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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in B & D Strategic Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED ADOPTION OF THE THIRD AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Terms in this cover page have the same meanings as defined in this circular.

Letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the Extraordinary General Meeting of B & D Strategic Holdings Limited to be held at 16/F, St. John's Building, 33 Garden Road, Central, Hong Kong on Tuesday, 27 February 2024 at 11:30 a.m. is set out on pages 7 to 9 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.bnd-strategic.com.hk. Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or at any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

The Chinese version of this circular is for reference only. Should there be any discrepancies, the English version shall prevail.

26 January 2024

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“Board”	the board of Directors
“Company”	B & D Strategic Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM Notice”	the notice convening the Extraordinary General Meeting as set out on pages 7 to 9 of this circular
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be convened at 16/F, St. John’s Building, 33 Garden Road, Central, Hong Kong on Tuesday, 27 February 2024 at 11:30 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the second amended and restated memorandum of association and the second amended and restated articles of association of the Company currently in force
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Amendments”	the proposed amendments to the existing Memorandum and Articles of Association to be approved and adopted by the Shareholders at the EGM
“Proposed Change of Company Name”	the proposed change of the existing name of the Company from “B & D Strategic Holdings Limited” to “Rongzun International Holdings Group Limited” and to adopt “榮尊國際控股集團有限公司” as the new dual foreign name in Chinese of the Company
“Share(s)”	ordinary share(s) of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Amended and Restated Memorandum and Articles of Association”	The new third amended and restated memorandum of association and the new third amended and restated articles of association of the Company incorporating the Proposed Amendments proposed to be adopted by the Shareholders at the EGM

LETTER FROM THE BOARD



B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

Executive Directors:

Dr. Hiroshi Kaneko (*Chief Executive Officer*)
Mr. Wang Shuai

Non-Executive Director:

Mr. Zhang Yanfeng (*Chairman*)

Independent Non-executive Directors:

Mr. Jin Fan
Mr. Sung Ka Woon
Mr. Yiu To Wa

Registered Office in

the Cayman Islands:

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Units 2803-2803A
Asia Trade Centre
No. 79 Lei Muk Road
Kwai Chung
New Territories
Hong Kong

26 January 2024

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED ADOPTION OF THE THIRD AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the Proposed Change of Company Name; (ii) the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association; and (iii) the notice of the EGM at which special resolutions will be proposed to approve the Proposed Change of Company Name and the adoption of the Third Amended and Restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the existing name of the Company from “B & D Strategic Holdings Limited” to “Rongzun International Holdings Group Limited” and to adopt “榮尊國際控股集團有限公司” as the new dual foreign name in Chinese of the Company.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board considers the Proposed Change of Company Name will better reflect the direction of future development of the Company and therefore the Proposed Change of Company Name can provide the Company with enhanced corporate image and clearer identity. The Board is of the opinion that the Proposed Change of Company Name will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will be subject to the following conditions being fulfilled:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands having approved the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming that the new name has been registered. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

EFFECT OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operation or its financial position. Once the Proposed Change of Company Name becomes effective, new share certificates of the Company will be issued in the new name and the new dual foreign name in Chinese of the Company. However, all existing share certificates in issue bearing the current name of the Company will, after the Proposed Change of Company Name has become effective, continue to be effective as documents of title to and be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

LETTER FROM THE BOARD

Subject to the confirmation of the Stock Exchange, the Company expects to be traded in its new name and the new dual foreign name in Chinese as soon as the Proposed Change of Company Name becomes effective and the filing procedures in Hong Kong have been completed. Further announcement(s) will be made by the Company to inform the Shareholders on the results of the EGM, the effective date of the Proposed Change of Company Name, the change of stock short names of the Company for trading of the shares on the Main Board of the Stock Exchange as and when appropriate.

GENERAL

The Proposed Change of Company Name is subject to, inter alia, the approval by the Shareholders by way of a special resolution at the EGM. 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 Proposed Change of Company Name.

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

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.

CLOSURE OF REGISTER

For the purpose of determining entitlement to attend and vote at the forthcoming EGM, the register of members of the Company will be closed from Thursday, 22 February 2024 to Tuesday, 27 February 2024, both days inclusive, during which period no transfer of the Shares can be registered. In order to be eligible to attend and vote at the EGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 February 2024.

EXTRAORDINARY GENERAL MEETING

The Company will convene the EGM at 16/F, St. John’s Building, 33 Garden Road, Central, Hong Kong on Tuesday, 27 February 2024 at 11:30 a.m. for the purpose of considering and, if thought fit, approving the resolutions set out in the EGM Notice as set out on pages 7 to 9 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.bnd-strategic.com.hk. Whether or not you intend to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or at any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolution(s) put to the vote at the EGM will be taken by way of poll. An announcement on the results of the vote by poll will be made by the Company after the EGM in the manner prescribed under Rules 13.39(5) and (5A) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider the Proposed Change of Company Name and the adoption of the Third Amended and Restated Memorandum and Articles of Association are in the interests of the Company and its Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the resolutions to be proposed at the forthcoming EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of B & D Strategic Holdings Limited (the “**Company**”) will be held at 16/F, St. John’s Building, 33 Garden Road, Central, Hong Kong on Tuesday, 27 February 2024 at 11:30 a.m. for the following purposes:

SPECIAL RESOLUTIONS

To consider and, if thought fit, pass with or without amendments, each of the following resolutions as a special resolution of the Company:

1. “**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands (the “**Registrar**”) having been obtained, the name of the Company be changed from “B & D Strategic Holdings Limited” to “Rongzun International Holdings Group Limited” and a dual foreign name in Chinese of the Company “榮尊國際控股集團有限公司” be adopted (the “**Proposed Change of Company Name**”) with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar, and that any one director of the Company (each a “**Director**”) be and is hereby authorised to execute all such documents (and if such documents are required to be affixed with the common seal, any Director and any joint company secretary of the Company or any two Directors are hereby authorised to sign and to affix the common seal on such documents) and do all such deeds, acts, matters and things as may be required, necessary, appropriate or expedient for the purpose of or in connection with the implementation of or to give effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company in respect of the Proposed Change of Company Name.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. “**THAT** subject to the passing of the resolution numbered 1 above, and the new Company name being entered into the register by the Registrar, the existing second amended and restated memorandum of association and the existing second amended and restated articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) be amended by replacing all references to “B & D Strategic Holdings Limited” with “Rongzun International Holdings Group Limited 榮尊國際控股集團有限公司” to reflect the Proposed Change of Company name, and the new third amended and restated memorandum of association and the new third amended and restated articles of association of the Company (the “**Third Amended and Restated Memorandum and Articles of Association**”) in the form produced to the meeting marked “A” and signed by the chairman of the extraordinary general meeting for the purpose of identification be approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect and that any one of the directors or any joint company secretary or registered office provider of the Company be and he/she is hereby authorised severally to do all such acts and things and execute all such documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient, including under seal where appropriate, to implement and give effect to the adoption of the Third Amended and Restated Memorandum and Articles of Association and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 26 January 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. A form of proxy for use at the Meeting is enclosed. To be valid, the form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint registered holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of the form of a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.
8. The transfer books and Register of Members of the Company will be closed from Thursday, 22 February 2024 to Tuesday, 27 February 2024, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 21 February 2024.
9. If typhoon signal number 8 or above, or a "black" rainstorm warning is in effect at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at www.bnd-strategic.com.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.