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B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 9 AUGUST 2022

The Board (the “**Board**”) of Directors (the “**Directors**”) is pleased to announce that all proposed resolutions as set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM held on 9 August 2022.

Reference is made to the circular (the “**Circular**”) and notice of the annual general meeting (the “**Notice of AGM**”) of B & D Strategic Holdings Limited (the “**Company**”) both dated 15 July 2022. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular and the Notice of AGM.

RESULTS OF THE AGM

The Board is pleased to announce that at the annual general meeting of the Company held on 9 August 2022 (the “**AGM**”), all proposed resolutions (the “**Resolutions**”) as set out in the Notice of AGM were duly passed by the Shareholders by way of poll.

As at the date of the AGM, there were 620,000,000 Shares in issue, being the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the AGM. No parties had indicated in the Circular of their intention to vote against or to abstain from voting on any of the Resolutions at the AGM.

Boardroom Share Registrars (HK) Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed to act as the scrutineer for the voting-taking at the AGM.

All Directors attended the AGM either in person or by electronic means.

The poll results of the Resolutions were as follows:

Ordinary Resolutions (Note)		Number of votes cast (percentage of total number of votes cast, %)	
		For	Against
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	465,472,620 (100%)	0 (0%)
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	465,472,620 (100%)	0 (0%)
3.	(a) To re-elect Mr. Tang Wing Kwok (鄧永國) as an executive Director of the Company	465,472,620 (100%)	0 (0%)
	(b) To re-elect Mr. Yeung Tze Long (楊子朗) as an independent non-executive Director of the Company	465,472,620 (100%)	0 (0%)
	(c) To re-elect Mr. Chan Pui Hang Ian (陳沛恒) as an independent non-executive Director of the Company	465,472,620 (100%)	0 (0%)
4.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company	465,472,620 (100%)	0 (0%)
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	465,472,620 (100%)	0 (0%)
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	465,472,620 (100%)	0 (0%)
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)	465,472,620 (100%)	0 (0%)

Special Resolution (Note)		Number of votes cast (percentage of total number of votes cast, %)	
		For	Against
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	465,472,620 (100%)	0 (0%)

Note: The above table only provides a summary of the Resolutions. Please refer to the Notice of AGM for full text of the Resolutions.

As more than 50% of the votes were cast in favour of each of the Resolutions numbered 1 to 7, all such Resolutions were duly passed as ordinary resolutions by the Shareholders by way of poll at the AGM.

As more than 75% of the votes were cast in favour of the Resolution numbered 8, the Resolution was duly passed as special resolution by the Shareholders by way of poll at the AGM.

RE-APPOINTMENT OF DIRECTORS

Following the approval by the Shareholders at the AGM, Mr. Tang Wing Kwok was re-appointed as an executive Director of the Company and each of Mr. Yeung Tze Long and Mr. Chan Pui Hang Ian was re-appointed as an independent non-executive Director of the Company.

Please refer to the Circular for the biographical details and other information of Mr. Tang Wing Kwok, Mr. Yeung Tze Long and Mr. Chan Pui Hang Ian.

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

Hong Kong, 9 August 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.