject to the GEM Listing Rules.

The Repurchase Mandate will lapse on the earliest of (i) the date of the next annual general meeting, or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable law of the Cayman Islands to be held, or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in the general meeting.

The explanatory statement required by the GEM Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Repurchase Mandate is set out in Appendix I to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to issue, allot and deal with further Shares representing up to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution.

Subject to the passing of the ordinary resolution of the Repurchase Mandate and the General Mandate, an ordinary resolution will also be proposed to grant to the Directors the Extension Mandate to authorise the Directors to issue new Shares in an amount not exceeding the aggregate number of the Shares repurchased pursuant to the Repurchase Mandate.

Based on 1,232,000,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting:

- (1) subject to the passing of the proposed resolution granting the General Mandate to the Directors, the Company will be allowed under the General Mandate to issue up to a maximum of 246,400,000 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date; and
- (2) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 123,200,000 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

## LETTER FROM THE BOARD

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

### PROPOSED DECLARATION OF FINAL DIVIDEND

The Directors recommend the payment of a final dividend of HK0.65 cents per Share for the year ended 31 December 2015, to the Shareholders whose names are on the register of members on Tuesday, 24 May 2016, subject to the approval by the Shareholders at the Annual General Meeting. The final dividend is expected to be paid to the Shareholders on or before Friday, 3 June 2016, in cash in Hong Kong dollars.

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 20 May 2016 to Tuesday, 24 May 2016, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, for registration not later than 4:30 p.m. on Thursday, 19 May 2016.

### PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of five (5) Directors, namely:

<b>Executive Directors</b>	<b>Date of appointment</b>
Mr. Ng Kin Siu	19 March 2015
Mr. Lai Pak Wei	15 May 2015
<b>Independent non-executive Directors</b>	
Mr. Chan Chun Hong	16 September 2015
Mr. Chan Kai Nang	16 September 2015
Mr. Lau Yiu Kit	16 September 2015

In accordance with the Articles of Association, Mr. Ng Kin Siu, Mr. Lai Pak Wei, Mr. Chan Chun Hong, Mr. Chan Kai Nang and Mr. Lau Yiu Kit will retire at the Annual General Meeting and all these Directors, being eligible, have offered themselves for re-election.

Biographical details of each of the retiring Directors are set out in Appendix II to this circular.

## **LETTER FROM THE BOARD**

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Friday, 6 May 2016 to Tuesday, 10 May 2016 (both days inclusive) during which period no transfer of Shares may be effected for the purpose of determining shareholders who are entitled to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Branch Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 5 May 2016.

### **ACTIONS TO BE TAKEN**

Set out on pages 16 to 21 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate;
- (b) the declaration of a final dividend; and
- (c) the re-election of Directors.

Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### **VOTING BY POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the Annual General Meeting shall be voted by poll.

An announcement on the poll results will be made by the Company after the Annual General Meeting.

## LETTER FROM THE BOARD

### RECOMMENDATIONS

The Directors consider that the proposals regarding the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate, the declaration of a final dividend, and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the Annual General Meeting.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

Yours faithfully  
By order of the Board  
**FDB Holdings Limited**  
豐展控股有限公司  
**Ng Kin Siu**  
*Chairman and Executive Director*

This appendix serves as an explanatory statement, as required under Rule 13.08 of the GEM Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

## **1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 1,232,000,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no new Shares are issued and no Shares are repurchased for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 123,200,000 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

## **3. REASONS FOR THE REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Articles, the applicable laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium

before the Shares are repurchased. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

## **5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL**

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2015, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## **6. SHARE PRICES**

The highest and lowest prices at which the Shares traded on the GEM since the Listing date and up to the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2015</b>		
September	5.60	1.00
October	2.75	0.26
November	0.34	0.32
December	0.215	0.197
<b>2016</b>		
January	0.159	0.145
February	0.159	0.140
March ( <i>up to the Latest Practicable Date</i> )	0.172	0.152

## **7. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

## 8. CORE CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the Annual General Meeting.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

## 9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued Shares:

Name	Capacity/Nature of interest	Number of Shares held (L) (Note 4)	Approximate percentage of existing shareholding (Note 1)	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Masterveyor	Beneficial owner	924,000,000 (Note 2)	75%	83.33%
Mr. Ng Kin Siu	Interest in controlled corporation	924,000,000 (Note 2)	75%	83.33%
Ms. Wong Chai Lin	Interest of spouse	924,000,000 (Note 3)	75%	83.33%

Notes:

- (1) The percentage of shareholding was calculated based on the total issued share capital of 1,232,000,000 Shares as at the Latest Practicable Date.
- (2) Masterveyor is beneficially and wholly owned by Mr. Ng Kin Siu, an executive Director of the Company. By virtue of the SFO, Mr. Ng Kin Siu is deemed to be interested in the shares held by Masterveyor.

- (3) Ms. Wong Chai Lin is the spouse of Mr. Ng Kin Siu and is therefore deemed to be interested in all the shares held/owned by Mr. Ng Kin Siu (by himself or through Masterveyor) by virtue of the SFO.
- (4) The letter “L” denotes the person’s long position in the Shares.

On the basis of 1,232,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchases of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, if the Repurchase Mandate were exercised in full, the shareholding in the Company of Masterveyor, Mr. Ng Kin Siu and Ms. Wong Chai Lin together with his/her associates would be increased from approximately 75% to approximately 83.33% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would result in the aggregate amount of the issued share capital of the Company in the public hands being reduced to less than 25%. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in a public shareholding falling below the prescribed minimum percentage.

#### **10. SHARE REPURCHASE MADE BY THE COMPANY**

The Company did not repurchase any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Set out below are the biographical details of the retiring Directors, who being eligible, would offer themselves for re-election at the Annual General Meeting.

**Mr. NG Kin Siu (吳建韶)**, aged 48, is the founder of the Group. He is the chairman of the Board, an executive Director and the compliance officer of the Company and is responsible for the overall business development and strategic planning of the Group. He was appointed as an executive Director on 19 March 2015. He is also a director of Fruit Design & Build Limited (“Fruit Design”), Harvest Building Consultancy Limited (“Harvest Building”), Marvo Architecture Limited, Win Lee Building Engineering Limited (“Win Lee Building”) and Win Lee (Project Team B) Construction Limited.

He graduated from The Robert Gordon University in the United Kingdom in June 1993 with a degree of Bachelor of Science in building surveying. He has been a member of The Hong Kong Institute of Surveyors since March 1997, a member of The Royal Institution of Chartered Surveyors since December 1996 and registered as a registered professional surveyor with the Surveyors Registration Board in July 1999. He has been an Authorized Person since December 2007 and a Registered Inspector in Hong Kong since 3 October 2012. He has also been the technical director for Win Lee Building’s registration of registered general building contractor and registered specialist contractor (demolition) since June 2009 and May 2009 respectively.

He has extensive experience with building surveying and is familiar with the Buildings Ordinance in Hong Kong. Prior to founding the Group, he had been working in the Buildings Department from April 1997 to March 2008, with last position being held as a building surveyor.

Save as disclosed and as far as the Directors are aware, he does not have any relationship with other Director, senior management, management shareholder, substantial shareholder or controlling shareholder of the Company nor hold any position with the Company and other members of the Group. He did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date.

As at the Latest Practicable Date, Masterveyor beneficially owned 924,000,000 Shares. He beneficially owned the entire issued share capital of Masterveyor. He was deemed, or taken to be, interested in all 924,000,000 Shares held by Masterveyor for the purposes of the SFO. He is the sole director of Masterveyor. Save as disclosed above, he has no interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

He has entered into a service agreement with the Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months’ notice in writing served by either party on the other in accordance with the terms of the service agreement. He is also subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. Pursuant to the service agreement, he is entitled to a basic annual salary of HK\$3,300,000 per annum (which is subject to review each year) and such other emoluments and/or discretionary bonus as may be determined by, and at the discretion of, the Board from time to time. The level of his emolument was and will be determined by the Board with reference to his experience, qualifications, duties and

responsibilities involved in the Group, as well as the performance of the Company and the prevailing market conditions. For the year ended 31 December 2015, he received by way of remuneration and/or other emoluments the amount of approximately HK\$1,505,000 from the Group.

Save as disclosed above and so far as the Directors were aware as at the Latest Practicable Date, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 17.50(2) (h) to (v) of the GEM Listing Rules in relation to his re-election at the Annual General Meeting.

**Mr. LAI Pak Wei (黎伯偉)**, aged 45, was appointed as an executive Director on 15 May 2015. He joined the Group on 13 August 2012. He is also a director of Fruit Design and Harvest Building.

He graduated from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a degree of Bachelor of Science in building surveying in October 1992, and obtained a degree of Master of Science in construction and real estate from The Hong Kong Polytechnic University in October 2012. He also received a Postgraduate Certificate in Building Engineering from School of Professional and Continuing Education of The University of Hong Kong in April 2014. He has been admitted as a member of The Hong Kong Institute of Surveyors in July 2013, a professional member of The Royal Institution of Chartered Surveyors in November 2011, a member of the Chartered Institute of Building in October 2012, a member of the Chartered Institute of Arbitrators in January 2013 and a registered professional surveyor with the Surveyors Registration Board in October 2014. He has been an Authorized Person since 30 March 2015. He has also been approved by the Building Authority to act as the technical director for Fruit Design's registration of registered general building contractor in September 2014.

He has over 20 years of experience in the construction industry. Prior to joining the Group, he worked in Dennis Lau & Ng Chun Man Architects & Engineers (H.K.) Limited from February 1993 to May 1997 where he served as the assistant building surveyor, Shun Tak Properties Limited as project assistant from December 1997 to January 2000 and AEON Stores (Hong Kong) Co., Limited from April 2002 to August 2012, with last position being held as project manager.

Save as disclosed and as far as the Directors are aware, he does not have any relationship with other Director, senior management, management shareholder, substantial shareholder or controlling shareholder of the Company nor hold any position with the Company and other members of the Group. He did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date. As far as the Directors are aware, as at the Latest Practicable Date, he had no interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

He has entered into a service agreement with the Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other in accordance with the terms of the service agreement. He is also subject to retirement by rotation and re-election at annual general

meeting in accordance with the Articles of Association. Pursuant to the service agreement, he is entitled to a basic annual salary of HK\$1,200,000 per annum (which is subject to review each year) and such other emoluments and/or discretionary bonus as may be determined by, and at the discretion of, the Board from time to time. The level of his emolument was and will be determined by the Board with reference to his experience, qualifications, duties and responsibilities involved in the Group, as well as the performance of the Company and the prevailing market conditions. For the year ended 31 December 2015, he received by way of remuneration and/or other emoluments the amount of approximately HK\$1,179,000 from the Group.

Save as disclosed above and so far as the Directors were aware as at the Latest Practicable Date, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 17.50(2) (h) to (v) of the GEM Listing Rules in relation to his re-election at the Annual General Meeting.

**Mr. Chan Chun Hong (陳駿康)**, aged 42, was appointed as an independent non-executive Director on 16 September 2015. He graduated from The Hong Kong University of Science and Technology with a bachelor's degree in Business Administration in Finance in November 1996. He has been a fellow of the Association of Chartered Certified Accountants since October 2006, a CFA Charterholder since September 2004 and a fellow member of the Hong Kong Institute of Directors since March 2015. He joined Grant Sherman Appraisal Limited in March 2005 where he currently serves as the executive director and is responsible for the valuation of business enterprises, intangible assets and derivative instruments.

Save as disclosed and as far as the Directors are aware, he does not have any relationship with other Director, senior management, management shareholder, substantial shareholder or controlling shareholder of the Company nor hold any position with the Company and other members of the Group. Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date. As far as the Directors are aware, as at the Latest Practicable Date, he had no interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above and so far as the Directors were aware as at the Latest Practicable Date, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 17.50(2) (h) to (v) of the GEM Listing Rules in relation to his re-election at the Annual General Meeting.

**Mr. CHAN Kai Nang (陳啟能)**, aged 70, appointed as an independent non-executive Director of the Company on 16 September 2015, received a Diploma in Management Studies from The University of Hong Kong in July 1976 and a degree of Bachelor of Laws from the University of London (a distance learning course) in August 1990. He has been an associate of The Institute of Cost and Management Accountants (now known as the Chartered Institute of Management Accountants) in the UK since June 1972 and The Hong Kong Institute of Certified Public Accountants since February 1973 and a fellow of The Association of Certified Accountants (now known as the Association of Chartered Certified Accountants) in the UK since December 1982. He was the executive director of Galaxy Entertainment Group Limited

(formerly known as K. Wah Construction Materials Limited) (stock code: 27) from 14 January 2003 to 1 May 2008. He was also appointed as an independent non-executive director of Asian Capital Holdings Limited (stock code: 8295) since 4 June 2010, Prosperity International Holdings (H.K.) Limited (stock code: 803) since 17 August 2010, Soundwill Holdings Limited (stock code: 878) since 11 March 2009 and Steed Oriental (Holdings) Company Limited (stock code: 8277) since 16 September 2013.

Save as disclosed and as far as the Directors are aware, he does not have any relationship with other Director, senior management, management shareholder, substantial shareholder or controlling shareholder of the Company nor hold any position with the Company and other members of the Group. Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date. As far as the Directors are aware, as at the Latest Practicable Date, he had no interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above and so far as the Directors were aware as at the Latest Practicable Date, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 17.50(2) (h) to (v) of the GEM Listing Rules in relation to his re-election at the Annual General Meeting.

**Mr. LAU Yiu Kit (劉耀傑)**, aged 56, was appointed as an independent non-executive Director of the Company on 16 September 2015. He is a sole proprietor and founder of Albert Y.K. Lau & Co., a firm of Certified Public Accountants. He has been a member of the Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) since January 1989, an associate of the Chartered Association of Certified Accountants (now known as the Association of Chartered Certified Accountants) since October 1987, the Institute of Chartered Accountants in England and Wales since October 2007 and the Taxation Institute of Hong Kong since June 1991. He has been an independent non-executive director of Artini China Co. Ltd. (stock code: 0789) since 1 December 2010. He was also an independent non-executive director of Titan Petrochemicals Group Limited (stock code: 1192) from 23 March 2015 to 30 September 2015. Save as disclosed, he did not hold any directorship in other listed companies.

Save as disclosed and as far as the Directors are aware, he does not have any relationship with other Director, senior management, management shareholder, substantial shareholder or controlling shareholder of the Company nor hold any position with the Company and other members of the Group. Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years before the Latest Practicable Date. As far as the Directors are aware, as at the Latest Practicable Date, he had no interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above and so far as the Directors were aware as at the Latest Practicable Date, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 17.50(2) (h) to (v) of the GEM Listing Rules in relation to his re-election at the Annual General Meeting.

**NOTICE OF ANNUAL GENERAL MEETING**

**FDB Holdings Limited**  
**豐展控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8248)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of FDB Holdings Limited (豐展控股有限公司) (the “**Company**”) will be held at 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 May 2016 at 10:00 a.m. to consider, if thought fit, transact the following ordinary businesses:

**As Ordinary Business**

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 2015.
2.
  - A. To re-elect Mr. Ng Kin Siu as an executive director of the Company.
  - B. To re-elect Mr. Lai Pak Wei as an executive director of the Company.
  - C. To re-elect Mr. Chan Chun Hong as an independent non-executive director of the Company (the “**INED**”).
  - D. To re-elect Mr. Chan Kai Nang as an INED.
  - E. To re-elect Mr. Lau Yiu Kit as an INED.
3. To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration for the year ending 31 December 2016.
4. To consider the re-appointment of Deloitte Touche Tohmatsu as the Auditors and to authorise the Board to fix the remuneration of the Auditors for the year ending 31 December 2016.
5. To approve the payment of a final dividend of HK0.65 cents per share for the year ended 31 December 2015.

## NOTICE OF ANNUAL GENERAL MEETING

### As Special Business

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and all other applicable laws, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the “**Shares**”) in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate nominal amount of share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
  - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;
  - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles of Association**”) of the Company and other relevant regulations in force from time to time; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and (if the Directors are so

## NOTICE OF ANNUAL GENERAL MEETING

authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law (2013 Revision) of the Cayman Islands (as

## NOTICE OF ANNUAL GENERAL MEETING

amended, supplemented or modified from time to time) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable law of the Cayman Islands to be held; or
    - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT** conditional upon resolutions numbered 6 and 7 above being passed, the unconditional general mandate granted to the directors (the “**Directors**”) of the Company to allot, issue and deal with the unissued shares of the Company pursuant to resolution numbered 6 above be and it is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Director pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 7 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution.”

Yours faithfully  
By order of the Board  
**FDB Holdings Limited**  
豐展控股有限公司  
**Ng Kin Siu**  
*Chairman and Executive Director*

Hong Kong, 7 April 2016

## NOTICE OF ANNUAL GENERAL MEETING

*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

*Notes:*

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the qualification as members of the Company to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 6 May 2016 to Tuesday, 10 May 2016, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 5 May 2016.
4. Subject to the passing of the proposed Resolution no. 5 above at the Annual General Meeting, the final dividend will be payable to the Shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, 24 May 2016. For the purpose of ascertaining the Shareholders' entitlements to the proposed final dividend, the register of members will be closed from Friday, 20 May 2016 to Tuesday, 24 May 2016 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 19 May 2016.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will post an announcement on the website of the Company at [www.fdbhk.com](http://www.fdbhk.com) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the Company of the date, time and place of the re-scheduled Annual General Meeting.

*As at the date of this notice, the executive Directors are Mr. Ng Kin Siu (Chairman), Mr. Lai Pak Wei and the independent non-executive Directors are Mr. Chan Chun Hong, Mr. Chan Kai Nang and Mr. Lau Yiu Kit.*

## NOTICE OF ANNUAL GENERAL MEETING

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This notice will also be posted on the Company’s website at [www.fdbhk.com](http://www.fdbhk.com).*