Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

GRANT OF SHARE OPTIONS

This announcement is made by China Beidahuang Industry Group Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board (the "**Board**") of directors (the "**Directors**") of the Company hereby announces that on 13 January 2025 (the "**Date of Grant**"), the Company granted options (the "**Options**") to certain eligible persons (the "**Grantees**") to subscribe for a total of 622,500,000 ordinary shares of HK$0.10 each (the "**Share(s)**") in the share capital of the Company pursuant to the share option scheme (the "**Share Option Scheme**") adopted by the Company on 9 June 2017 (which was before the new requirements in Chapter 17 of the Listing Rules becoming effective on 1 January 2023), subject to the acceptance of the Grantees.

Details of the Options granted are set out as follows:

Date of Grant	:	13 January 2025
Number of the Options granted	:	622,500,000 Options (each Option shall entitle the Grantees to subscribe for one Share)

Exercise price of the Options granted	:	HK$0.10 per Share, which represents the highest of (i) the closing price of HK$0.055 per Share on the Date of Grant; (ii) the average closing price of HK$0.057 per Share for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of HK$0.10 per Share
Closing price of the Shares on the Date of Grant	:	HK$0.055 per Share
Exercise period of the Options	:	The Options are valid for 3 years from the Date of Grant unless lapsed pursuant to the terms of the Share Option Scheme and may be exercisable during such period.
Vesting period of the Options	:	The Options shall be vested on the Date of Grant. The Share Option Scheme does not provide for any minimum vesting period. The Board and the remuneration committee of the Company (the "**Remuneration Committee**") are of the view that it is appropriate for the Options to be vested and exercisable on the Date of Grant, having considered that the grant of the Option serves as a recognition of the Grantees' past contribution to the Group (in particular, the endeavours of the Grantees made in the Proposed Restructuring, details of which are referred to in the announcements of the Company dated 25 January 2024, 14 February 2024, 19 February 2024, 28 March 2024, 16 May 2024, 31 May 2024, 28 June 2024, 31 July 2024, 9 August 2024, 30 August 2024, 30 September 2024, 31 October 2024, 15 November 2024, 29 November 2024 and 4 December 2024 and the circular of the Company dated 24 July 2024) and the Options being vested on the Date of Grant would have the effect of retaining the Grantees for making continuous contribution to the development of the Group.

Performance targets	:	There is no performance target attached to the Options.

The purpose of the Share Option Scheme is to, among others, allow the Company to grant Options to the eligible persons as rewards or incentives for their contributions to the Group; and motivate the Grantees to optimise their performance and efficiency for the benefit of the Group.

Having considered that:

(1) each Grantee's experience in the Group's business, length of service to the Group and the past contribution and dedication to the Group's business, in particular, the tremendous efforts made to deal with and complete the Proposed Restructuring and the ability of the Grantees' continuous contributions to the overall management, operations, development and long-term growth of the Group;

(2) the Options to be granted will give the Grantees an opportunity to have a personal stake in the Company and hence enhance incentives and loyalty; and

(3) the value of the Options shall be subject to the market performance of the Shares, which in turn depends on the overall business performance, sustainable development and/or good corporate governance of the Group, to which the Grantees would directly contribute,

the Remuneration Committee considers that notwithstanding the absence of performance target, the grant of the Options motivates the Grantees' commitment to the Company's continued competitiveness, operating results and growth in the future, and therefore aligns with the purpose of the Share Option Scheme.

Clawback mechanism	:	The Options granted to the Directors and employees of the Group are not subject to any clawback mechanism but shall lapse and/or be cancelled (to an extent not already exercised) under various scenarios provided under the Share Option Scheme. The Remuneration Committee considers that a specific clawback mechanism is not necessary, having considered that the lapse and cancellation of the Options upon the Grantee(s) ceasing to be an eligible person under the Share Option Scheme is in line with the purpose of the Share Option Scheme and in the interests of the Company.
Financial assistance	:	The Group has not provided any financial assistance to the Grantees to facilitate their purchase of Shares under the Share Option Scheme.

Among the total of 622,500,000 Options granted, 48,000,000 Options were granted to the Directors as follows:

Name of Grantees	**Position held in the Company**	**Number of Options granted**
Mr. Jiang Jiancheng	Executive Director and Chairman	10,000,000
Mr. Liu Xiaopeng	Executive Director and Vice-chairman	10,000,000
Mr. Ke Xionghan	Executive Director	10,000,000
Mr. Chen Chen	Executive Director	10,000,000
Ms. Ho Wing Yan	Non-executive Director	1,000,000
Mr. Chong Cha Hwa	Independent Non-executive Director	1,000,000
Mr. Yang Yunguang	Independent Non-executive Director	5,000,000
Mr. Chen Zhifeng	Independent Non-executive Director	1,000,000
	Sub-total:	48,000,000
Other 21 employees of the Group		574,500,000
	Total:	**622,500,000**

The grant of the Options to the above Directors has been approved by the Independent Non-executive Directors (with the respective Independent Non-executive Director abstained from voting on the relevant resolution approving the grant of Options to him) in accordance with Rule 17.04(1) of the Listing Rules.

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined in the Listing Rules).

After the above grant of Options, assuming all Grantees have accepted such grant, the number of Shares available for future grant under the scheme mandate limit of the Share Option Scheme is 12,568 Shares.

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

Hong Kong, 13 January 2025

As at the date of this announcement, the Executive Directors are Mr. Jiang Jiancheng (Chairman), Mr. Liu Xiaopeng (Vice-chairman), Mr. Ke Xionghan and Mr. Chen Chen, the Non-executive Directors are Mr. Li Jin (Vice-chairman), Ms. Ho Wing Yan and Mr. Li Dawei, and the Independent Non-executive Directors are Mr. Chong Cha Hwa, Mr. Yang Yunguang and Mr. Chen Zhifeng.