FDB Holdings Limited
豐 展 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1826)

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH MINIMUM PUBLIC FLOAT REQUIREMENT AND RESTORATION OF PUBLIC FLOAT

Reference is made to the joint announcement dated 5 January 2018 issued by Gentle Soar Limited (the "**Offeror**") and the Company in relation to, among other things, the close of the Offer, the results of the Offer and the public float of the Company (the "**Announcement**"). Unless otherwise specified, terms used herein shall have the same meanings as those defined in the Announcement.

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH MINIMUM PUBLIC FLOAT REQUIREMENT

As disclosed in the Announcement, immediately after the close of the Offer, 264,620,000 Shares, representing approximately 21.5% of the entire issued share capital of the Company, were held by the public (within the meaning under the Listing Rules). Accordingly, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is not satisfied.

In view of (i) the substantial difference between the closing price of the Shares as at the date of this announcement and the price at which the Placing Shares (as defined hereinafter) are to be placed; (ii) the number of Shares falling short to meet the public float requirement; (iii) the historical dividend yield of the Shares; and (iv) the historical growth of the Company's principal business, it is expected that it takes approximately six weeks from the close of the Offer to identify prospective placees/investors and that the placing or selling down of the Placing Shares may only take place in or around early February 2018, after which the public float is expected to be restored. The Company has therefore made an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for a period of 42 days commencing from 5 January 2018 to 15 February 2018 (both days inclusive) (the "**Waiver**") and the Stock Exchange granted the Waiver to the Company on 25 January 2018.

RESTORATION OF PUBLIC FLOAT

Placing of Existing Shares

The Company was informed by the Offeror, the controlling Shareholder of the Company, that on 25 January 2018, the Offeror entered into a placing agreement (the "**Placing Agreement**") with its placing agent (the "**Placing Agent**") to place down 43,380,000 existing Shares (the "**Placing Shares**") held by the Offeror, representing approximately 3.5% of the entire issued share capital of the Company as at the date of this announcement (the "**Placing**").

The Placing Agent confirms and undertakes that it shall use all reasonable endeavours to ensure each of the Placees and their respective beneficial owner(s) are third parties independent of, and not connected with, the Company and its connected persons (as defined under the Listing Rules).

Public Float

As at the date of this announcement, the Offeror and parties acting in concert with it held an aggregate of 905,780,000 Shares, representing approximately 73.5% of the entire issued share capital of the Company. 264,620,000 Shares, representing approximately 21.5% of the entire issued share capital of the Company as at the date of this announcement, were held by the public (within the meaning of the Listing Rules). Upon completion of the Placing (assuming all the Placing Shares are placed out and no new Shares are allotted and issued), a total of 308,000,000 Shares, representing 25.0% of the issued share capital of the Company, will be held in the hands of the public and accordingly the public float of the Company will be restored.

Further announcement will be made by the Company in relation to the completion of the Placing and the restoration of minimum public float as and when appropriate in compliance with the Listing Rules.

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) for illustrative purpose only, upon completion of the Placing assuming all the Placing Shares are placed out and no new Shares are allotted and issued:

	As at the date of this announcement		**Upon completion of the Placing assuming all the Placing Shares are placed out and no new Shares are allotted and issued**	
Shareholders	**Number of Shares**	**Approximate percentage of shareholding** *(Note 1)*	**Number of Shares**	**Approximate percentage of shareholding** *(Note 1)*
Offeror and parties acting in concert with it *(Note 2)*	905,780,000	73.5	862,400,000	70.0
Vendor *(Note 3)*	61,600,000	5.0	61,600,000	5.0
Placees	—	—	43,380,000	3.5
Other public Shareholders	264,620,000	21.5	264,620,000	21.5
Total	**1,232,000,000**	**100.0**	**1,232,000,000**	**100.0**

Notes:

1. The percentages set out herein represent the rounding of figures to one decimal place.

2. The Offeror is wholly and beneficially owned by Mr. Gao, an executive Director, who is deemed to be interested in the Shares held by the Offeror by virtue of the SFO.

3. The Vendor is wholly and beneficially owned by Mr. Ng, an executive Director, who is deemed to be interested in the Shares held by the Vendor by virtue of the SFO.

Shareholders and investors of the Company are advised to exercise caution when dealing in the Shares.

By Order of the Board
FDB Holdings Limited
Gao Yunhong
Chairman of the Board and executive Director

Hong Kong, 25 January 2018

As at the date of this announcement, the executive Directors are Mr. Gao Yunhong, Ms. Zhu Wenhui, Mr. Qi Gang and Mr. Ng Kin Siu; and the independent non-executive Directors are Mr. Chan Yuk Sang, Mr. Wan Chi Wai Anthony and Mr. Lau Kwok Fai Patrick.