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B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

PROPOSED CHANGE OF COMPANY NAME AND APPOINTMENT OF CHAIRMAN OF THE BOARD AND NON-EXECUTIVE DIRECTOR

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of B & D Strategic Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) proposes to change the 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 (the “**Proposed Change of Company Name**”).

Conditions for 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 of the Company (the “**Shareholders**”) approving the Proposed Change of Company Name at an extraordinary general meeting (“**EGM**”) to be convened by the Company; and
- (ii) the Registrar of Companies in the Cayman Islands having approved the Proposed Change of the 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).

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.

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.

Subject to the confirmation of The Stock Exchange of Hong Kong Limited (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.

A circular containing, among other things, details of the Proposed Change of Company Name together with a notice convening the EGM and the related form of proxy, will be despatched to the Shareholders as soon as practicable.

APPOINTMENT OF CHAIRMAN OF THE BOARD AND NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Zhang Yanfeng (“**Mr. Zhang**”) has been appointed as chairman (“**Chairman**”) of the Board and a non-executive Director of the Company with effect from 22 December 2023.

Mr. Zhang, aged 53, is currently the chairman of Hong Kong Entertainment Culture Holdings Limited. Mr. Zhang is the founder and managing director of NeoUnion ESC Organization since December 2013. He is also a founding director of International Mathematical Modeling Challenge Committee (Zhonghua). Mr. Zhang was a general manager of Supertop Development Limited from 2008 to 2013. He was a director of Hong Kong Policy Research Institute from 2007 to 2008. He was an assistant to school supervisor of Yew Wah Education Foundation from 2002 to 2005 and an assistant to the chairman of Yew Wah Education Foundation from 2005 to 2008.

Mr. Zhang obtained his Bachelor in Mechanical Engineering degree from Tsinghua University in 1993, his Master in Education degree from Tsinghua University in 1996, and his Master of Philosophy degree from The Chinese University of Hong Kong in 2005.

Mr. Zhang has entered into a contract for appointment with the Company for an initial term of two (2) years commencing from 22 December 2023. The contract for appointment may be terminated by, among other factors, either party by written notice of one month. Mr. Zhang is subject to retirement by rotation and re-election in annual general meeting(s) of the Company in accordance with the second amended and restated articles of association of the Company and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). Mr. Zhang’s emolument has not been determined yet and will be determined by the Board on recommendation of the remuneration committee of the Board with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions.

Mr. Zhang confirms that, as at the date of this announcement, he (i) did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) has not held any other positions with any member of the Group; (iii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) is not aware of any additional information that is required to be disclosed by the Company pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

The Board and Mr. Zhang are not aware of any other matters that need to be brought to the attention of holders of securities of the Company in relation to his appointment as Chairman of the Board and a non-executive Director of the Company.

The Board would like to take this opportunity to extend a warm welcome to Mr. Zhang to join the Board and believes that his extensive experience will enable him to provide leadership for the Board.

By order of the Board
B & D Strategic Holdings Limited
Hiroshi Kaneko
Executive Director and Chief Executive Officer

Hong Kong, 22 December 2023

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.