

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in **FDB Holdings Limited** 豐展控股有限公司, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



FDB Holdings Limited
豐展控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1826)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY 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 EGM to be held at 30th Floor, China Merchants Plaza, 1166 Wanghai Road, Nanshan, Shenzhen, People’s Republic of China on Monday, 5 February 2018 at 10:00 a.m. is set out on pages 6 to 7 of this Circular.

A form of proxy for use by the Shareholders at the EGM is enclosed with this Circular for despatch to the Shareholders. Whether or not you intend to attend and/or vote at the EGM 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 and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 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 EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish.

19 January 2018

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DEFINITIONS

In this Circular, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of directors of the Company
“Circular”	this circular
“Company”	FDB Holdings Limited 豐展控股有限公司 (stock code: 1826), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider, and if thought fit, to approve the Proposed Change of Company Name
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the official registered English name of the Company from “FDB Holdings Limited” to “Dafy Holdings Limited” and its Chinese name from “豐展控股有限公司” to “達飛控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



FDB Holdings Limited
豐展控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1826)

Executive Directors:

GAO Yunhong (*Chairman*)
ZHU Wenhui
QI Gang
NG Kin Siu

Registered Office:

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

Independent non-executive Directors:

CHAN Yuk Sang
WAN Chi Wai Anthony
LAU Kwok Fai Patrick

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

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

19 January 2018

To the Shareholders

Dear Sirs or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the joint announcement of Gentle Soar Limited and the Company in respect of the Proposed Change of Company Name dated 5 January 2018.

The purpose of this Circular is to provide you with information relating to the Proposed Change of Company Name and to give you notice of the EGM at which a special resolution will be proposed to approve the Proposed Change of Company Name.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the official registered English name of the Company from “FDB Holdings Limited” to “Dafy Holdings Limited” and its Chinese name from “豐展控股有限公司” to “達飛控股有限公司”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name.

The relevant filings with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and Chinese name of the Company on the register in place of the existing English name and Chinese name of the Company. Thereafter, the Company will carry out any necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will symbolise a new start and refresh the corporate image of the Company. As such, the Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the current English name and Chinese name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of shares in the new English name and Chinese name of the Company. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new English name and Chinese name of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates will be issued in the new English name and Chinese name of the Company.

The Company will make further announcement(s) on the effective dates of the Proposed Change of Company Name and the new stock short name of the Company under which the Shares will be traded on the Stock Exchange.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 1 February 2018 to Monday, 5 February 2018 (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 EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 31 January 2018.

ACTIONS TO BE TAKEN

The notice convening the EGM is set out on pages 6 to 7 of this Circular. The EGM will be held at 30th Floor, China Merchants Plaza, 1166 Wanghai Road, Nanshan, Shenzhen, People's Republic of China on Monday, 5 February 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, to approve the Proposed Change of Company Name.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire and in such case, the proxy form shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the special resolution to be proposed at the EGM to approve the Proposed Change of Company Name.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the EGM shall be voted by poll.

RECOMMENDATIONS

Having taken into account the reasons for the Proposed Change of Company Name as set out in this letter from the Board above, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

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
Gao Yunhong

Chairman of the Board and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



FDB Holdings Limited
豐展控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1826)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of FDB Holdings Limited 豐展控股有限公司 (the “**Company**”) will be held at 30th Floor, China Merchants Plaza, 1166 Wanghai Road, Nanshan, Shenzhen, People’s Republic of China on Monday, 5 February 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution:

As Special Business

“**THAT**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, the official registered English name of the Company be and is hereby changed from “FDB Holdings Limited” to “Dafy Holdings Limited” and the Chinese name of the Company be and is hereby changed from “豐展控股有限公司” to “達飛控股有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of entry of the new English name and Chinese name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to execute all such other documents and agreements for and on behalf of the Company and do all such acts and things as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Proposed Change of Company Name.”

By order of the Board
FDB Holdings Limited
Gao Yunhong

Chairman of the Board and Executive Director

Hong Kong, 19 January 2018

NOTICE OF EXTRAORDINARY 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 EGM 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM 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 EGM 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 EGM, the register of members of the Company will be closed from Thursday, 1 February 2018 to Monday, 5 February 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office 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 Wednesday, 31 January 2018.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
5. 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 EGM, the EGM will be postponed. The Company will post an announcement on the website of the Company at www.fdbhk.com and on the HKEx news website of the Stock Exchange at www.hkexnews.hk to notify members of the Company of the date, time and place of the re-scheduled EGM.

As at the date of this notice, the executive Directors are Mr. Gao Yunhong (Chairman), 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.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.