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**China Beidahuang Industry Group Holdings Limited**  
**中國北大荒產業集團控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 00039)**

## **RATIFICATION OF A TRIPARTITE COOPERATION AGREEMENT**

This announcement is made by China Beidahuang Industry Group Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 17 May 2015 regarding the Subscription Agreement. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the said announcement.

The Board announces that at the Board meeting held on 23 October 2018, the Board ratified and resolved to enter into a Tripartite Cooperation Agreement (三方合作協議) dated 15 May 2015 (the “**Agreement**”), which was signed by a former director on its behalf as the buyer, and Heilongjiang Nongken Beidahuang Business Trade Liability Group Co., Ltd\* (黑龍江農墾北大荒商貿集團有限責任公司) as the seller (the “**Seller**”), and Mr. Jiang Jianjun, the Chairman of the Board, as the guarantor.

Under the Agreement, the Company agreed to acquire, but subject to the terms and conditions precedent stated thereon and on a price to be agreed, the equity interests of the Seller’s subsidiary called Zhong Shan Beidahuang Logistics Co., Ltd\* (中山北大荒物流集團有限公司), the assets value of which was proposed by the Seller to be RMB220,000,000. The Board noted that the Company had been discharged from performance of the Agreement, which has already lapsed and ceased to be binding on the Company. However the Board noted that the transaction contemplated under the Agreement, if completed, would constitute a connected transaction for the Company under the Listing Rules but the transaction was not carried through because of the failure of the transacting parties to satisfy the conditions precedent.

The Board further noted the inadvertence of the then management of the Company in failing to bring up the matter for deliberation and consideration of the Board at its meetings at the material time of the subscription of shares under the Subscription Agreement announced by the Company on 17 May 2015.

By Order of the Board  
**China Beidahuang Industry Group Holdings Limited**  
**Jiang Jianjun**  
*Chairman*

Hong Kong, 23 October 2018

*As at the date of this announcement, the Executive Directors are Mr. Jiang Jianjun, Mr. Ke Xionghan, Mr. Zeng Fanxiong and Mr. Huang Wuguang; the Non-executive Directors are Ms. Ho Wing Yan and Mr. Wang Jianguo; and the Independent Non-executive Directors are Dr. Loke Yu alias Loke Hoi Lam, Mr. Ho Man Fai and Mr. Yang Yunguang.*

*\* For identification purpose only*