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FDB HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1826)

**APPOINTMENT OF EXECUTIVE DIRECTOR,
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board hereby announces that, with effect from 5 January 2026:

1. Mr. Yu Hongxiang has been appointed as an executive Director;
2. Mr. Siu Wilson Wai Lum has resigned as an independent non-executive Director, a member of the Audit Committee, a member of Remuneration Committee and a member of the Nomination Committee; and
3. Ms. Ren Yu has been appointed as an independent non-executive Director, a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of FDB Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. Siu Wilson Wai Lum (“**Mr. Siu**”) has tendered his resignation as an independent non-executive Director with effect from 5 January 2026 as he would devote more time to his other personal commitments. Following Mr. Siu’s resignation, he also ceased to be a member of the audit committee (the “**Audit Committee**”), a member of the remuneration committee (the “**Remuneration Committee**”) and a member of the nomination committee (the “**Nomination Committee**”) of the Board with effect from 5 January 2026. Mr. Siu has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

APPOINTMENT OF DIRECTORS

The Board announces that with effect from 5 January 2026, Mr. Yu Hongxiang (“**Mr. Yu**”) has been appointed as an executive Director and Ms. Ren Yu (“**Ms. Ren**”) has been appointed as an independent non-executive Director, a member of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee.

BIOGRAPHICAL DETAILS OF MR. YU

Executive Director

Mr. Yu, aged 47, graduated from Macquarie University, Sydney, Australia with Master of Business Administration in 2010. Prior to this appointment, Mr. Yu has served as a supervisor and a controlling shareholder holding approximately 70% of the equity of Hangzhou Wogeli Energy Technology Co., Ltd (“杭州沃格立能源科技有限公司”), a Mainland China-based enterprise with a diverse business portfolio encompassing new energy equipment manufacturing, industrial goods trading, and technology services.

Mr. Yu has entered into a service contract with the Company for an initial term of three years commencing on 5 January 2026 which is renewable automatically for successive terms of three years upon expiry unless otherwise terminated in accordance with the terms of the letter of appointment.

Mr. Yu is entitled to a remuneration of a salary and other allowances totaling HK\$1,500,000 per annum, plus retirement benefit scheme contributions of HK\$18,000 per annum, which is determined based on his duties and responsibilities in the Company, his experience, the prevailing market rate and the remuneration policy of the Company. Mr. Yu’s appointment is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

As far as the Directors are aware, Mr. Yu is beneficially interested in 392,940,000 shares of the Company through his wholly-owned company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”) as at the date of this announcement, representing approximately 29.5% of the issued share capital of the Company as at the date of this announcement.

As at the date of this announcement, Mr. Yu does not hold and has not previously held any position within the Company or any member of the Group. He is not connected with any directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, he had not been a director of any other listed public companies in the past three years and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

The Board hereby confirms that, in respect of all disclosure requirements set out in Rules 13.51(2)(h) to (w) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) (including, but not limited to, matters relating to public sanctions, bankruptcy and legal proceedings, criminal convictions and insider dealing, civil liabilities, professional disciplinary actions, corporate liquidations, and any ongoing investigations or legal proceedings), there is no information in relation to Mr. Yu that is required to be disclosed pursuant to such requirements.

BIOGRAPHICAL DETAILS OF MS. REN

Independent non-executive Director

Ms. Ren, aged 42, holds a Bachelor of Laws degree from East China University of Political Science and Law and a Master of Laws degree from The Chinese University of Hong Kong. She is qualified as a practicing lawyer in the People’s Republic of China and is a current member of the Hong Kong Chartered Governance Institute holding qualifications of Chartered Secretary and Chartered Governance Professional. Ms. Ren has extensive experience in corporate compliance, corporate governance, and cross-border investment and financing in Mainland China and Hong Kong.

Ms. Ren has entered into a letter of appointment with the Company for an initial term of three years commencing on 5 January 2026 which is renewable automatically for successive terms of three years upon expiry unless otherwise terminated in accordance with the terms of the letter of appointment. Mr. Ren is entitled to a remuneration of HK\$168,000 per annum, which is determined based on her duties and responsibilities in the Company, her experience, the prevailing market rate and the remuneration policy of the Company. Ms. Ren’s appointment is subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

For determining the appointment of Ms. Ren, the Board has considered the nomination policy and the diversity policy adopted by the Board, including but not limited to gender, age, educational background, qualification, professional experience and skills. The Board and the Nomination Committee have assessed and reviewed Ms. Ren's independence confirmation letter in accordance with the independence criteria set out in Rule 3.13 of the Listing Rules, and has been satisfied that Ms. Ren is an independent person in accordance with Rule 3.13 of the Listing Rules. The Board considers that, based on Ms. Ren's experience in legal compliance and corporate governance, she will be able to provide the Board with more objective and independent advice in the course of the Company's future business development, and her appointment will also make the Board's composition more balanced.

Ms. Ren has confirmed (a) her independence as regards the factors in Rule 3.13(1) to (8) of the Listing Rules; (b) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, as at the date of this announcement, Ms. Ren has confirmed that she (i) does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong and overseas in the past three years, nor any other major appointments or professional qualifications; (ii) does not hold any other positions in the Company and other members of the Group; (iii) is not related to any directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) is not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

The Board hereby confirms that, in respect of all disclosure requirements set out in Rules 13.51(2)(h) to (w) of the Listing Rules (including, but not limited to, matters relating to public sanctions, bankruptcy and legal proceedings, criminal convictions and insider dealing, civil liabilities, professional disciplinary actions, corporate liquidations, and any ongoing investigations or legal proceedings), there is no information in relation to Ms. Ren that is required to be disclosed pursuant to such requirements.

Save as disclosed in this announcement, the Board is not aware of other information to be disclosed pursuant to the requirements of Rule 3.13 or Rule 13.51(2) of the Listing Rules and there are no other matters relating to the appointment of Ms. Ren that need to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Siu for his valuable contribution to the Company during his tenure of services and would like to extend its warm welcome to Mr. Yu and Ms. Ren on their appointments and for joining the Board.

By order of the Board
FDB Holdings Limited
Ng Kin Siu

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 5 January 2026

As at the date of this announcement, the Board comprises Mr. Ng Kin Siu (Chairman and chief executive officer) and Mr. Yu Hongxiang as executive Directors; Ms. Ng Chung Chi, Mr. Wong Chun Wah Kelvin and Ms. Ren Yu as independent non-executive Directors.