



FDB HOLDINGS LIMITED

豐展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1826)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 30 MAY 2024

I/We ^(Note 1) _____
of ^(Note 1) _____

being the registered holder(s) of ^(Note 2) _____
ordinary shares of HK\$0.01 each in the share capital of FDB Holdings Limited 豐展控股有限公司 (the “Company”) hereby appoint the Chairman
of the meeting ^(Note 3) or _____
of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the
Company to be held at Rooms 602–603, 6/F., The Sun’s Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong on Thursday, 30 May 2024 at
11:00 a.m. and at any adjournment thereof.

Please tick in the appropriate boxes to indicate how you wish your vote(s) to be cast, and if no such indication is given, your proxy is entitled to
vote at his discretion ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
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 2023.		
2A.	To re-elect Mr. Ng Kin Siu as an executive Director.		
2B.	To re-elect Mr. Chan Yuk Sang as an independent non-executive Director.		
3.	To authorise the board of Directors of the Company (the “Board”) to fix the Directors’ remuneration for the year ending 31 December 2024.		
4.	To consider the re-appointment of CWK CPA Limited as the Auditors and to authorise the Board to fix the remuneration of the Auditors for the year ending 31 December 2024.		
5.	To grant a general mandate to the Directors to issue, allot and deal with the unissued shares of the Company not exceeding 20% of the number of issued shares of the Company as at the date of passing this resolution (ordinary resolution 5 as set out in the notice of the AGM).		
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the number of issued shares of the Company as at the date of passing this resolution (ordinary resolution 6 as set out in the notice of the AGM).		
7.	Conditional upon the passing of resolutions numbered 5 and 6 as set out in the notice of the AGM, to extend the general mandate granted by resolution numbered 5 by adding thereto the number of shares repurchased pursuant to the general mandate granted by resolution numbered 6 (ordinary resolution 7 as set out in the notice of the AGM).		
SPECIAL RESOLUTION		FOR	AGAINST
8.	To adopt the Fourth Amended and Restated Articles of Association (as defined in the Circular) as the new articles of association in substitution and exclusion of the existing third amended and restated articles of association of the Company with immediate effect and authorise any one director or company secretary of the Company to do all things necessary to implement the adoption of the Fourth Amended and Restated Articles of Association (special resolution 8 as set out in the notice of the AGM).		

Date: _____

Signature(s) ^(Note 5): _____

Notes:

1. Full name(s) and address to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “**the Chairman of the meeting**” and insert the name and address of the proxy desired in the space provided. A member of the Company entitled to attend and vote at the AGM 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. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the AGM or at any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish. In such event, the form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.