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FDB HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1826)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE; AND RESTORATION OF PUBLIC FLOAT

Placing Agent



References are made to (i) the announcement of FDB Holdings Limited (the “**Company**”) dated 12 January 2026 in relation to the placing of new shares under the general mandate of the Company (the “**Placing**”); (ii) the announcement of the Company dated 13 January 2026 in relation to the trading halt of the Company’s shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) pending release of an announcement in relation to inside information of the Company and the amendment of the placing price of the Placing; (iii) the announcement of the Company dated 20 January 2026 in relation to the public float of the Company; and (iv) the announcement of the Company dated 23 January 2026 in relation to extension of long stop date to the Placing. (collectively, the “**Announcements**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcements.

COMPLETION OF THE PLACING

The Board is pleased to announce that all of the conditions set out in the Placing Agreement (as amended by the Supplemental Agreement and the second supplemental agreement to the Placing Agreement dated 23 January 2026 (the “**Second Supplemental Agreement**”)) have been fulfilled and completion of the Placing took place on 11 February 2026.

An aggregate of 266,400,000 Placing Shares, representing approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares, have been placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.153 per Placing Share pursuant to the terms and conditions of the Placing Agreement (as amended by the Supplemental Agreement and the Second Supplemental Agreement).

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Placees and their respective ultimate beneficial owner(s) are Independent Third Parties.

Furthermore, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, none of the Placees nor their associates have become substantial Shareholders (as defined under the Listing Rules) of the Company as a result of the Placing.

The gross proceeds from the Placing amounted to approximately HK\$40.8 million and the net proceeds, after the deduction of the placing commission and other related expenses, amounted to approximately HK\$39.9 million, representing a net price of approximately HK\$0.150 per Placing Share.

As disclosed in the Announcements, the Company intends to use the net proceeds raised from the Placing as follows:

- (1) as to approximately 30% (equivalent to approximately HK\$12 million) to expand and upgrade our headquarters, including but not limited to, renovation, furniture, fittings and office equipment, rental deposits, and three-year rental and related expenses;
- (2) as to approximately 25% (equivalent to approximately HK\$10 million) for director and staff salaries for supporting business expansion and operations;
- (3) approximately 20% (equivalent to approximately HK\$8 million) to cover the existing shareholders’ deficit;
- (4) approximately 15% (equivalent to approximately HK\$6 million) for professional fees; and
- (5) approximately 10% (equivalent to approximately HK\$3.9 million) for other day-to-day operating expenses.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the following table sets out the shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) immediately upon completion of the Placing:

Shareholders	Immediately before Completion		Immediately upon Completion	
	Number of issued Shares	Approximate %	Number of issued Shares	Approximate %
Masterveyor Holdings Limited ^(Note 1)	434,060,000	32.59%	434,060,000	27.16%
Wodafeng Ltd ^(Note 2)	392,940,000	29.50%	392,940,000	24.58%
Gentle Soar Limited ^(Note 3)	209,720,000	15.74%	209,720,000	13.12%
Public Shareholders				
The Placees	–	–	266,400,000	16.67%
Other Public Shareholders	295,280,000	22.17%	295,280,000	18.47%
Total	1,332,000,000	100%	1,598,400,000	100%

Notes:

1. The entire issued share capital of Masterveyor Holdings Limited is held by Mr. Ng Kin Siu, an executive Director. Hence, Mr. Ng Kin Siu is deemed, or taken to be, interested in the Shares held by Masterveyor Holdings Limited by virtue of the SFO. Ms. Wong Chai Lin is the spouse of Mr. Ng Kin Siu and is deemed, or taken to be, interested in the Shares in which Mr. Ng is interested for the purpose of the SFO.
2. The entire issued share capital of Wodafeng Ltd is held by Mr. Yu Hongxiang, an executive Director. Hence, Mr. Yu Hongxiang is deemed, or taken to be, interested in the Shares held by Wodafeng Ltd by virtue of the SFO.
3. Mr. Gao Yunhong is beneficially interested in the entire issued shares of Gentle Soar Limited and is therefore deemed to be interested in the Shares held by Gentle Soar Limited by virtue of the SFO.

RESTORATION OF PUBLIC FLOAT

Immediately upon Completion, the public float of the Shares has increased from approximately 22.17% to approximately 35.14%, thereby restored the public float to the Minimum Prescribed Percentage as required by the Listing Rules.

By order of the Board
FDB Holdings Limited
Ng Kin Siu

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 11 February 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.