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B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of B & D Strategic Holdings Limited (the “**Company**”) dated 22 December 2023 in relation to, among others, the Proposed Change of Company Name (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless defined otherwise herein.

With a view to updating the name(s) of the Company after the Proposed Change of Company Name, the Board proposes to seek the approval of the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association from the Shareholders at the EGM by way of special resolution.

The proposed amendments made in the Third Amended and Restated Memorandum and Articles of Association are to replace all reference to the term “B & D Strategic Holdings Limited” with “Rongzun International Holdings Group Limited 榮尊國際控股集團有限公司”. The proposed adoption of the Third Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of passing the relevant special resolution at the EGM and the Proposed Change of Company Name taking effect.

GENERAL

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the special resolution for approving the adoption of the Third Amended and Restated Memorandum and Articles of Association.

A circular containing, among other things, details of the Proposed Change of Company Name and the adoption of the Third Amended and Restated Memorandum and Articles of Association, together with a notice convening the EGM and the related form of proxy, will be despatched to the Shareholders on 26 January 2024.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Proposed Change of Company Name, the adoption of the Third Amended and Restated Memorandum and Articles of Association, the new English and Chinese stock short names of the Company under which the Shares will be traded on the Stock Exchange and the new website address of the Company as and when appropriate.

By order of the Board
B & D Strategic Holdings Limited
Zhang Yanfeng
Chairman and Non-executive Director

Hong Kong, 26 January 2024

As at the date of this announcement, the Board comprises Dr. Hiroshi Kaneko and Mr. Wang Shuai as executive Directors; Mr. Zhang Yanfeng as non-executive Director (Chairman); and Mr. Jin Fan, Mr. Sung Ka Woon and Mr. Yiu To Wa as independent non-executive Directors.