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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer 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** (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

**PROPOSALS FOR GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-APPOINTMENT OF AUDITOR,
RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on Monday, 2 September 2019 at 10 a.m. at Function Room 1, 3rd Floor, The Mira Hong Kong, Mira Place, 118–130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the annual general meeting, 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 but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof (as the case may be), should you so wish.

29 July 2019

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Monday, 2 September 2019 at 10 a.m. at Function Room 1, 3rd Floor, The Mira Hong Kong, Mira Place, 118–130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 17 to 21 of this circular;
“Articles”	the amended and restated articles of association of the Company adopted on 4 April 2019 and with effect from 30 April 2019 and as amended, supplemented or otherwise modified from time to time;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	B & D Strategic Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“core connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 5 in the AGM Notice;
“Latest Practicable Date”	24 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	30 April 2019, being the date on which the Shares are listed and from which dealings in the Shares commenced on the Main Board of the Stock Exchange;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 6 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.



B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

Executive Directors:

Mr. Tang Wing Kwok (*Chairman*)

Mr. Lo Wing Hang

(Vice Chairman and Chief Executive Officer)

Independent non-executive Directors:

Mr. Yeung Tze Long

Mr. Yiu Chun Wing

(formerly known as Mr. Yiu Ka Wai)

Mr. Cheung Ting Kin

Registered Office:

PO Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

*Head Office and Principal Place
of Business:*

Units 2803-2803A

Asia Trade Centre

No. 79 Lei Muk Road

Kwai Chung

New Territories

Hong Kong

29 July 2019

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-APPOINTMENT OF AUDITOR,
RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with details of the resolutions to be proposed at the AGM for, among other matters, (i) the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) the proposed re-appointment of auditor; (iii) furnish you details of the proposed re-election of retiring Directors; (iv) set out an explanatory statement regarding the Repurchase Mandate; and (v) give you notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then sole Shareholder on 4 April 2019. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general and unconditional mandates:

- (i) to allot, issue and otherwise deal with new Shares with a total number of not exceeding 20% of the total number of the issued Shares as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with a total number of not exceeding 10% of the total number of issued Shares as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if so granted to the Directors at the AGM).

As at the Latest Practicable Date, the issued share capital of the Company comprised 620,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general and unconditional mandates to issue Shares and repurchase Shares and on the basis of 620,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to allot, issue and otherwise deal with a maximum of 124,000,000 new Shares under the Issue Mandate (representing 20% of the total number of the issued Shares as at the date of the AGM), and the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 62,000,000 Shares (representing 10% of the total number of the issued Shares as at the date of the AGM).

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular containing requisite information regarding the Repurchase Mandate to the Shareholders.

EXTENSION TO ISSUE MANDATE

In addition, if the Issue Mandate and the Repurchase Mandate are granted, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 7 of the notice of the AGM.

RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles, all Directors, namely, Mr. Tang Wing Kwok, Mr. Lo Wing Hang, Mr. Yeung Tze Long, Mr. Yiu Chun Wing (formerly known as Mr. Yiu Ka Wai) and Mr. Cheung Ting Kin, will retire from office as Directors at the AGM and offers themselves for re-election as Directors.

Details of the retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

RE-APPOINTMENT OF THE AUDITOR

Deloitte Touche Tohmatsu will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company.

CLOSURE OF REGISTER

For the purpose of determining entitlement to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Wednesday, 28 August 2019 to Monday, 2 September 2019, 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 AGM, 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 4:30p.m. on Tuesday, 27 August 2019.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Monday, 2 September 2019 at 10 a.m. at Function Room 1, 3rd Floor, The Mira Hong Kong, Mira Place, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 17 to 21 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you intend and vote at the AGM 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 but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof (as the case may be), should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the extension to the Issue Mandate and the re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the forthcoming AGM.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the AGM Notice will be voted by way of a poll by the Shareholders.

At the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.bnd-strategic.com.hk as prescribed under Rule 13.39(5) 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.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders providing the requisite information to Shareholders for consideration of the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 March 2019 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 620,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis of 620,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 62,000,000 Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum and articles of association of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Sky Winner Holdings Limited ("**Sky Winner**") held 465,000,000 Shares representing 75% of the issued share capital of the Company. Sky Winner is legally and beneficially owned as to 69.48% by Mr. Tang Wing Kwok ("**Mr. Tang**") and 30.52% by Mr. Lo Wing Hang ("**Mr. Lo**"). Mr. Tang, Mr. Lo and Sky Winner are a group of Controlling Shareholders within the meaning of the Listing Rules.

By virtue of the SFO,

- (a) Mr. Tang is deemed, or taken to be, interested in the Shares held by Sky Winner in the Company. Ms. Lam Ah Yee is the spouse of Mr. Tang. Under the SFO, Ms. Lam Ah Yee is deemed, or taken to be, interested in the same number of the Shares in which Mr. Tang is interested; and
- (b) Mr. Lo is deemed, or taken to be, interested in the Shares held by Sky Winner in the Company. Ms. Chan Wai Ching Rebecca is the spouse of Mr. Lo. Under the SFO, Ms. Chan Wai Ching Rebecca is deemed, or taken to be, interested in the same number of the Shares in which Mr. Lo is interested.

If the Repurchase Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date up to the date on which the Repurchase Mandate, if approved by the Shareholders, is exercised in full), the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 62,000,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date). The shareholding percentage of the controlling shareholders will be increased to approximately 83.33% of the issued share capital of the Company immediately following the full exercise of the Repurchased Mandate.

On the basis of the aforesaid increase of shareholding held by the Controlling Shareholders set out above, the Controlling Shareholders, will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render the Controlling Shareholders or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) from the Listing Date and ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange from the Listing Date and up to the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.89	0.89
May	0.87	0.78
June	0.92	0.72
July (until the Latest Practicable Date)	0.71	0.61

The following are the particulars of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS

Mr. Tang Wing Kwok (鄧永國先生)

Mr. Tang Wing Kwok (鄧永國) (“**Mr. Tang**”), aged 50, is our Chairman and an executive Director. He was appointed a Director on 24 April 2018 and was re-designated as an executive Director on 31 May 2018. Mr. Tang is one of our Controlling Shareholders (“**Controlling Shareholders**”) and the chairman of the nomination committee. Mr. Tang is responsible for giving strategic advice and guidance on the business and operations of our Group, project planning, budgeting, execution of daily management and administration of our business and operations.

Mr. Tang has accumulated over 25 years of experience in the civil engineering industry in Hong Kong. Mr. Tang is a co-founder of our Group. He has been an Authorised Signatory of Ka Shun Civil Engineering Company Limited (“**Ka Shun Civil Engineering**”) since Ka Shun Civil Engineering has been registered in the register of the general building contractors maintained by the Buildings Department. Save and except Mr. Tang resigned as director of Ka Shun Contractors Limited (“**Ka Shun Contractors**”) and was appointed on 13 March 2017, Mr. Tang has been a director of Ka Shun Civil Engineering, Ka Shun Contractors and Ka Construction Company Limited (“**Ka Construction**”) since August 1995, July 2003 and October 2012 respectively. He is also a director of Sky Winner Holdings Limited (“**Sky Winner**”) (one of our Controlling Shareholders), Joy Goal Limited (“**Joy Goal**”), Best Century International Holding Ltd. (“**Best Century International**”) and Profit Gather Investment Limited (“**Profit Gather Investment**”).

Mr. Tang obtained a bachelor degree of Science in Quantity Surveying from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in November 1991. Mr. Tang has been a Professional Associate of The Royal Institution of Chartered Surveyors since January 1995, an Associate of The Hong Kong Institute of Surveyors since June 1998, a member of the Association for Project Management since March 1999 and a Registered Professional Surveyor in the Quantity Surveying Division of the Surveyors Registration Board since October 2001.

Prior to his setting up Ka Shun Civil Engineering in July 1995, Mr. Tang had been an assistant quantity surveyor of Ove Arup & Partners Hong Kong Limited from April 1993 to February 1995.

Save as disclosed above, Mr. Tang does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Save as disclosed in this circular, Mr. Tang does not have any relationship with other Directors, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Tang has entered into a contract for appointment with the Company for a term of two years commencing on the Listing Date subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The contract for appointment can be terminated by either party by giving the other party one month's written notice in advance. The director's fee of Mr. Tang is HK\$100,000 per month which is determined with reference to his experience, duties and responsibilities within the Company. Mr. Tang is also entitled to discretionary bonus payment which is to be approved by the remuneration committee and the Board of the Company.

Save as disclosed above, to the best knowledge of the Directors and having made all reasonable enquiries, there are no other matters relating to the re-election of Mr. Tang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Mr. Lo Wing Hang (勞永亨先生)

Mr. Lo Wing Hang (勞永亨) (“**Mr. Lo**”), aged 63, is our Vice-chairman of our Board, the chief executive officer and an executive Director. He was appointed a Director on 24 April 2018 and was re-designated as an executive Director on 31 May 2018. Mr. Lo is one of our Controlling Shareholders and a member of the remuneration committee. Mr. Lo is responsible for overall business development, project planning, budgeting, contract administration, overseeing execution of projects and managing quality management system.

Mr. Lo has accumulated over 40 years of experience in the construction industry in Hong Kong. Mr. Lo is a founder of Ka Shun Contractors and was a director since July 2003. He has been an Authorised Signatory of Ka Shun Contractors since Ka Shun Contractors has been registered in the register of the general building contractors maintained by the Buildings Department in July 2011. Mr. Lo has been a director of Ka Shun Civil Engineering and Ka Construction since December 2010 and October 2012 respectively. He is also a director of Sky Winner, Joy Goal, Best Century International and Profit Gather Investment.

Mr. Lo obtained a Certificate in Civil Engineering from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in November 1982, an Advanced Diploma in Construction Management from the School of Professional and Continuing Education of The University of Hong Kong in March 2003, a Professional Diploma in Construction Project Management from the School of Professional and Continuing Education of The University of Hong Kong in July 2004, a degree of Bachelor of Science in Work Based Learning Studies (Construction Project Management) (a distance learning programme with some face-to-face contact) from Middlesex University, the United Kingdom in February 2009, a Bachelor of Applied Science (Construction management and economics) from the Curtin

University of Technology, Australia in February 2010, in which Mr. Lo was classed as an overseas student where he studied at the said University's default location — HKU SPACE Island East.

Mr. Lo was admitted a member of the Hong Kong Institute of Construction Managers in May 2012, a Registered Construction Manager of the Hong Kong Institute of Construction Managers in September 2014, a Chartered Building Engineer and a member of the Chartered Association of Building Engineers in December 2014 and a fellow member of the National Council of The Australian Institute of Building in March 2015.

Prior to joining our Group, Mr. Lo was a foreman of Hing Lee Construction Co., Ltd. from June 1978 to 1981, a project manager of South Star Construction Company Limited from January 1983 to March 1987, a sub-agent of Sung Foo Kee Limited from March 1987 to June 1990 and his last position was a site agent, and a site agent of International Tak Cheung Construction & Engineering Co. Ltd. from March 1991 to April 1992 where his last position was a project manager. Mr. Lo was a shareholder of Program Contractors Limited, a private limited company operating engineering business in Hong Kong from February 1992 to November 2003 and a director from December 1991 to April 2004.

Save as disclosed above, Mr. Lo does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Save that Mr. Lo is the father of Mr. Lo Wai Man, a member of our senior management and as disclosed in this circular, Mr. Lo does not have any relationship with other Directors, senior management, substantial or controlling Shareholders as defined in the Listing Rules and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Lo has entered into a contract for appointment with the Company for a term of two years commencing on the Listing Date subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The contract for appointment can be terminated by either party by giving the other party one month's written notice in advance. The director's fee of Mr. Lo is HK\$100,000 per month which is determined with reference to his experience, duties and responsibilities within the Company. Mr. Lo is also entitled to discretionary bonus payment which is to be approved by the remuneration committee and the Board of the Company.

Save as disclosed above, to the best knowledge of the Directors and having made all reasonable enquiries, there are no other matters relating to the re-election of Mr. Lo that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr. Yeung Tze Long (楊子朗先生)**

Mr. Yeung Tsz Long (楊子朗) (“**Mr. Yeung**”), aged 44, is an independent non-executive Director appointed by our Company on 4 April 2019. Mr. Yeung is also the chairman of the audit committee and the remuneration committee.

Mr. Yeung obtained a degree of Bachelor of Business Administration in Accounting from The Hong Kong University of Science and Technology in November 1997. He was registered as an associate of the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) in July 2001.

Mr. Yeung, with start from February 2019, currently is the general manager in the group finance department of a private logistic and industrial property developer and operator principally operating in the PRC. He was an authorised representative, chief financial officer and company secretary of China Ruifeng Renewable Energy Holdings Limited (stock code: 0527), a company listed on the Main Board of the Stock Exchange, from June 2017 to December 2018. He was an audit principal of Zhonghui Anda CPA Limited from April 2014 to May 2017, a director of internal audit & finance integration of Greenheart Group Limited (stock code: 94), a company listed on the Main Board of the Stock Exchange, from January 2010 to November 2013, and a staff accountant of Ernst and Young from 1997 to 2008 with his last position as a senior manager.

Save as disclosed above, Mr. Yeung does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Mr. Yeung does not have any relationship with other Directors, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Yeung has been appointed by the Company by a contract for appointment dated 4 April 2019, pursuant to which, Mr. Yeung shall hold office for a term of two years commencing from the Listing Date, subject to retirement by rotation and re-election at the annual general of the Company in accordance with the articles of association of the Company. The contract for appointment can be terminated by either party by giving the other party one month’s written notice in advance. Mr. Yeung is entitled to a director’s fee of HK\$144,000 per annum which is determined by arm’s length negotiation between Mr. Yeung and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the remuneration committee and the Board of the Company.

Save as disclosed above, to the best knowledge of the Directors and having made all reasonable enquiries, there are no other matters relating to the re-election of Mr. Yeung that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Mr. Yiu Chun Wing (姚俊榮先生)

Mr. Yiu Chun Wing (姚俊榮) (formerly known as Mr. Yiu Ka Wai (姚家煒)) (“**Mr. Yiu**”), aged 37, is an independent non-executive Director appointed by our Company on 4 April 2019. Mr. Yiu is also a member of the audit committee, the remuneration committee and the nomination committee.

Mr. Yiu graduated with a degree of Bachelor of Business Administration in Accounting from the Hong Kong University of Science and Technology in November 2004. He was admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in May 2010.

Mr. Yiu has approximately 14 years of experience in finance and accounting. Prior to joining the Group, he worked in various finance and accounting companies in Hong Kong. Currently, he has been the chief financial officer and company secretary of Tin Shing Group Holdings Limited since November 2018 and January 2019, respectively. He worked with United Intelligence Control Limited as a financial controller from February 2018 to July 2018. He was the financial controller of Ming Kee Cargo Company Limited from July 2017 to November 2017; the financial controller and company secretary of Zhejiang United Investment Holdings Group Limited (formerly known as Fraser Holdings Limited), the shares of which are listed on GEM of the Stock Exchange (stock code: 8366) from April 2015 to June 2017; a senior officer of accounts and finance department of Promise (Hong Kong) Co., Limited from February 2014 to April 2015; an audit supervising senior of Moore Stephens Associates Limited from December 2010 to December 2011 and an audit supervisor from January 2012 to November 2012; a deputy assistant audit manager of ZYCPA Company Limited from August 2008 to December 2010; an accountant of HLB Hodgson Impey Cheng from November 2005 to December 2007 where his last position was a senior accountant; and a semi-senior auditor of Lau Lei Choi Consultants Limited from August 2004 to October 2005.

Save as disclosed above, Mr. Yiu does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Mr. Yiu does not have any relationship with other Directors, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Yiu has been appointed by the Company by a contract for appointment dated 4 April 2019, pursuant to which, Mr. Yiu shall hold office for a term of two years commencing from the Listing Date, subject to retirement by rotation and re-election at the annual general of the

Company in accordance with the articles of association of the Company. The contract for appointment can be terminated by either party by giving the other party one month's written notice in advance. Mr. Yiu is entitled to a director's fee of HK\$144,000 per annum which is determined by arm's length negotiation between Mr. Yiu and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the remuneration committee and the Board of the Company.

Save as disclosed above, to the best knowledge of the Directors and having made all reasonable enquiries, there are no other matters relating to the re-election of Mr. Yiu that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Mr. Cheung Ting Kin (張錠堅先生)

Mr. Cheung Ting Kin (張錠堅) (“**Mr. Cheung**”), aged 36, is an independent non-executive Director appointed by our Company on 4 April 2019. Mr. Cheung is also a member of the audit committee and the nomination committee.

Mr. Cheung obtained a degree of Bachelor of Commerce Accounting and Finance from the Curtin University of Technology, Australia in September 2004 and a Master of Finance from the Australian National University, Australia in December 2005. He was admitted as an associate of CPA Australia in June 2004 and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants in March 2015. He was also awarded as a certified dealmaker by the China Mergers & Acquisitions Association in February 2015.

Mr. Cheung has accumulated over 13 years of experience in the accounting and financial areas. He is currently an independent non-executive director of Sun Cheong Creative Holdings Limited (stock code: 1781), a company listed on the Main Board of the Stock Exchange, since August 2018. He is the business development director of Plutus Securities Limited (a licensed corporation under the SFO to engage in Type 1 (Dealing in securities) regulated activity) and Plutus Assets Management Limited (a licensed corporation under the SFO to engage in Type 4 (Advising on securities) and Type 9 (Asset management) regulated activities) since January 2019. He is currently also a non-executive director of Guardians Asset Management Limited since February 2017 and a director of Maia Global Investments Limited since June 2016, responsible for overseeing the overall management and strategic planning. He was previously the chief financial officer and company secretary of Richly Field China Development Limited (stock code: 313), a company listed on the Main Board of the Stock Exchange, since July 2014 and July 2015 respectively, where he first joined as a financial controller from October 2013 to July 2014. He was previously the chief financial officer of Seige Communication Limited from January 2012 to December 2013, the chief financial officer of Surrey Junction Investment Limited from May 2010 to November 2011 and the staff accountant of Ernst & Young (an international accounting firm) from September 2006 to November 2009, where his last position was a senior accountant.

Save as disclosed above, Mr. Cheung does not hold any directorship in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or have other major appointments and professional qualifications.

Mr. Cheung does not have any relationship with other Directors, senior management, substantial or controlling Shareholders as defined in the Listing Rules and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Cheung has been appointed by the Company by a contract for appointment dated 4 April 2019, pursuant to which, Mr. Cheung shall hold office for a term of two years commencing from the Listing Date, subject to retirement by rotation and re-election at the annual general of the Company in accordance with the articles of association of the Company. The contract for appointment can be terminated by either party by giving the other party one month's written notice in advance. Mr. Cheung is entitled to a director's fee of HK\$144,000 per annum which is determined by arm's length negotiation between Mr. Cheung and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the remuneration committee and the Board of the Company.

Save as disclosed above, to the best knowledge of the Directors and having made all reasonable enquiries, there are no other matters relating to the re-election of Mr. Cheung that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



B & D Strategic Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of B & D Strategic Holdings Limited (the “**Company**”) will be held on Monday, 2 September 2019 at 10 a.m. at Function Room 1, 3rd Floor, The Mira Hong Kong, Mira Place, 118–130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and report of the directors (the “**Directors**”) and the independent auditor of the Company and its subsidiaries for the year ended 31 March 2019.
2. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board (the “**Board**”) of Directors of the Company to fix their remuneration.
3.
 - (a) To re-elect Mr. Tang Wing Kwok (鄧永國) as an executive Director of the Company;
 - (b) To re-elect Mr. Lo Wing Hang (勞永亨) as an executive Director of the Company;
 - (c) To re-elect Mr. Yeung Tze Long (楊子朗) as an independent non-executive Director of the Company;
 - (d) To re-elect Mr. Yiu Chun Wing (姚俊榮) as an independent non-executive Director of the Company;
 - (e) To re-elect Mr. Cheung Ting Kin (張錠堅) as an independent non-executive Director of the Company.
4. To authorise the Board of the Company to fix the remuneration of the Directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the share capital of the Company) during or after the end of the Relevant Period;
- (C) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend in accordance with the Articles of the Company from time to time, or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of the issued shares of the Company at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:
- “Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company's Memorandum and Articles of Association or the Companies Law or any other applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

6. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the total number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and

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(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company’s Memorandum and Articles of Association or the Companies Law or any other applicable laws to be held; or
- (iii) the date on which the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions Nos. 5 and 6 as set out in this notice convening the Meeting of which this resolution forms part (“**this Notice**”), the general and unconditional mandate granted to the Directors pursuant to resolution no. 5 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the total number of shares repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing resolution no. 6.”

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

Hong Kong, 29 July 2019

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 authorized 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

NOTICE OF ANNUAL GENERAL MEETING

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. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution no. 6 as set out in this notice is enclosed in this circular.
8. The transfer books and Register of Members of the Company will be closed from Wednesday, 28 August 2019 to Monday, 2 September 2019, 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 Tuesday, 27 August 2019.
9. Concerning agenda items 3 above, each of Mr. Tang Wing Kwok, Mr. Lo Wing Hang, Mr. Yeung Tze Long, Mr. Yiu Chun Wing and Mr. Cheung Ting Kin is proposed to be re-elected as Director of the Company. The biographical details and interests in the securities of the Company (if any) of Mr. Tang Wing Kwok, Mr. Lo Wing Hang, Mr. Yeung Tze Long, Mr. Yiu Chun Wing and Mr. Cheung Ting Kin are set out on pages 10 to 16 in Appendix II in this circular.
10. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.
11. 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 HKExnews 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.