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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)

APPOINTMENT OF DIRECTORS, CHANGE IN COMPOSITION OF BOARD COMMITTEES, COMPLIANCE WITH RULES 3.10A, 3.10(1), 3.10(2) AND 3.21 OF THE LISTING RULES AND NON-COMPLIANCE WITH RULE 3.27A OF THE LISTING RULES

This announcement is made by China Beidahuang Industry Group Holdings Limited (the "**Company**" together with its subsidiaries, the "**Group**") pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

REAPPOINTMENT OF EXECUTIVE DIRECTOR

The board (the "**Board**") of directors ("**Director(s)**") of the Company hereby announce that Mr. Liu Xiaopeng ("**Mr. Liu**") was reappointed as an executive Director of the Company, the chairman of the nomination committee of the Company ("**Nomination Committee**"), a member of the remuneration committee of the Company ("**Remuneration Committee**") with effect from 30 June 2025.

The biographical details of Mr. Liu are given as follows:

Mr. Liu, aged 61, is currently a director of a subsidiary of the Company and a director of an international trading company in China. Mr. Liu 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. Mr. Liu has been appointed as an executive Director of the Company and the vice chairman of the Board since 1 July 2024 and retired at the conclusion of the annual general meeting of the Company held on 30 June 2025 (the "**AGM**").

Mr. Liu has entered into a letter of appointment with the Company for a term of two years commencing from 30 June 2025 which provides (among others) that 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 of the Company. Mr. Liu's annual remuneration as an executive Director will be 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. The Company will publish an announcement to inform the shareholders of the Company of Mr. Liu's remuneration package once it is fixed.

As at the date of this announcement, Mr. Liu holds a personal interest of 1,600,000 shares and 10,000,000 share options of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**"), in aggregate representing approximately 0.14% of the total issued shares of the Company as at the date of this announcement.

Save as disclosed above, as at the date of this announcement, Mr. Liu (i) did not hold any position with the Company or other members of the Group; (ii) did not hold any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement and did not have any other major appointments and professional qualifications; (iii) did not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) does not have, and/or is not deemed to have, any interests or short positions in any shares or underlying shares of the Company or its associated corporations of the Company (as defined in Part XV of the SFO); (v) had no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (vi) there are no other matters that need to be brought to the attention of shareholders of the Company or the Stock Exchange in relation to the reappointment of Mr. Liu.

The Board would like to express its warmest welcome to Mr. Liu to join the Board again.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board of the Company hereby announce that (i) Mr. Yang Yunguang ("**Mr. Yang**") has been reappointed as an independent non-executive Director of the Company and a member of the audit committee of the Company ("**Audit Committee**") with effect from 30 June 2025; (ii) Mr. Chong Cha Hwa ("**Mr. Chong**") has been reappointed as an independent non-executive Director of the Company, the chairman of the Audit Committee and the chairman of the Remuneration Committee with effect from 30 June 2025; and (iii) Mr. Wong Tak Fan Frankie ("**Mr. Wong**") has been appointed as an independent non-executive Director of the Company with effect from 30 June 2025.

The biographical details of Mr. Yang are given as follows:

Mr. Yang, aged 61, holds a Master's Degree in National Economics from Northwest University. Mr. Yang has served as senior management positions of insurance companies in the PRC since 1989. He has more than 35 years of experience in the financial industry and corporate management. Mr. Yang has been appointed as an independent non-executive Director of the Company and a member of the Audit Committee since 31 July 2018 and retired at the conclusion of the AGM.

Mr. Yang has entered into a letter of appointment with the Company for a term of two years commencing from 30 June 2025 which provides (among others) that his appointment can be terminated by one month's notice in writing served by either party on the other. Mr. Yang is subject to retirement by rotation and re-election pursuant to the articles of association of the Company. He is entitled to an annual emolument 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.

As at the date of this announcement, Mr. Yang holds a personal interest of 5,000,000 shares of the Company within the meaning of Part XV of the SFO, representing approximately 0.06% of the total issued shares of the Company as at the date of this announcement.

Save as disclosed above, as at the date of this announcement, Mr. Yang (i) did not hold any position with the Company or other members of the Group; (ii) did not hold any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement and did not have any other major appointments and professional qualifications; (iii) did not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) does not have, and/or is not deemed to have, any interests or short positions in any shares or underlying shares of the Company or its associated corporation (as defined in Part XV of the SFO); (v) had no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (vi) there are no other matters that need to be brought to the attention of shareholders of the Company or the Stock Exchange in relation to the reappointment of Mr. Yang.

The biographical details of Mr. Chong are given as follows:

Mr. Chong, aged 59, 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 25 years of experience in the accounting and finance area servicing private and publicly listed companies in Hong Kong and the Southern Asia region. He was an independent non-executive director of China Mining Resources Group Limited (presently known as Tongguan Gold Group Limited) from November 2011 to July 2017. He was also an executive director of China Shanshui Cement Group Limited from December 2015 to February 2016 and was then re-designated to a non-executive director of that company from February 2016 to May 2017. The shares of the aforesaid companies are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Sino Energy International Holdings Group Limited from March 2021 to October 2022, which of the shares were cancelled listing on the Main Board of the Stock Exchange in December 2022. Mr. Chong is an independent non-executive director of Solowin Holdings since September 2023, which of the shares are listed in the National Association of Securities Dealers Automated Quotations Stock Market. Mr. Chong has been appointed as an independent non-executive Director of the Company, the chairman of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee since 10 December 2018 and retired at the conclusion of the AGM.

Mr. Chong has entered into a letter of appointment with the Company for a term of two years commencing from 30 June 2025 which provides (among others) that his appointment can be terminated by one month's notice in writing served by either party on the other. Mr. Chong is subject to retirement by rotation and re-election pursuant to the articles of association of the Company. He is entitled to an annual emolument 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.

As at the date of this announcement, Mr. Chong holds 1,000,000 share options of the Company within the meaning of Part XV of the SFO, representing approximately 0.01% of the total issued shares of the Company as at the date of this announcement.

Save as disclosed above, as at the date of this announcement, Mr. Chong (i) did not hold any position with the Company or other members of the Group; (ii) did not hold any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement and did not have any other major appointments and professional qualifications; (iii) did not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) does not have, and/or is not deemed to have, any interests or short positions in any shares or underlying shares of the Company or its associated corporations (as defined in Part XV of the SFO); (v) had no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (vi) there are no other matters that need to be brought to the attention of shareholders of the Company or the Stock Exchange in relation to the reappointment of Mr. Chong.

The Board would like to express its warmest welcome to Mr. Yang and Mr. Chong to join the Board again.

The biographical details of Mr. Wong are given as follows:

Mr. Wong, aged 49, holds a Bachelor's Degree in Marketing from University of Portsmouth and Master of Business Administration from University of Management & Technology. Mr. Wong was the general manager of Sun Cupid Electronics Limited from July 2017 to December 2021. He has more than 20 years of experience in administration, product development and sales.

Mr. Wong has entered into a letter of appointment with the Company for a term of two years commencing from 30 June 2025 which provides (among others) that his appointment can be terminated by one month's notice in writing served by either party on the other. Mr. Wong is subject to retirement by rotation and re-election pursuant to the articles of association of the Company. Mr. Wong's annual remuneration as an independent non-executive Director will be 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. The Company will publish an announcement to inform the shareholders of the Company of Mr. Wong's remuneration package once it is fixed.

Save as disclosed above, as at the date of this announcement, Mr. Wong (i) did not hold any position with the Company or other members of the Group; (ii) did not hold any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement and did not have any other major appointments and professional qualifications; (iii) did not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) does not have, and/or is not deemed to have, any interests or short positions in any shares or underlying shares of the Company or its associated corporations (as defined in Part XV of the SFO); (v) had no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (vi) there are no other matters that need to be brought to the attention of shareholders of the Company or the Stock Exchange in relation to the appointment of Mr. Wong.

The Board would like to express its warmest welcome to Mr. Wong to join the Board.

Mr. Yang, Mr. Chong and Mr. Wong had confirmed to the Company: (i) their independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules; (ii) they had not had or are not having any financial or other interests in the business of the Group or any connection with any of the core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which may have affected his independence at the time of their appointment.

COMPLIANCE WITH RULES 3.10A, 3.10(1), 3.10(2) AND 3.21 OF THE LISTING RULES

Reference is made to the announcement of the Company dated 30 June 2025, in relation to, among other things, the poll results of the AGM and the retirement of Directors. As at the date of this announcement and following the appointment of Mr. Liu as an executive Director of the Company, the appointment of Mr. Yang, Mr. Chong and Mr. Wong as independent non-executive Directors of the Company with effect from 30 June 2025, (i) the number of independent non-executive Directors is four which has complied with the minimum requirement prescribed under Rule 3.10(1) of the Listing Rules; (ii) the number of members of the Audit Committee is three which has complied with the minimum requirement prescribed under Rule 3.21 of the Listing Rules; (iii) the chairman of the Audit Committee possesses appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 (2) of the Listing Rules; and (iv) the ratio of the number of independent non-executive Directors has complied with the minimum one-third of the Board as required under Rule 3.10A of the Listing Rules as the Board comprises a total of ten (10) Directors, of which three (3) are executive Directors, three (3) are non-executive Directors and four (4) are independent non-executive Directors.

APPOINTMENT OF MEMBER OF THE NOMINATION COMMITTEE

The board of the Company hereby announce that Ms. Ho Wing Yan ("**Ms. Ho**"), a non-executive Director of the Company, has been appointed as a member of the Nomination Committee with effect from 30 June 2025.

The Board would like to express its warmest welcome to Ms. Ho for joining the Nomination Committee.

NON-COMPLIANCE WITH RULE 3.27A OF THE LISTING RULES

As at the date of this announcement and following the appointment of Mr. Liu as the chairman of the Nomination Committee and Ms. Ho as a member of the Nomination Committee, the members of the Nomination Committee fall short the requirement of a majority of independent non-executive Directors and the requirement of the chairman of the Nomination Committee is the chairman of the board or an independent non-executive Director under Rule 3.27A of the Listing Rules.

In this connection, the Company will make its best efforts to review and change the composition of the Nomination Committee as soon as possible for the purpose of compliance with Rule 3.27A of the Listing Rules. 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. Liu Xiaopeng, 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, Mr. Chen Zhifeng and Mr. Wong Tak Fan Frankie.