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**FDB HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1826)**

## **ANNOUNCEMENT IN RELATION TO PUBLIC FLOAT**

The board (the “**Board**”) of directors (the “**Directors**”) of FDB Holdings Limited (the “**Company**”) wish to announce that as at the date of this announcement, the public float of the Company is approximately 22.17%, which has fallen below 25% of the total issued share capital of the Company held by the public (the “**Minimum Prescribed Percentage**”) as prescribed by Rule 8.08(1)(a) of the The Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

### **BACKGROUND**

The Company announces that the Company noted that on 27 July 2024, Masterveyor Holdings Limited, one of the Company’s controlling shareholders (the “**Controlling Shareholders**”), has acquired from an independent third party 80,070,000 shares (the “**Shares**”) of the Company, representing approximately 6.01% of the issued share capital of the Company. As a result, the Controlling Shareholders’ equity interest in the Company increased from 56.08% to 62.09% (“**Shareholding Increase**”). Considering the aggregate interests of the Shareholding Increase (approximately 62.09%) and the approximately 209,720,000 Shares (approximately 15.74% of the issued share capital of the Company) held by Gentle Soar Limited (“**Gentle Soar**”), the public float of the Company has been approximately of 22.17% since July 2024. This level falls below the Minimum Prescribed Percentage as prescribed by Rule 8.08(1)(a) of the Listing Rules. On this basis, the Company had not been able to fulfil the public float requirement under Rule 8.08 from 27 July 2024 and up to the date of this announcement.

The Company is of the view that the shortfall in the Minimum Prescribed Percentage arose mainly because of an inadvertent oversight of Rule 8.24 of the Listing Rules (“**Rule 8.24**”). In particular, the Company regarded Gentle Soar as a member of the public and its Shares have been counted in the public float since the Shareholding Increase because (i) Gentle Soar is not a controlling shareholder or the single largest shareholder of the Company; (ii) Gentle Soar is independent of the Company and its subsidiaries, the Controlling Shareholders, other substantial shareholder(s), the Directors, chief executive and/or their respective close associates; (iii) Gentle Soar does not have any representation on the board of the Directors; and (iv) Gentle Soar has not been involved in the management of the Company and/or its subsidiaries.

Although the public float of the Company is below the Minimum Prescribed Percentage, the Shares held by the public represent a market capitalisation of approximately HK\$53.4 million based on the closing price of HK\$0.181 per Share as at the date of this announcement. The Company is of the view that there remains an open market of the Shares.

## REMEDIAL ACTIONS TO PREVENT THE RE-OCCURRENCE OF SIMILAR EVENT

The Company would like to express deep regret for its inadvertent oversight of the requirements of the Listing Rules.

Reference is made to the announcements of the Company (the “**Placing Announcements**”) dated 12 and 13 January 2026 in relation to the placing of new shares under general mandate (the “**Placing**”). To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing (subject to completion of the Placing and assuming all the Placing Shares are fully placed and there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares under the Placing) are set out below:

	<b>As of the date of this announcement</b>		<b>Immediately Upon completion of the placing</b>	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
<b>Shareholders</b>				
Masterveyor Holdings Limited	434,060,000	32.59	434,060,000	27.16
Wodafeng Ltd	392,940,000	29.50	392,940,000	24.58
Gentle Soar Limited	209,720,000	15.74	209,720,000	13.12
The Placees	–	–	266,400,000	16.67
Other public Shareholders	295,280,000	22.17	295,280,000	18.47
Total	<u>1,332,000,000</u>	<u>100.0</u>	<u>1,598,400,000</u>	<u>100.0</u>

The Company considers that upon completion of the Placing (assuming all the Placing Shares are fully placed and there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares under the Placing), the public float of the Shares will increase from approximately 22.17% to approximately 35.14%, thereby restoring the public float to the Minimum Prescribed Percentage as required by the Listing Rules. Further announcement(s) will be made by the Company on the restoration of public float as and when appropriate in accordance with the Listing Rules.

In addition, the Company will implement the following remedial actions to prevent the re-occurrence of any potential similar event, and set-up a mechanism to monitor the public float of the Company in order to maintain the public float of the Company at all times, which included:

- (a) the Company will arrange proper training to be provided by an external law firm or compliance firm to the Directors to ensure the Directors are well aware of the relevant rules requirements;
- (b) the Company will review all the disclosure of interest forms relating to the Shares on the Stock Exchange's website on a monthly basis;
- (c) the Company will review the monthly report issued by the Company's share registrar for identifying the substantial shareholders named on register of members of the Company for a monthly basis; and
- (d) the Company will require the Directors to declare on their or their respective close associates' interest movement on the Company's shares on a half-yearly basis.

**Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

By order of the Board  
**FDB Holdings Limited**  
**Ng Kin Siu**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 20 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.*