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Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 23 September 2015 (the “Prospectus”) of FDB Holdings Limited (the “Company”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

FDB HOLDINGS LIMITED

豐展控股有限公司

(incorporated in the Cayman Islands with limited liability)

NOTICE OF LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

**Number of Placing Shares : 308,000,000 Placing Shares (comprising
154,000,000 New Shares and
154,000,000 Sale Shares)**

**Placing Price : HK\$0.25 per Placing Share (payable in
full upon application, plus brokerage of
1%, SFC transaction levy of 0.0027%
and Stock Exchange trading fee of
0.005%)**

Nominal value : HK\$0.01 per Share

Board lot : 10,000 Shares

Stock code : 8248

Sponsor



大有融資有限公司
MESSIS CAPITAL LIMITED

Bookrunner and Lead Manager

平安證券有限公司
Ping An Securities Limited

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance are available, for information purposes only, from 9:00 a.m. to 5:00 p.m. (Hong Kong time) during business days from 23 September 2015 to 29 September 2015 (both dates inclusive) at the office of Messis Capital Limited at Room 1606, 16th Floor, Tower 2 Admiralty Centre, 18 Harcourt Road, Hong Kong.

The Company is offering 154,000,000 New Shares for subscription and the Selling Shareholder is offering 154,000,000 Sale Shares for purchase by way of placing at the Placing Price, in aggregate representing 25% of the issued share capital of the Company upon completion of the Placing (without taking into account any Shares which may be allotted and issued pursuant to the exercise of any option which may be granted under the Share Option Scheme), on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus and the Underwriting Agreement.

The Placing is conditional upon the fulfillment of the conditions as set out in the section headed “Structure and conditions of the Placing — Conditions of the Placing” in the Prospectus. In the event that the conditions of the Placing as mentioned in the Prospectus are not fulfilled or waived by the Lead Manager (also in its capacity as the Underwriter) pursuant to the terms of the Underwriting Agreement prior to the time and date specified therein, the Placing will lapse thereafter and all monies received will be refunded to the applicants of the Placing Shares without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.fdbhk.com on the next business day following the date of such lapse.

The Placing Shares are fully underwritten by the Underwriter pursuant to the Underwriting Agreement. Prospective investors of the Placing Shares should note that the Lead Manager (also in its capacity as the Underwriter) is entitled to terminate the Underwriting Agreement with immediate effect by giving notice in writing to the Company upon the occurrence of any events set forth in the section headed “Underwriting — Underwriting arrangements and expenses — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be 30 September 2015.

Application has been made by the Company to the Stock Exchange for the granting of the approval for listing of, and permission to deal in, the Shares issued and to be issued as described in the Prospectus, including the Placing, the Capitalisation Issue and any Shares which may be issued upon the exercise of any option that may be granted under the Share Option Scheme. Subject to the granting by the Stock Exchange for the listing of, and permission to deal in, the Shares on GEM as set out in the Prospectus, as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, which is expected to be 30 September 2015, or under contingent situation, on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the

second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price is HK\$0.25 per Placing Share. The Company will not issue temporary documents or evidence of title. All Share certificates will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be 30 September 2015. No receipt will be issued for the subscription monies for the Placing Shares.

The announcement of the level of indications of interests in the Placing and the basis of allocation of the Placing Shares will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.fdbhk.com on or before 29 September 2015.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on 30 September 2015. Shares will be traded in board lots of 10,000 Shares each. The stock code for the Shares is 8248.

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

Hong Kong, 23 September 2015

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

This announcement, 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 announcement 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 announcement misleading.

This announcement and a copy of the Prospectus will remain on the Stock Exchange website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.fdbhk.com.