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**KYOSEI TECHNOLOGY INC.**

*(Incorporated in the British Virgin Islands  
with limited liability)*

**B & D Strategic Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 1780)*

## **JOINT ANNOUNCEMENT**

**DESPATCH OF COMPOSITE DOCUMENT  
IN RELATION TO  
UNCONDITIONAL MANDATORY CASH OFFER BY  
GET NICE SECURITIES LIMITED  
FOR AND ON BEHALF OF KYOSEI TECHNOLOGY INC.  
TO ACQUIRE ALL THE ISSUED SHARES OF  
B & D STRATEGIC HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED BY THE OFFEROR AND  
PARTIES ACTING IN CONCERT WITH IT)**

**Financial Adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



**Capital 9 Limited**

Reference is made to the joint announcements dated 19 September 2023, 10 October 2023, and the composite document dated 20 October 2023 (the “**Composite Document**”) jointly issued by Offeror and the Company on in relation to, among other things, the Sale and Purchase Agreement and the Offer. Unless the context requires otherwise, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among others, (i) the expected timetable of the Offer; (ii) a letter from Get Nice to the Independent Shareholders; (iii) a letter from the Board; (iv) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer; (v) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer; and (vi) the terms and procedures for acceptance of the Offer together with the Form of Acceptance, have been despatched to the Shareholders on 20 October 2023 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE OF THE OFFER

The timetable set out below, as reproduced from the Composite Document, is indicative only and may be subject to changes. Further announcement(s) will be made jointly by the Offeror and the Company in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all references to times and dates contained in this joint announcement refer to Hong Kong time and dates.

<b>Event</b>	<b>Time &amp; Date</b>
Despatch date of the Composite Document and the Form of Acceptance and commencement date of the Offer ( <i>Note 1</i> ) . . . . .	Friday, 20 October 2023
Latest time and date for acceptance of the Offer ( <i>Notes 2 and 3</i> ) . . . . .	4:00 p.m. on Friday, 10 November 2023
Closing Date ( <i>Notes 2 and 3</i> ) . . . . .	Friday, 10 November 2023
Announcement of the results of the Offer to be posted on the websites of the Stock Exchange . . . . .	No later than 7:00 p.m. on Friday, 10 November 2023
Latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer ( <i>Notes 3 and 4</i> ) . . . . .	Tuesday, 21 November 2023

*Notes:*

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from Friday, 20 October 2023 until the Closing Date. Beneficial owners of Shares who hold their Shares in CCASS directly as an Investor Participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to paragraph headed “6. RIGHT OF WITHDRAWAL” in Appendix I to the Composite Document for further information on the circumstances where acceptances may be withdrawn.
2. In accordance with the Takeovers Code, the Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on Friday, 10 November 2023. The Offeror reserves the right to extend the Offer until such date as it may determine pursuant to the Takeovers Code. An announcement will be issued through the Stock Exchange website by 7:00 p.m. on Friday, 10 November 2023 stating whether the Offer has been revised or extended. In the event that the Offeror decides to extend the Offer, the announcement will state the next closing date of the Offer or that the Offer will remain open until further notice. In the latter case, at least 14 calendar days’ notice in writing will be given, before the extended Offer is closed, to those Shareholders who have not accepted the Offer.
3. If there is a tropical cyclone warning signal number 8 or above, or “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal:
  - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or
  - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve.
4. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be posted to the Accepting Shareholders by ordinary post at their own risk as soon as possible but in any event no later than seven (7) Business Days following the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid) in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for the acceptance of the Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of announcement(s), of any change in the expected timetable as soon as practicable.

## **WARNING**

**Upon receipt of the Composite Document and the accompanying Form of Acceptance, Shareholders are encouraged to read it carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the letter from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer.**

**Persons who are in doubt as to the action to be taken should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

**Shareholders and potential investors of the Company are reminded to monitor the announcements to be made jointly by the Offeror and the Company in respect of the progress of the Offer and are advised to exercise caution when dealing in the Shares. If the Shareholders and potential investors of the Company are in any doubt about their position, they should consult their stockbroker, bank manager, solicitor or other professional advisers.**

**The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.**

By order of the board of  
**Kyosei Technology Inc.**  
**Kenichi Yanase**  
*Director*

By order of the board of directors of  
**B & D Strategic Holdings Limited**  
**Tang Wing Kwok**  
*Chairman and executive Director*

Hong Kong, 20 October 2023

*As at the date of this joint 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. Kenichi Yanase and Dr. Hiroshi Kaneko.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Company, the Vendor and their respective associates and parties acting in concert with them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*The English text of this joint announcement shall prevail over its Chinese text.*