
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Beidahuang Industry Group Holdings Limited, you should at once pass this circular, together with the enclosed form of proxy, to the purchaser or the 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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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)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Beidahuang Industry Group Holdings Limited to be held at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 30 June 2025 at 10:30 a.m. is set out on pages 17 to 21 of this circular. Whether or not you intend to attend the annual general meeting in person, please 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, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof (as the case may be). 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 and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

6 June 2025

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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 at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 30 June 2025 at 10:30 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Companies Act”	the Companies Act (Revised) of the Cayman Islands
“Company”	China Beidahuang Industry Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	4 June 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“Option(s)”	the option(s) to subscribe for Share(s) which may be granted under the Share Option Scheme
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme adopted by the Company on 9 June 2017
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Liu Xiaopeng (*Vice-chairman*)
Mr. Ke Xionghan
Mr. Chen Chen

Non-executive Directors:

Mr. Li Jin (*Vice-chairman*)
Ms. Ho Wing Yan
Mr. Li Dawei

Independent Non-executive Directors:

Mr. Chong Cha Hwa
Mr. Yang Yunguang
Mr. Chen Zhifeng

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Room 225, 2/F
Mega Cube
8 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

6 June 2025

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information on the following matters to be dealt with at the AGM: (i) re-election of retiring Directors; (ii) grant of general mandate to issue Shares; and (iii) grant of general mandate to repurchase Shares.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 99 of the Articles of Association, Mr. Liu Xiaopeng and Mr. Li Jin will retire as Directors at the AGM and, being eligible, have offered themselves for re-election at the AGM.

In accordance with Article 116 of the Articles of Association, Mr. Li Dawei, Mr. Chong Cha Hwa and Mr. Yang Yunguang will retire as Directors by rotation at the AGM and, being eligible, have offered themselves for re-election at the AGM.

The nomination committee of the Company (the “**Nomination Committee**”), having reviewed the Board’s structure and composition, nominated Mr. Liu Xiaopeng, Mr. Li Jin, Mr. Li Dawei, Mr. Chong Cha Hwa and Mr. Yang Yunguang to the Board for it to recommend to the Shareholders for re-election at the AGM.

The nominations were made in accordance with the nomination policy of the Company and the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) as set out in the board diversity policy of the Company. The Nomination Committee has also taken into account the respective contributions of Mr. Liu Xiaopeng, Mr. Li Jin, Mr. Li Dawei, Mr. Chong Cha Hwa and Mr. Yang Yunguang to the Board and their commitment to their roles. The Nomination Committee has assessed the independence of Mr. Chong Cha Hwa and Mr. Yang Yunguang based on their annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that they remain independent. The Board, having considered the recommendation of the Nomination Committee, is of the view that each of Mr. Liu Xiaopeng, Mr. Li Jin, Mr. Li Dawei, Mr. Chong Cha Hwa and Mr. Yang Yunguang will continue to contribute to the Board with their skills, experience and diversity of perspectives appropriate to the requirements of the Group’s business as well as devotion to the Group. The Board believed that their re-election as Directors would be in the best interests of the Company and the Shareholders as a whole.

Requisite details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

On 28 June 2024, a general mandate was granted to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

At the AGM, an ordinary resolution as set out in resolution no. 9 of the notice of AGM will be proposed, inter alia, to grant to the Directors a general mandate to allot, issue and deal with additional Shares, and to make or grant offers, agreements and options which might require securities to be issued. Such mandate is subject to the total number of the additional Shares not exceeding 20% of the total number of Shares in issue at the date of the passing of the resolution, except where the additional Shares are issued pursuant to a rights issue, any share option scheme or similar arrangement, or any scrip dividend scheme or similar arrangement. As at the Latest Practicable Date, there was a total of 7,933,643,656 Shares in issue. Subject to the passing of the relevant resolution at the AGM, the Company will be allowed under the general mandate to allot, issue and deal with additional Shares not exceeding 1,586,728,731 Shares, assuming that no further Shares are issued or repurchased prior to the date of the AGM. The proposed mandate is intended to give the Directors greater flexibility to issue securities when it is in the interests of the Company to do so.

GENERAL MANDATE TO REPURCHASE SHARES

Under the Companies Act and the Listing Rules, listed companies are allowed to repurchase their own issued shares. The Articles of Association also permit such repurchase of Shares. The Directors consider that these provisions increase the flexibility in the conduct of the Company's affairs in the interests of the Shareholders, and that the appropriate arrangements shall continue to be adopted by the Company.

On 28 June 2024, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will also be proposed to grant to the Directors a general mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set out in the relevant resolutions sanctioning such mandate. Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the mandate as set out in resolution no. 10 of the notice of AGM will be such number of Shares representing up to 10% of the total number of Shares in issue at the date of the passing of the resolution. A resolution authorising the extension of the general mandate to the Directors to issue Shares to include the total number of such Shares (if any) repurchased under the mandate is to be proposed as resolution no. 11 at the AGM.

An explanatory statement, required by the Listing Rules to be sent to the Shareholders in relation to the repurchase mandate which will be proposed for the consideration and approval by the Shareholders in the AGM, is set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 30 June 2025 at 10:30 a.m. is set out on pages 17 to 21 of this circular. Resolutions will be proposed to approve, inter alia, the re-election of retiring Directors and the general mandates as referred to above at the AGM.

You will find enclosed a form of proxy for use at the AGM. Whether or not you intend to attend the AGM in person, please 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, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). 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 and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

VOTING BY POLL

Article 80 of the Articles of Association provides that at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is duly demanded. However, under 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 of the meeting, 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. Accordingly, the Directors intend that the chairman of the AGM shall demand voting of the resolutions put forward at the AGM by way of poll.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the re-election of retiring Directors, the granting of general mandates to issue and repurchase Shares, and the extension of the general mandate to issue Shares are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the ordinary resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf of the Board

China Beidahuang Industry Group Holdings Limited

Liu Xiaopeng

Vice-chairman

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM:

Mr. Liu Xiaopeng (“Mr. Liu”)

Mr. Liu, aged 61, was appointed as an executive Director and a Vice-chairman of the Board in July 2024. He is also the chairman of the Nomination Committee and a member of the remuneration committee of the Company (“**Remuneration Committee**”). Mr. Liu is currently a director of an international trading company in China. He has been engaged in international import and export trading business for more than 30 years, and has many years of extensive experience in marketing and management.

Save as disclosed above, Mr. Liu (i) did not hold any directorship in any public listed companies in Hong Kong or overseas in the past three years and (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Liu held 10,000,000 Options granted by the Company under the Share Option Scheme. Save as disclosed above, he did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Liu entered into a service agreement with the Company for a term of two years commencing from 1 July 2024 and his appointment can be terminated by one month’s notice in writing served by either party on the other. Mr. Liu is subject to retirement by rotation and re-election pursuant to the Articles of Association. He is entitled to an annual remuneration of HK\$120,000 as an executive Director which is determined by the Board by reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the Remuneration Committee’s recommendation.

There is no information required to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Liu’s re-election.

Mr. Li Jin (“Mr. Li”)

Mr. Li, aged 50, was appointed as a non-executive Director and a Vice-chairman of the Board in August 2024. He currently is the secretary of the party committee and a director of Beidahuang Grain Logistics Co., Ltd* (北大荒糧食物流有限公司), the secretary of the party committee and a director of Heilongjiang Nongken Beidahuang Logistics Group Co., Ltd* (黑龍江農墾北大荒物流集團有限公司), and a director of Beidahuang Business Group (HK) International Trade Co., Limited (“**Beidahuang HK**”). Mr. Li graduated from the College of Economics and Trade of Heilongjiang Bayi Agricultural University (黑龍江八一農墾大學), majoring in Agricultural Economics and Management.

Save as disclosed above, Mr. Li (i) did not hold any directorship in any public listed companies in Hong Kong or overseas in the past three years and (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Li did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Li entered into a service agreement with the Company for a term of two years commencing from 9 August 2024 and his appointment can be terminated by one month’s notice in writing served by either party on the other. Mr. Li is subject to retirement by rotation and re-election pursuant to the Articles of Association. He is entitled to an annual remuneration of HK\$100,000 as a non-executive Director which is determined by the Board by reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the Remuneration Committee’s recommendation.

There is no information required to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Li’s re-election.

* For identification purpose only

Mr. Li Dawei (“Mr. Li”)

Mr. Li, aged 55, was appointed as a non-executive Director in January 2022. He graduated from Mineral Processing and Utilization Engineering Department of Coal Chemical Technology, Heilongjiang Mining Institute (黑龍江礦業學院礦物加工利用工程系煤化工工藝專科). Mr. Li is a senior accountant. He is currently the general manager of Tianjin Dahuang Electronic Commerce Co., Limited* (天津大荒電子商務有限公司) and a senior management of the member companies of Beidahuang HK.

Save as disclosed above, Mr. Li (i) did not hold any directorship in any public listed companies in Hong Kong or overseas in the past three years and (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Li had personal interests of 40,000 Shares. Save as disclosed above, he did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Li entered into a service agreement with the Company for a term of two years commencing from 28 January 2024 and his appointment can be terminated by one month's notice in writing served by either party on the other. Mr. Li is subject to retirement by rotation and re-election pursuant to the Articles of Association. He is entitled to an annual remuneration of HK\$100,000 as a non-executive Director which is determined by the Board by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the Remuneration Committee's recommendation.

There is no information required to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Li's re-election.

* For identification purpose only

Mr. Chong Cha Hwa (“Mr. Chong”)

Mr. Chong, aged 59, was appointed as an independent non-executive Director in December 2018. He is also a member of the Nomination Committee, the chairman of each of the Remuneration Committee and audit committee of the Company. Mr. Chong is a fellow member of the Association of Chartered Certified Accountants and a member of the Malaysian Institute of Accountants. He holds a bachelor degree of management with honours from the University of Science, Malaysia. Mr. Chong has more than 20 years of experience in the accounting and finance area servicing private and public listed companies in Hong Kong and the Southern Asia region. He currently serves as an independent non-executive director of Solowin Holdings, the shares of which are listed on the Nasdaq in the United States. Mr. Chong was an independent non-executive director of Sino Energy International Holdings Group Limited from March 2021 to October 2022, the shares of which were delisted from the Main Board of the Stock Exchange with effect from 16 December 2022. He was an executive director of Aurum Pacific (China) Group Limited (currently known as Wuxi Life International Holdings Group Limited) from October 2020 to April 2021, the shares of which are listed on GEM of the Stock Exchange.

Save as disclosed above, Mr. Chong (i) did not hold any directorship in any public listed companies in Hong Kong or overseas in the past three years and (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chong held 1,000,000 Options granted by the Company under the Share Option Scheme. Save as disclosed above, he did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Chong entered into a letter of appointment with the Company for a term of three years commencing from 10 December 2024 and is subject to retirement by rotation and re-election pursuant to the Articles of Association. He is entitled to an annual remuneration of HK\$150,000 as an independent non-executive Director which is determined by the Board by reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the Remuneration Committee’s recommendation.

There is no information required to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Chong’s re-election.

Mr. Yang Yunguang (“Mr. Yang”)

Mr. Yang, aged 61, was appointed as an independent non-executive Director in July 2018. He is also a member of the audit committee of the Company. Mr. Yang holds a Master’s Degree in National Economics from Northwest University. He has served as senior management positions of insurance companies in the PRC since 1989. Mr. Yang has over 30 years of experience in the financial industry and corporate management.

Save as disclosed above, Mr. Yang (i) did not hold any directorship in any public listed companies in Hong Kong or overseas in the past three years and (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Yang had personal interests of 900,000 Shares and held 5,000,000 Options granted by the Company under the Share Option Scheme. Save as disclosed above, he did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Yang entered into a letter of appointment with the Company for a term of three years commencing from 31 July 2024 and is subject to retirement by rotation and re-election pursuant to the Articles of Association. He is entitled to an annual remuneration of HK\$50,000 as an independent non-executive Director which is determined by the Board by reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the Remuneration Committee’s recommendation.

There is no information required to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Yang’s re-election.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed repurchase mandate.

(A) SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 7,933,643,656 Shares in issue. Subject to the passing of the relevant resolution at the AGM, the Company will be allowed under the general mandate to repurchase a maximum of 793,364,365 Shares, assuming that no further Shares are issued or repurchased prior to the date of the AGM.

Shareholders should note that the repurchase mandate only covers purchases made during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required by the Articles of Association or any applicable laws to be held or the date upon which such authority is revoked or varied by the Shareholders in general meeting.

(B) REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing Shares, they believe that the repurchase mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

(C) FUNDING OF REPURCHASES

Repurchases must be financed out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the Companies Act. Such funds include but are not limited to profits available for distribution.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the annual report of the Company in respect of the year ended 31 December 2024) in the event that the repurchase mandate was to be carried out in full at any time during the proposed repurchase period. However, 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 requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

APPENDIX II**EXPLANATORY STATEMENT ON
REPURCHASE MANDATE**

(D) SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
June 2024	0.095	0.070
July 2024	0.086	0.073
August 2024	0.086	0.066
September 2024	0.082	0.066
October 2024	0.080	0.052
November 2024	0.070	0.057
December 2024	0.067	0.055
January 2025	0.081	0.053
February 2025	0.075	0.060
March 2025	0.116	0.069
April 2025	0.129	0.090
May 2025	0.126	0.105
June 2025 (up to the Latest Practicable Date)	0.118	0.108

(E) GENERAL

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed repurchase mandate in accordance with the Listing Rules, the Companies Act and the Articles of Association. Neither the explanatory statement in this Appendix II nor the proposed repurchase mandate has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries if the repurchase mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares held by them to the Company or have undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make repurchase of Shares.

(F) TAKEOVERS CODE

If on the exercise of the power to repurchase 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 purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholder's interest, may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders were interested in more than 10% of the Shares in issue:

Name	Capacity and nature of interest	Number of shares held	Approximate percentage of the Company's issued shares	Approximate shareholding upon exercise in full of the repurchase mandate
Jiang Jianjun	Beneficial owner	888,716,165	11.20%	12.45%
	Interest of spouse	21,960,000 ^(a)	0.28%	0.31%
Li Zhuoxun	Interest of spouse	888,716,165 ^(b)	11.20%	12.45%
	Beneficial owner	21,960,000	0.28%	0.31%
China Dynamic (Hong Kong) Limited	Beneficial owner	850,000,000 ^(c)	10.71%	11.90%
CIS Fund OFC – China Qujiang Fund	Interest of controlled corporation	850,000,000 ^(c)	10.71%	11.90%
CIS Securities Asset Management Limited	Investment manager	850,000,000 ^(c)	10.71%	11.90%

Notes:

- (a) These 21,960,000 Shares were held by Ms. Li Zhuoxun, the spouse of Mr. Jiang Jianjun. Mr. Jiang Jianjun was therefore deemed to be interested in the 21,960,000 Shares held by Ms. Li Zhuoxun by virtue of the SFO.
- (b) These 888,716,165 Shares were held by Mr. Jiang Jianjun, the spouse of Ms. Li Zhuoxun. Ms. Li Zhuoxun was therefore deemed to be interested in the 888,716,165 Shares held by Mr. Jiang Jianjun by virtue of the SFO.

- (c) China Dynamic (Hong Kong) Limited is a company incorporated in Hong Kong with limited liability and is a wholly owned subsidiary of China Qujiang Fund, a sub-fund of CIS Fund OFC, an open-ended fund company incorporated in Hong Kong. CIS Securities Asset Management Limited, being the investment manager of CIS Fund OFC and designated sub-funds (including China Qujiang Fund), shall be entitled to exercise, or refrain from the exercise of, any voting or other rights attaching to the subscription shares following completion of the restructuring as CIS Securities Asset Management Limited shall in its absolute discretion think fit, subject to any instructions given to CIS Securities Asset Management Limited by the directors of CIS Fund OFC.

On the basis that no further Shares are issued or repurchased prior to the AGM, in the event that the Directors exercised in full the power to repurchase Shares under the repurchase mandate, the interest of the above Shareholders would be increased to such percentages shown in the last column above. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the repurchase mandate. The Directors have no present intention to exercise the repurchase mandate to such an extent that would result in the number of Shares held by the public falling below 25% of the total number of Shares in issue.

(G) SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of China Beidahuang Industry Group Holdings Limited (the “**Company**”) will be held at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 30 June 2025 at 10:30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the independent auditors of the Company for the year ended 31 December 2024.
2. To re-elect Mr. Liu Xiaopeng as an Executive Director.
3. To re-elect Mr. Li Jin as a Non-executive Director.
4. To re-elect Mr. Li Dawei as a Non-executive Director.
5. To re-elect Mr. Chong Cha Hwa as an Independent Non-executive Director.
6. To re-elect Mr. Yang Yunguang as an Independent Non-executive Director.
7. To authorise the Board of Directors to fix the Directors’ remuneration.
8. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board of Directors to fix their remuneration.

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9. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “Shares”) and to make or grant offers, agreements and options which would or might require Shares to be allotted, issued or dealt with be generally and unconditionally approved;
- (b) the Directors be authorised to make offers or agreements or grant options during the Relevant Period (as defined in paragraph (d) below) which would or might require Shares to be allotted and issued either during or after the end of the Relevant Period pursuant to paragraph (a) above;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approvals in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below) or (ii) any option scheme 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 and/or any eligible grantee pursuant to the scheme of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not in total exceed 20% of the total number of Shares in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“Relevant Period” means the period from 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; or

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- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and

“**rights issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company 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, or of the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong).”.

- 10. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its own Shares, subject to and in accordance with the applicable laws, rules and regulations of The Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited and paragraph (b) of this resolution, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; or

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- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”.

11. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions no. 9 and 10 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to the ordinary resolution no. 9 as set out in the notice convening this meeting to exercise the powers of the Company to allot, issue and deal with the Shares be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution no. 10 as set out in the notice convening this meeting, provided that such number of Shares so repurchased shall not exceed 10% of the total number of Shares in issue at the date of the passing of this resolution.”.

By Order of the Board

China Beidahuang Industry Group Holdings Limited

Liu Xiaopeng

Vice-chairman

Hong Kong, 6 June 2025

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy needs not be a member of the Company. If more than one proxy is so appointed, the appointments shall specify the number of Shares in respect of which each such proxy is so appointed.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should he/she/it so wishes and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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4. Where there are joint holders of any Shares, any one of such persons may vote at the meeting personally or by proxy in respect of such Shares as if he/she were solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The register of members of the Company will be closed from Wednesday, 25 June 2025 to Monday, 30 June 2025 (both days inclusive) during which period no transfer of Shares will be registered and effected. In order to qualify for attending and voting at the meeting, all transfers of Shares accompanied by the relevant share certificates and the appropriate share transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 24 June 2025.
6. An Explanatory Statement containing further details regarding ordinary resolution no. 10 of this notice, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, is set out in Appendix II to the circular of the Company dated 6 June 2025.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong at any time after 7:30 a.m. on the date of the annual general meeting, the meeting will be rescheduled. The Company will publish an announcement on the website of the Company at www.irasia.com/listco/hk/chinabeidahuang and on the HKEXnews website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.

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