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Gentle Soar Limited
*(Incorporated in the British Virgin Islands
with limited liability)*

FDB Holdings Limited
豐展控股有限公司
*(Incorporated in the Cayman Islands
with limited liability)*
(Stock Code: 1826)

JOINT ANNOUNCEMENT

**DESPATCH OF COMPOSITE DOCUMENT
RELATING TO UNCONDITIONAL MANDATORY 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**

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



References are made to (i) the announcement dated 21 November 2017 in respect of, among other things, the Offer; (ii) the announcement dated 12 December 2017 in relation to the delay in despatch of the Composite Document; and (iii) the Composite Document dated 15 December 2017, all jointly made by the Offeror and the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT AND THE FORM OF ACCEPTANCE

The Composite Document containing, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, together with the accompanying Form of Acceptance, has been despatched to the Shareholders on 15 December 2017.

EXPECTED TIMETABLE

Set out below is the expected timetable of the Offer as extracted from the Composite Document. The timetable set out below is indicative only and any changes to the timetable will be announced by the Offeror and the Company.

Despatch date of the Composite Document and the accompanying Form(s) of Acceptance and commencement date of the Offer ^(Note 1)	Friday, 15 December 2017
Latest time and date for acceptance of the Offer ^(Note 2)	4:00 p.m. on Friday, 5 January 2018
Closing Date ^(Notes 2 and 3)	Friday, 5 January 2018
Announcement of the results of the Offer to be posted on the website of the Stock Exchange.....	not later than 7:00 p.m. on Friday, 5 January 2018
Latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer ^(Notes 3 and 4)	Tuesday, 16 January 2018

Notes:

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from Friday, 15 December 2017 until the Closing Date. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “Right of withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on Friday, 5 January 2018. The Offeror reserves the right to extend the Offer until such date as it may determine pursuant to the Takeovers Code. An announcement will be issued through the Stock Exchange website by 7:00 p.m. on Friday, 5 January 2018 stating whether the Offer has been revised or extended or has expired. In the event that the Offeror decides to extend the Offer, the announcement will state the next closing date of the Offer or that the Offer will remain open until further notice. In the latter case, at least 14 calendar days’ notice in writing will be given, before the extended Offer is closed, to those Shareholders who have not accepted the Offer.
3. If there is (i) a tropical cyclone warning signal number 8 or above, or (ii) a “black” rainstorm warning signal:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day.
4. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer will be posted to the accepting Shareholders by ordinary post at their own risk as soon as possible but in any event within seven Business Days following the date of receipt by the Registrar or by the company secretary of the Company (as the case may be) of the duly completed Form(s) of Acceptance and all the valid requisite documents.
5. 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 issued 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) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares.

Unless otherwise expressly stated, all time and dates contained in the Composite document refer to Hong Kong time.

RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE

Independent Shareholders are strongly advised that the decision to realise or to hold their investment in the Shares is subject to individual circumstances and investment objectives and they should consider carefully the terms of the Offer. If in doubt, the Independent Shareholders should consult their own professional advisers for professional advice. Furthermore, the Independent Shareholders who wish to accept the Offer are recommended to read carefully the procedures for accepting the Offer as detailed in the Composite Document.

By order of the board of director of
Gentle Soar Limited
Gao Yunhong
Director

By order of the Board
FDB Holdings Limited
Ng Kin Siu
Chairman of the Board and Executive Director

Hong Kong, 15 December 2017

As at the date of this joint announcement, the sole director of the Offeror is Mr. Gao Yunhong.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group and the Vendor), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises three executive Directors, namely Mr. Ng Kin Siu, Mr. Chung Yuk Ming Christopher and Mr. Ip Kong Ling; and four independent non-executive Directors, namely Mr. Chan Chun Hong, Mr. Chan Kai Nang, Mr. Lau Yiu Kit and Dr. Wu Chun Wah.

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.