

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH THE MINIMUM PUBLIC FLOAT REQUIREMENT

References are made to (i) the composite offer and response document dated 20 October 2023 (the “**Composite Offer Document**”) jointly issued by Kyosei Technology Inc. (the “**Offeror**”) and B & D Strategic Holdings Limited (the “**Company**”) in relation to, among other things, the unconditional mandatory cash offer by Get Nice Securities Limited on behalf of the Offeror to acquire all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and the parties acting in concert with it) (the “**Offer**”); and (ii) the joint announcement jointly issued by the Offeror and the Company dated 10 November 2023 in relation to, among other things, the close of the Offer, the results and settlement of the Offer and the status of public float of the Company (the “**Close of Offer Announcement**”). Unless otherwise defined, all capitalised terms used herein shall have the same meanings as defined in the Composite Offer Document and the Close of Offer Announcement.

As stated in the Close of Offer Announcement, immediately after the close of the Offer, and subject to the due registration by the Registrar of the transfer of valid acceptances in respect of 2,500 Offer Shares under the Offer (representing approximately 0.0004% of the total number of Shares in issue as at the date of the Close of Offer Announcement), a total of 154,997,500 Shares, representing approximately and slightly lower than 25.0% of the total number of Shares in issue (a shortfall of 2,500 Shares) as of the date of the Close of Offer Announcement, were held by the public (within the meaning of such term under the Listing Rules). Accordingly, immediately after the close of the Offer, the minimum public float requirement of 25.0% as set out under Rules 8.08(1)(a) and 13.32(1) of the Listing Rules was not satisfied.

As disclosed in the Close of Offer Announcement, the Offeror intends to dispose of certain number of the Shares directly in the market after the completion of the transfer to the Offeror of the Offer Shares or carry out other appropriate steps to ensure public float of the Company will be restored as soon as practicable. As at the date of this announcement, the restoration of the public float is proposed to be conducted by way of sale down of the Shares by the Offeror in the market.

The Company applied to the Stock Exchange for a temporary waiver from strict compliance with Rules 8.08(1)(a) and 13.32(1) of the Listing Rules (the “**Waiver**”). On 15 November 2023, the Company was granted the Waiver by the Stock Exchange for the period from 10 November 2023 to 24 November 2023, subject to the disclosure of the Waiver (including details and reasons) by way of the publication of this announcement.

The Offeror and the Company are taking appropriate steps to restore the required minimum public float as soon as practicable. Further announcement(s) will be made by the Company regarding the restoration of public float when and as appropriate in compliance with the Listing Rules.

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

Hong Kong, 15 November 2023

As at the date of this announcement, the Board comprises Mr. Tang Wing Kwok, Mr. Lo Wing Hang and Mr. Wang Shuai as executive Directors; and Mr. Yeung Tze Long, Mr. Chan Pui Hang Ian and Ms. Li Yuen Shan as independent non-executive Directors.