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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 30 JUNE 2025;
RETIREMENT OF DIRECTORS
AND
NON-COMPLIANCE WITH LISTING RULES**

Reference is made to the circular of China Beidahuang Industry Group Holdings Limited dated 6 June 2025 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The Board announces that all resolutions (except for resolutions no. 2, 5 and 6) proposed at the AGM were duly passed by the Shareholders by way of poll at the AGM held on 30 June 2025. Union Registrars Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer for vote-taking at the AGM. The results of the voting are as follows:

Ordinary Resolutions		Number of Shares Voted (Approximate %)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the Directors and the independent auditors of the Company for the year ended 31 December 2024.	3,880,706,726 (91.1266%)	377,879,793 (8.8734%)
2.	To re-elect Mr. Liu Xiaopeng as an Executive Director.	1,937,874,726 (45.5051%)	2,320,711,793 (54.4949%)
3.	To re-elect Mr. Li Jin as a Non-executive Director.	3,304,530,561 (77.5969%)	954,055,958 (22.4031%)
4.	To re-elect Mr. Li Dawei as a Non-executive Director.	3,304,530,561 (77.5969%)	954,055,958 (22.4031%)
5.	To re-elect Mr. Chong Cha Hwa as an Independent Non-executive Director.	1,937,874,726 (45.5051%)	2,320,711,793 (54.4949%)
6.	To re-elect Mr. Yang Yunguang as an Independent Non-executive Director.	1,937,874,726 (45.5051%)	2,320,711,793 (54.4949%)
7.	To authorise the Board of Directors to fix the Directors' remuneration.	3,880,706,726 (91.1266%)	377,879,793 (8.8734%)
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.	3,880,706,726 (91.1266%)	377,879,793 (8.8734%)

Ordinary Resolutions		Number of Shares Voted (Approximate %)	
		For	Against
9.	To grant a general mandate to the Directors to allot, issue and deal with new Shares. *	3,829,946,726 (89.9347%)	428,639,793 (10.0653%)
10.	To grant a general mandate to the Directors to repurchase Shares. *	3,829,946,726 (89.9347%)	428,639,793 (10.0653%)
11.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by adding to it the aggregate number of Shares repurchased by the Company. *	3,829,946,726 (89.9347%)	428,639,793 (10.0653%)

* *The full text of the resolution is set out in the notice of the AGM dated 6 June 2025.*

As more than 50% of the votes were cast in favour of the above ordinary resolutions no. 1, 3, 4, 7 to 11, all such ordinary resolutions were duly passed.

As more than 50% of the votes were cast against the above ordinary resolutions no. 2, 5 and 6, all such ordinary resolutions were not carried.

As at the date of the AGM, the total number of issued Shares was 8,037,572,616 Shares, which was the total number of Shares entitling the holders thereof to attend and vote for or against the resolutions at the AGM. No Shareholder was required under the Listing Rules to abstain from voting on or voting in favour of the resolutions at the AGM and no Shareholder or parties had stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the AGM. All Directors attended the AGM either in person or by electronic means, except Mr. Li Jin who was unable to attend the AGM due to other business commitment.

RETIREMENT OF DIRECTORS

The Board further announces that as the ordinary resolutions no. 2, 5 and 6 for the re-election Mr. Liu Xiaopeng (“**Mr. Liu**”), Mr. Chong Cha Hwa (“**Mr. Chong**”) and Mr. Yang Yunguang (“**Mr. Yang**”) respectively were not passed, they retired as the Directors and ceased to be the Committee members of the Company at the conclusion of the AGM held on 30 June 2025, as follows:

1. Mr. Liu retired as an executive Director and ceased to be a Vice-chairman of the Board, the chairman and member of the Nomination Committee and a member of the Remuneration Committee of the Company;
2. Mr. Chong retired as an independent non-executive Director and ceased to be a member of the Nomination Committee, the chairman and member of each of the Audit Committee and the Remuneration Committee of the Company; and
3. Mr. Yang retired as an independent non-executive Director and ceased to be a member of the Audit Committee of the Company.

The Board is not aware of any disagreement with Mr. Liu, Mr. Chong and Mr. Yang with the Board, or any matter relating to their retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Li, Mr. Chong and Mr. Yang for their contributions to the Company during their tenure of office.

NON-COMPLIANCE WITH LISTING RULES

Following the retirement of each of Mr. Liu, Mr. Chong and Mr. Yang at the conclusion of the AGM, the Board noted the failure of the Company to comply with the following requirements of the Listing Rules:

- (a) at least three independent non-executive directors on the board of directors under Rule 3.10(1) of the Listing Rules;

- (b) at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10(2) of the Listing Rules;
- (c) the independent non-executive directors representing at least one-third of the board under Rule 3.10A of the Listing Rules; and
- (d) the audit committee comprising a minimum of three members under Rule 3.21 of the Listing Rules.

The Board further noted that following the retirement of each of Mr. Liu, Mr. Chong and Mr. Yang, each of the Audit Committee, the Remuneration Committee and the Nomination Committee comprises Mr. Chen Zhifeng, an independent non-executive Director, as the only member while the terms of reference of each of these Committees requires at least three members, the majority of which shall be independent non-executive Directors.

In this connection, the Company will make its best efforts to identify suitable person(s) for the above-mentioned outstanding positions to ensure that the vacancies be filled in as soon as possible for the purpose of compliance with the Listing Rules mentioned above. Further announcement(s) will be made by the Company as and when appropriate.

By Order of the Board
China Beidahuang Industry Group Holdings Limited
Ke Xionghan
Executive Director

Hong Kong, 30 June 2025

As at the date of this announcement, the Executive Directors are 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 Director is Mr. Chen Zhifeng.