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## **B & D Strategic Holdings Limited**

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

**(Stock Code: 1780)**

**(1) CHANGE OF DIRECTORS;  
(2) CHANGE OF COMPANY SECRETARY;  
(3) CHANGE OF AUTHORISED REPRESENTATIVES;  
(4) CHANGE OF CHIEF EXECUTIVE OFFICER;  
AND  
(5) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board hereby announces that with effect from 4 December 2023,

- (1) Dr. Hiroshi Kaneko has been appointed as an executive Director, the Chief Executive Officer, a member of the Nomination Committee and the Authorised Representative;
- (2) Mr. Jin Fan has been appointed as an independent non-executive Director and a member of each of the Audit Committee and the Nomination Committee;
- (3) Mr. Sung Ka Woon has been appointed as an independent non-executive Director, the chairman of each of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee;
- (4) Mr. Yiu To Wa has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee;
- (5) Mr. Tang Wing Kwok has resigned as the chairman of the Board, an executive Director and the chairman of the Nomination Committee, and ceased to act as the Authorised Representative;

- (6) Mr. Lo Wing Hang has resigned as the vice chairman of the Board, the Chief Executive Officer, an executive Director and a member of the Remuneration Committee;
- (7) Mr. Yeung Tze Long has resigned as an independent non-executive Director, the chairman of each of the Audit Committee and the Remuneration Committee;
- (8) Mr. Chan Pui Hang Ian has resigned as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
- (9) Ms. Li Yuen Shan has resigned as an independent non-executive Director, and a member of each of the Audit Committee and the Nomination Committee;
- (10) Mr. Yeung Ka Chun has resigned as the Company Secretary and ceased to act as the Authorised Representative; and
- (11) Mr. Tsang King Sun has been appointed as the Company Secretary and the Authorised Representative.

## **CHANGE OF DIRECTORS**

### **Appointment of Directors**

The board (the “**Board**”) of directors (the “**Directors**”) of B & D Strategic Holdings Limited (the “**Company**”) hereby announces that with effect from 4 December 2023, (i) Dr. Hiroshi Kaneko (“**Dr. Kaneko**”) has been appointed as an executive Director of the Company; and (ii) each of Mr. Jin Fan (“**Mr. Jin**”), Mr. Sung Ka Woon (“**Mr. Sung**”) and Mr. Yiu To Wa (“**Mr. Yiu**”) has been appointed as an independent non-executive Director of the Company.

The biographic information of the new Directors is set out below.

***Dr. Kaneko***

Dr. Kaneko, aged 59, has extensive research experience in the field of environment, development and economic science in Japan, China and Northern America. He has been engaged in comprehensive utilization of environmental friendly materials and international trade. He is currently a vice president and chief financial officer of Kyosei-Bank Co\* (共生バンク株式会社) and is mainly responsible for overseeing the financial aspects of new business development. Dr. Kaneko has been appointed as an executive director and the chief executive of Fullsun International Holdings Group Co., Limited (stock code: 627), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), since 26 July 2023. During the period from 20 November 2021 to 4 October 2023, Dr. Kaneko was the executive director of Hong Wei (Asia) Holdings Company Limited (stock code: 8191), the shares of which are listed on GEM of the Stock Exchange. Dr. Kaneko received a Master of Engineering from Dalian University of Technology in 1989 and a doctoral degree in Engineering from the Department of the Advanced Interdisciplinary Studies from University of Tokyo in 1997.

The Company has entered into a contract for appointment with Dr. Kaneko in respect of his directorship. There is no specific length of service for Dr. Kaneko pursuant to his contract for appointment and he will hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. Dr. Kaneko will also be subject to retirement by rotation and re-election pursuant to the second amended and restated articles of association of the Company.

Dr. Kaneko is entitled to an emolument of HK\$100,000 per month, which was determined by the Board on recommendation of the remuneration committee (the “**Remuneration Committee**”) of the Board with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions.

As at the date of this announcement, Dr. Kaneko is holding 28.05% of Kyosei Technology Inc. and in turn, Kyosei Technology Inc. is holding 465,000,000 shares of the Company (the “**Shares**”). Dr. Kaneko is therefore deemed to have an interest in the above Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Dr. Kaneko confirmed to the Company that as at the date of this announcement, save as disclosed above, he (i) has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years; (ii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) did not hold any other position in the Company or any of its subsidiaries; (iv) does not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) is not aware of any additional information that is required to be disclosed by the Company under Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

***Mr. Jin***

Mr. Jin, aged 36, was the legal representative (法定代表人) of Suzhou Jinjude Information Consulting Co., Ltd.\* (蘇州金聚德信息諮詢有限公司) during the period from December 2020 to September 2021, and the materials department specialist of Suzhou Rail Transit Operation Company\* (蘇州軌道交通有限公司運營分公司) from July 2012 to July 2015. Mr. Jin graduated from Jilin University in July 2015 with a bachelor’s degree in administration.

The Company has entered into a contract for appointment with Mr. Jin for an initial term of two years from 4 December 2023. The contract of appointment may be terminated by, among other factors, either party by written notice of one month. Mr. Jin is subject to retirement by rotation and re-election in annual general meeting(s) of the Company in accordance with the second amended and restated articles of association of the Company and the Listing Rules. Mr. Jin is entitled to a remuneration of HK\$15,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

Mr. Jin confirmed to the Company that as at the date of this announcement, save as disclosed above, he (i) has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years; (ii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) did not hold any other position in the Company or any of its subsidiaries; (iv) does not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) is not aware of any additional information that is required to be disclosed by the Company under Rule 13.51(2) of the Listing Rules.

### ***Mr. Sung***

Mr. Sung, previously known as Song Li, aged 52, has extensive experience of social services and corporate management. Mr. Sung is currently an independent non-executive director of Simcere Pharmaceutical Group Limited (stock code: 2096) and China Harmony Auto Holding Limited (stock code: 3836), both of which are companies listed on the Main Board of the Stock Exchange.

Mr. Sung obtained an executive master of business and administration degree from Antai College of Economics & Management, Shanghai Jiao Tong University (上海交通大學安泰經濟與管理學院) in the People's Republic of China (the "PRC") in December 2011, completed the part-time postgraduate studies majoring in economic management from Party School of the Central Committee of CPC (中共中央黨校) in the PRC in January 1996 and obtained a bachelor's degree of machinery design and automation from Northeastern University (東北大學) (previously known as Northeastern Institute of Technology (東北工學院)) in the PRC in July 1993.

The Company has entered into a contract for appointment with Mr. Sung for an initial term of two years from 4 December 2023. The contract of appointment may be terminated by, among other factors, either party by written notice of one month. Mr. Sung is subject to retirement by rotation and re-election in annual general meeting(s) of the Company in accordance with the second amended and restated articles of association of the Company and the Listing Rules. Mr. Sung is entitled to a remuneration of HK\$15,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

Mr. Sung confirmed to the Company that as at the date of this announcement, save as disclosed above, he (i) has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years; (ii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) did not hold any other position in the Company or any of its subsidiaries; (iv) does not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) is not aware of any additional information that is required to be disclosed by the Company under Rule 13.51(2) of the Listing Rules.

### ***Mr. Yiu***

Mr. Yiu, aged 41, obtained his bachelor's degree of business administration in professional accountancy program from The Chinese University of Hong Kong in 2005 and has been a certified public accountant of Hong Kong Institute of Certified Public Accountants since 2008. Mr. Yiu has over 15 years of experience in financial accounting and auditing of listed companies in Hong Kong. Mr. Yiu is currently an independent non-executive director of China Environmental Energy Investment Limited (stock code: 986) and Yuk Wing Group Holdings Limited (stock code: 1536), both of which are listed on the Main Board of the Stock Exchange. He was an executive director of DeTai New Energy Group Limited (stock code: 559), which is listed on the Main Board of the Stock Exchange, from May 2021 to July 2021.

The Company has entered into a contract for appointment with Mr. Yiu for an initial term of two years from 4 December 2023. The contract of appointment may be terminated by, among other factors, either party by written notice of one month. Mr. Yiu is subject to retirement by rotation and re-election in annual general meeting(s) of the Company in accordance with the second amended and restated articles of association of the Company and the Listing Rules. Mr. Yiu is entitled to a remuneration of HK\$15,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

Mr. Yiu confirmed to the Company that as at the date of this announcement, save as disclosed above, he (i) has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years; (ii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) did not hold any other position in the Company or any of its subsidiaries; (iv) does not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) is not aware of any additional information that is required to be disclosed by the Company under Rule 13.51(2) of the Listing Rules.

## **Resignation of Directors**

Upon the above appointment of Directors becoming effective, (a) Mr. Tang Wing Kwok (“**Mr. Tang**”) has resigned as the chairman of the Board, an executive Director, and the chairman of the nomination committee (the “**Nomination Committee**”) of the Board; (b) Mr. Lo Wing Hang (“**Mr. Lo**”) has resigned as the vice chairman of the Board, the chief executive officer (the “**Chief Executive Officer**”) and an executive Director of the Company, and a member of the Remuneration Committee; (c) Mr. Yeung Tze Long (“**Mr. Yeung**”) has resigned as an independent non-executive Director, the chairman of each of the audit committee (the “**Audit Committee**”) of the Board and the Remuneration Committee; (d) Mr. Chan Pui Hang Ian (“**Mr. Chan**”) has resigned as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and (e) Ms. Li Yuen Shan (“**Ms. Li**”) has resigned as an independent non-executive Director, a member of each of the Audit Committee and the Nomination Committee.

Each of Mr. Tang, Mr. Lo, Mr. Yeung, Mr. Chan and Ms. Li confirmed that he/she has no disagreement with the Board and there is no matter in relation to his/her resignation that needs to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company and the Stock Exchange.

The Board expresses its sincere gratitude to Mr. Tang, Mr. Lo, Mr. Yeung, Mr. Chan and Ms. Li for their valuable contributions to the Company during their tenure of office and extends its welcome to Dr. Kaneko, Mr. Jin, Mr. Sung and Mr. Yiu on their new appointments.

## **CHANGE OF COMPANY SECRETARY**

Mr. Yeung Ka Chun has resigned as the company secretary of the Company (the “**Company Secretary**”) with effect from 4 December 2023. Mr. Yeung Ka Chun has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board is pleased to announce that following the resignation of Mr. Yeung Ka Chun as the Company Secretary, Mr. Tsang King Sun (“**Mr. Tsang**”) has been appointed as the Company Secretary with effect from 4 December 2023.



Mr. Tsang has over 10 years of experience in the corporate services field. Mr. Tsang is currently the company secretary of Fullsun International Holdings Group Co., Limited (stock code: 627), which is listed on the Main Board of the Stock Exchange. He is responsible for supervising the company secretarial teams to provide a full range of listed and private company secretarial services as director in a local enterprise service provider in Hong Kong, I-SOL Limited.

Mr. Tsang is a member of the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor of Business Administration (Hons) degree in Accounting from The Hong Kong Polytechnic University.

The Board expresses its sincere gratitude to Mr. Yeung Ka Chun for his valuable contributions to the Company during his tenure of office and extends its welcome to Mr. Tsang on his new appointment.

### **CHANGE OF AUTHORISED REPRESENTATIVES**

Upon the resignation of Mr. Tang as an executive Director and Mr. Yeung Ka Chun as the Company Secretary, each of Mr. Tang and Mr. Yeung Ka Chun ceased to act as an authorized representative (the “**Authorised Representative**”) under Rule 3.05 of the Listing Rules with effect from 4 December 2023.

Each of Dr. Kaneko and Mr. Tsang has been appointed as the Authorised Representative in place of Mr. Tang and Mr. Yeung Ka Chun with effect from 4 December 2023.

### **CHANGE OF CHIEF EXECUTIVE OFFICER**

The Board is pleased to announce that following the resignation of Mr. Lo as an executive Director and the Chief Executive Officer, Dr. Kaneko has been appointed as the Chief Executive Officer with effect from 4 December 2023.

For the biographic information of Dr. Kaneko, please refer to the section headed “Change of Directors – Appointment of Directors” in this announcement.



## CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board has appointed (a) Mr. Yiu as the chairman of the Audit Committee and each of Mr. Jin and Mr. Sung as members of the Nomination Committee; (b) Mr. Sung as the chairman of the Remuneration Committee and each of Mr. Jin and Mr. Yiu as members of the Remuneration Committee; and (c) Mr. Sung as the chairman of the Nomination Committee and each of Dr. Kaneko and Mr. Yiu as members of the Nomination Committee.

The compositions of the board committees have been changed as follows:

<b>Director</b>	<b>Board Committee</b>	<b>Audit Committee</b>	<b>Remuneration Committee</b>	<b>Nomination Committee</b>
Hiroshi Kaneko ( <i>executive Director</i> )		–	–	Member
Wang Shuai ( <i>executive Director</i> )		–	–	–
Jin Fan ( <i>independent non-executive Director</i> )		Member	Member	–
Sung Ka Woon ( <i>independent non-executive Director</i> )		Member	Chairman	Chairman
Yiu To Wa ( <i>independent non-executive Director</i> )		Chairman	Member	Member

By order of the Board  
**B & D Strategic Holdings Limited**  
**Hiroshi Kaneko**  
*Executive Director and Chief Executive Officer*

Hong Kong, 4 December 2023

*As at the date of this announcement, the Board comprises Dr. Hiroshi Kaneko and Mr. Wang Shuai as executive Directors; and Mr. Jin Fan, Mr. Sung Ka Woon and Mr. Yiu To Wa as independent non-executive Directors.*

\* *For identification purposes only*