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## **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.”

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

*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](http://www.bnd-strategic.com.hk) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date of this notice, 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.*