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B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

PROPOSED ADOPTION OF SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

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

Pursuant to the Consultation Conclusion of the Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections. The board (the “**Board**”) of Directors (the “**Directors**”) of the Company proposes to take this opportunity to amend the amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) with regards to updates in the Listing Rules and the applicable laws of the Cayman Islands. The Board proposes that certain amendments be made to the Memorandum and Articles of Association to, among other things, (i) bring the Memorandum and Articles of Association in alignment with the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules and make corresponding changes to the Memorandum and Articles of Association; (ii) reflect certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules; and (iii) incorporate certain minor housekeeping amendments (collectively the “**Proposed Amendments**”). Accordingly, the Board proposes to adopt the second amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Memorandum and Articles of Association (the “**Proposed Adoption of New M&A**”).

The Proposed Amendments are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the annual general meeting dated 9 August 2022 (the “**AGM**”).

A circular containing, among other things, details of the Proposed Amendments, the Proposed Adoption of New M&A, together with the notice of the AGM, will be despatched to the Shareholders in accordance with the requirements under the Listing Rules and the Memorandum and Articles of Association in due course.

By Order of the Board
B & D Strategic Holdings Limited
Tang Wing Kwok
Chairman and Executive Director

Hong Kong, 28 June 2022

As at the date of this announcement, the Board comprises Mr. Tang Wing Kwok and Mr. Lo Wing Hang as executive Directors; and Mr. Yeung Tze Long, Mr. Chan Pui Hang Ian and Mr. Cheung Ting Kin as independent non-executive Directors.