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**FDB HOLDINGS LIMITED**

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

**(Stock code: 1826)**

## **PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE FIFTH AMENDED ARTICLES OF ASSOCIATION**

This announcement is made by FDB Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

### **PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF THE FIFTH AMENDED ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that it has resolved to propose to amend the existing fourth articles of association of the Company (the “**Existing Articles of Association**”) by way of the adoption of the fifth articles of association of the Company to replace the Existing Articles of Association. The proposed amendments to the Existing Memorandum and Articles of Association are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”).

The Board wishes to amend the Existing Articles of Association for purpose of, among others:

- (i) expressly allowing voting by the Shareholders of the Company at its general meetings via electronic means;
- (ii) allowing for holding electronic and hybrid general meetings of the Company;
- (iii) removing the requirement of giving notice of availability to Shareholders when a notice or document is given by way of publication on the Company and the Stock Exchange websites;

- (iv) updating procedures for electronic dissemination of documents and the acceptance of electronic instructions from Shareholders; and
- (v) making consequential and other housekeeping amendments.

## **GENERAL**

The Board considers that the proposed amendments to the Existing Articles of Association by way of adoption of the fifth articles of association are in the interests of the Company and the Shareholders as a whole. As disclosed in the annual results announcement of the Company dated 27 March 2026, the AGM is scheduled for 29 May 2026. A circular containing, among other matters, details of the amendments to the Existing Memorandum and Articles of Association, together with a notice convening the AGM will be despatched to the Shareholders in due course.

By order of the Board  
**FDB Holdings Limited**  
**Ng Kin Siu**  
*Chairman of the Board and executive Director*

Hong Kong, 24 April 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.*