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B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

ANNOUNCEMENT CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of B & D Strategic Holdings Limited (the “**Company**”) announces that Mr. Cheung Ting Kin (“**Mr. Cheung**”) has tendered his resignation as an independent non-executive Director, a member of the audit committee and nomination committee of the Company with effect from 1 January 2023 as he would like to devote more time to his personal affairs and business.

Mr. Cheung has confirmed that (i) he has no claims against the Company in respect of his resignation; (ii) he has no disagreement with the Board; and (iii) there is no matter in relation to his resignation that needs to be brought to the attention of the shareholder of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that Ms. Li Yuen Shan (李婉珊) (“**Ms. Li**”) has been appointed as an independent non-executive Director, a member of the audit committee and nomination committee of the Company with effect from 1 January 2023.

The biographical details of Ms. Li are set out as below:

Ms. Li Yuen Shan, aged 42, obtained her degree of Bachelor of Business Administration in Accountancy from the City University of Hong Kong in November 2003. She was admitted an associate member of The Association of Chartered Certified Accountants in December 2013 and has been a fellow member of The Association of Chartered Certified Accountants since December 2018. She has also been admitted an associate member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) since December 2017 and is a holder of Practitioner’s Endorsement Certificate issued by The Hong Kong Chartered Governance Institute.

Ms. Li has accumulated over 10 years of experience as company secretary of listed companies and in the financial operation of subsidiaries of listed companies. She has been the financial controller and the company secretary of Sanai Health Industry Group Company Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1889) since January 2020 and April 2020, respectively. She has also been the company secretary of China Clean Energy Technology Group Limited (a company listed on the Main Board of the Stock Exchange with Stock Code: 02379) since 6 December 2022. She was a company secretary of China Art Financial Holdings Limited (a company limited on the Main Board of the Stock Exchange with stock code: 1572) for the period from April 2021 to April 2022, and the financial controller and the company secretary of the Company from May 2018 to June 2019 and from April 2019 to February 2020, respectively.

Further, she was the financial controller of JC Group Management Limited (a subsidiary of Tonking New Energy Group Holdings Limited (formerly known as JC Group Holdings Limited), a company listed on the GEM of the Stock Exchange with stock code: 8326, from April 2018 to May 2018 and was a financial controller of H-View F & B Group (another subsidiary of Tonking New Energy Group Limited) from September 2014 to March 2018. She was also an assistant financial manager of Ferson Limited (a subsidiary of China Ruifeng Renewable Energy Holdings Limited, a company listed on the Main Board of the Stock Exchange with stock code: 0527), from July 2010 to May 2014. She was also experienced in audit and accountancy areas by her works in various CPA firms from 2003 to 2010.

The Company entered into a contract for appointment with Ms. Li for an initial term of two years. The contract of appointment may be terminated by, among other factors, either party by written notice of one month. Ms. Li is subject to retirement by rotation and re-election of Directors in annual general meeting(s) of the Company in accordance with the second amended and restated articles of association of the Company and the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange. Ms. Li is entitled to a remuneration of HK\$12,000 per month, which is determined by the Board with reference to her duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee.

Save as disclosed above, as at the date of this announcement, Ms. Li (i) has not held any directorship in any public listed companies in the past three years preceding the date of this announcement; (ii) does not have or is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures (as defined under Part XV of the Securities and Futures Ordinance) of the Company; (iii) does not have any relationship with the Directors, senior management or substantial or controlling shareholders of the Company; (iv) does not hold any other position with the Company; and (v) there is no other information in relation to her that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to express its appreciation and gratitude to Mr. Cheung for his valuable contributions to the Group during his tenure of office and to welcome Ms. Li for joining the Board.

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

Hong Kong, 30 December 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 Ms. Li Yuen Shan as independent non-executive Directors.