



# B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We<sup>(1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ share(s) (the "Shares") of a par value of HK\$0.01 each in the share capital of **B & D Strategic Holdings Limited** (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**<sup>(3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at Shop 502-503, 5/F, Hyatt Centric Victoria Harbour Hotel, Harbour North Phase 1, North Point, Hong Kong on Tuesday, 9 August 2022 at 11:00 a.m. (and at any adjournment thereof) (the "Meeting") for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS <sup>(4)</sup>		FOR <sup>(5)</sup>	AGAINST <sup>(5)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and report of the directors and the independent auditor of the Company and its subsidiaries for the year ended 31 March 2022		
2.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration		
3.	(a) To re-elect Mr. Tang Wing Kwok (鄧永國) as an executive director of the Company		
	(b) To re-elect Mr. Yeung Tze Long (楊子朗) as an independent non-executive director of the Company		
	(c) To re-elect Mr. Chan Pui Hang Ian (陳沛恒) as an independent non-executive director of the Company		
4.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company		
5.	To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with additional Shares of the Company for a total number of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing this resolution		
6.	To grant a general and unconditional mandate to the directors of the Company to repurchase Shares of the Company for a total number of not exceeding 10% of the total number of the issued Shares of the Company as at the date of passing this resolution		
7.	To extend the general and unconditional mandate granted to the directors of the Company under resolution no. 5 above by a number representing the number of the issued shares of the Company repurchased by the Company pursuant to general mandate under resolution no. 6 above (up to a maximum number equivalent to 10% of the number of the issued Shares of the Company as at the date of the passing the said resolution no. 6)		
SPECIAL RESOLUTION <sup>(4)</sup>		FOR <sup>(5)</sup>	AGAINST <sup>(5)</sup>
8.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company ("Proposed Amendments") and the adoption of the second amended and restated memorandum and articles of association of the Company as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of the Meeting and that any director or company secretary or the registered service provider of the Company be authorized to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the Proposed Amendments and the aforesaid adoption of the second amended and restated memorandum and articles of association of the Company		

Dated this date: \_\_\_\_\_ of \_\_\_\_\_ 2022 Signature(s)<sup>(6)</sup>: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting of the Company.
- IMPORTANT:** if you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- To be valid, the form of proxy and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
- Where there are joint registered holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
- The notice of the Meeting is set out in the Company's circular dated 15 July 2022.
- Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.

### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- Your supply of the Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- Your Personal Data will not be transferred to other third parties (other than the Share Registrar and Hong Kong branch share registrar and transfer office of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited, 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.