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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, 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 (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or 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)

REQUISITIONS FOR CONVENING AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS IN RELATION TO PROPOSED REMOVAL AND APPOINTMENT OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “EGM”) of China Beidahuang Industry Group Holdings Limited (the “Company”) to be held at Hong Thai Expo & Business Centre, 5/F., United Centre, 95 Queensway, Hong Kong on Monday, 15 December 2025 at 3:00 p.m. or any adjournment thereof is set out on pages 23 to 27 of this circular. A form of proxy is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar 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 holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof, should you so wish.

28 November 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcements”	the announcements of the Company dated 6 October 2025 and 19 November 2025 in relation to the Requisitions;
“Articles”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time;
“Board”	the board of Directors;
“Company”	China Beidahuang Industry Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“Companies Act”	the Companies Act (Revised) of the Cayman Islands as amended from time to time;
“Court”	the High Court of Hong Kong;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at Hong Thai Expo & Business Centre, 5/F., United Centre, 95 Queensway, Hong Kong on Monday, 15 December 2025 at 3:00 p.m. or any adjournment thereof;
“EGM Notice”	the notice convening the EGM set out on pages 23 to 27 of this circular;
“First Requisition”	a notice from the First Requisitionists to the Company dated 16 September 2025 in respect of a requisition;
“First Requisitionists”	collectively, China Dynamic (Hong Kong) Limited and Wang Zili;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Latest Practicable Date”	25 November 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Resolutions”	the resolutions proposed at the EGM;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Requisitions”	collectively, the First Requisition and the Second Requisition;
“Requisitionists”	collectively, the First Requisitionists and Second Requisitionists;
“Second Requisition”	a notice from the Second Requisitionists to the Company dated 3 October 2025 in respect of a requisition. This notice was further supplemented by a notice from the Second Requisitionists to the Company dated 19 November 2025 in respect of the withdrawal of certain proposed resolutions in the aforesaid requisition notice;
“Second Requisitionists”	collectively, Jiang Jianjun, Jiang Jiancheng, Wai Chi International Ltd, BAPP (Northwest) Limited, King Wei Group (China) Investment Development Limited, Lin Xiaowu, Tang Mingwen, Zeng Guizhen, and Zhong Weiying;
“Share(s)”	ordinary shares of HK\$0.10 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	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. Ke Xionghan

Mr. Chen Chen

Non-executive Directors:

Mr. Yang Guang (*Vice-chairman*)

Ms. Ho Wing Yan

Mr. Li Dawei

Independent non-executive Directors:

Mr. Chen Zhifeng

Ms. Lai Pik Chi Peggy

Ms. Cheng Juan

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

28 November 2025

To the Shareholders

Dear Sir or Madam,

**REQUISITIONS FOR
CONVENING AN EXTRAORDINARY GENERAL MEETING
BY SHAREHOLDERS IN RELATION TO PROPOSED REMOVAL AND
APPOINTMENT OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcements. The EGM will be held to consider all the resolutions proposed pursuant to the Requisitions.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, amongst other things, the relevant information regarding the proposals to seek the approval of the Shareholders at the EGM for the Proposed Resolutions as set out in the Requisitions, and the notice of EGM.

2. THE FIRST REQUISITION

On 16 September 2025, the First Requisitionists submitted the First Requisition, requiring the Company to convene an extraordinary general meeting and issue to the Shareholders a notice for such extraordinary general meeting for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. THAT Mr. KE Xionghan (“**Mr. Ke**”) be and is hereby removed as an executive director of the Company and shall cease to hold any and all position(s) in the Company with immediate effect upon the passing of this resolution.
2. THAT Ms. HO Wing Yan (“**Ms. Ho**”) be and is hereby removed as a non-executive director of the Company and shall cease to hold any and all position(s) in the Company with immediate effect upon the passing of this resolution.
3. THAT Mr. CHEN Zhifeng (“**Mr. Chen ZF**”) be and is hereby removed as an independent non-executive director of the Company and shall cease to hold any and all position(s) in the Company with immediate effect upon the passing of this resolution.
4. THAT Mr. CHUNG Ho Wai Alan be and is hereby appointed as a non-executive director of the Company with immediate effect upon the passing of this resolution.
5. THAT Mr. TSO Ping Cheong Brian be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.
6. THAT Mr. CHAN Tin Ho be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.
7. THAT Dr. IP Wai Hung be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.
8. THAT the purported appointment of Mr. LIU Xiaopeng (“**Mr. Liu**”) as an executive director of the Company, the chairman of the nomination committee of the Company (“**Nomination Committee**”) and a member of the remuneration committee of the Company (“**Remuneration Committee**”) following the conclusion of the annual general meeting of the Company held on 30 June 2025 (the “**2025 AGM**”) be and is hereby confirmed to have never taken place.

LETTER FROM THE BOARD

9. THAT the purported appointment of Mr. CHONG Cha Hwa (“**Mr. Chong**”) as an independent non-executive director of the Company and the chairman of each of the audit committee of the Company (“**Audit Committee**”) and Remuneration Committee following the conclusion of the 2025 AGM be and is hereby confirmed to have never taken place.
10. THAT the purported appointment of Mr. YANG Yunguang (“**Mr. Yang YG**”) as an independent non-executive director of the Company and a member of the Audit Committee following the conclusion of the 2025 AGM be and is hereby confirmed to have never taken place.
11. THAT the purported appointment of Mr. WONG Tak Fan Frankie (“**Mr. Wong**”) as an independent non-executive director of the Company following the conclusion of the 2025 AGM be and is hereby confirmed to have never taken place.
12. THAT each of the directors of the Company appointed to the Board between the date of the First Requisition (i.e. 16 September 2025) and immediately before the EGM and where there is an adjournment, the adjourned EGM, other than those persons who are to be appointed directors of the Company at the EGM (including where there is an adjournment, the adjourned EGM), be and is hereby removed as a director of the Company with immediate effect upon the passing of this resolution.
13. THAT the Board be and is hereby authorised to fix the remuneration of the directors of the Company.
14. THAT any one or more of the director(s) or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the aforementioned resolutions and to attend to any necessary registration and/or filing for and on behalf of the Company, and THAT the registered officer provider of the Company be and is hereby authorised to update the register of directors and officers of the Company in respect of the aforementioned resolutions, and arrange for the requisite filing in the Cayman Islands.

The biographical details of the persons proposed to be appointed as directors of the Company under the Proposed Resolutions, which have been reproduced from the First Requisition, are set out in Appendix I to this circular. Such particulars have not been independently verified by the Company, nor by the Board.

LETTER FROM THE BOARD

3. THE SECOND REQUISITION

On 3 October 2025, the Second Requisitionists submitted the Second Requisition, requiring the Company to convene an extraordinary general meeting and issue to the Shareholders a notice for such extraordinary general meeting for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. THAT Mr. Ke be and is hereby elected or re-elected (as the case may be) as an executive director of the Company with immediate effect upon the passing of this resolution.
- 2a. THAT Ms. Ho be and is hereby elected or re-elected (as the case may be) as a non-executive director of the Company with immediate effect upon the passing of this resolution.
- 2b. THAT (a) the appointment by the Board of Ms. Ho as a member of the Nomination Committee be and is hereby approved, confirmed and ratified, or, alternatively, (b) Ms. Ho be and is hereby nominated for appointment by the Board as a member of the Nomination Committee, and that in either case the Board is requested to forthwith take all necessary and desirable steps to effect this resolution, including applying to the Court to have the Court's Order varied with the view to giving effect to Ms. Ho's appointment and/or this resolution.
3. THAT Mr. Chen ZF be and is hereby elected or re-elected (as the case may be) as an independent non-executive director, and a member of the Nomination Committee, the Audit Committee and the Remuneration Committee, in each case with immediate effect upon the passing of this resolution.
4. THAT Mr. Chen Chen be and is hereby removed as a director of the Company and all other directorships, committee memberships and/or positions (if any) of the Company and its subsidiaries with immediate effect upon the passing of this resolution.
5. THAT Mr. Li Jianli be and is hereby appointed as an executive director of the Company with immediate effect upon the passing of this resolution.
6. THAT Ms. Qin Haixia be and is hereby appointed as a non-executive director of the Company with immediate effect upon the passing of this resolution.
7. THAT Ms. Lai Pik Chi Peggy be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.
8. THAT Mr. Zheng Yuchun be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.

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9. THAT (a) the appointment by the Board of Mr. Liu as an executive director of the Company be and is hereby approved, confirmed and ratified, or, alternatively, (b) Mr. Liu be and is hereby elected or re-elected (as the case may be) as an executive director of the Company, and that in either case the Board is requested to forthwith take all necessary and desirable steps to effect this resolution, including applying to the Court to have the Court's Order varied with the view to giving effect to Mr. Liu's appointment and/or this resolution.
10. THAT (a) the appointment by the Board of Mr. Chong as an independent non-executive director of the Company be and is hereby approved, confirmed and ratified, or, alternatively, (b) Mr. Chong be and is hereby elected or re-elected (as the case may be) as an independent non-executive director of the Company, and that in either case the Board is requested to forthwith take all necessary and desirable steps to effect this resolution, including applying to the Court to have the Court's Order varied with the view to giving effect to Mr. Chong's appointment and/or this resolution.
11. THAT (a) the appointment by the Board of Mr. Yang YG as an independent non-executive director of the Company be and is hereby approved, confirmed and ratified, or, alternatively, (b) Mr. Yang YG be and is hereby elected or re-elected (as the case may be) as an independent non-executive director of the Company, and that in either case the Board is requested to forthwith take all necessary and desirable steps to effect this resolution, including applying to the Court to have the Court's Order varied with the view to giving effect to Mr. Yang YG's appointment and/or this resolution.
12. THAT (a) the appointment by the Board of Mr. Wong as an independent non-executive director of the Company be and is hereby approved, confirmed and ratified, or, alternatively, (b) Mr. Wong be and is hereby elected or re-elected (as the case may be) as an independent non-executive director of the Company, and that in either case the Board is requested to forthwith take all necessary and desirable steps to effect this resolution, including applying to the Court to have the Court's Order varied with the view to giving effect to Mr. Wong's appointment and/or this resolution.
13. THAT each and every director(s) of the Company (if any) appointed to the Board during the period commencing at the time of deposit of the requisition notice proposing (*inter alia*) this resolution (the "**Relevant Requisition Notice**") and ending on the conclusion of the extraordinary general meeting of the Company as requisitioned by the Relevant Requisition Notice (the "**Relevant EGM**") (or any adjournment thereof), both dates inclusive, other than those appointed, confirmed/ratified, elected or re-elected at the Relevant EGM pursuant to the Relevant Requisition Notice, be and are hereby removed as director(s) (if any) with immediate effect upon the passing of this resolution, with the removal of each such director(s) (if any) being put to vote individually as a sub-paragraph of this resolution.

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On 19 November 2025, the Second Requisitionists submitted a further notice to the Company to withdraw the proposed resolutions numbered 2b, 9, 10, 11 and 12 as set out in the Second Requisition.

The biographical details of Mr. Ke, Ms. Ho, Mr. Chen ZF, and Ms. Lai Pik Chi Peggy are set out in Part A of Appendix II. The biographical details of Mr. Li Jianli, Ms. Qin Haixia, and Mr. Zheng Yuchun, which have been reproduced from the Second Requisition, are set out in Part B of Appendix II to this circular. Such particulars have not been independently verified by the Company, nor by the Board.

4. RELEVANT PROVISIONS IN THE ARTICLES

Pursuant to Article 72 of the Articles, general meetings of the Company shall be convened at the requisition of any two or more members of the Company (including a recognised clearing house (or its nominee(s))) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, and the foregoing members shall be able to add resolutions to the meeting agenda provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company, on a one vote per share basis, in the share capital of the Company. If the Board does not within 21 days from the date of deposit of any requisition proceed duly to convene the meeting, the requisitionist(s) in respect of any requisition or any of them representing more than one-half of the total voting rights of all of such requisitionist(s), may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Pursuant to Article 119 of the Articles, the Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of the Articles and the Companies Act (Revised) of the Cayman Islands, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Pursuant to Article 122(a) of the Articles, the members of the Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in the Articles or

LETTER FROM THE BOARD

in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.

5. INFORMATION ON THE REQUISITIONISTS

In the First Requisition, the First Requisitionists have stated that they hold no less than one-tenth of the paid-up capital of the Company in aggregate, which is consistent with the records of the Company's register of members.

In the Second Requisition, the Second Requisitionists have stated that they hold no less than one-tenth of the paid-up capital of the Company in aggregate, which is consistent with the records of the Company's register of members.

6. REASON(S) FOR THE PROPOSED RESOLUTIONS

The Requisitions do not set out any reasons and/or grounds in respect of the Proposed Resolutions. Accordingly, the Board is not able to provide Shareholders with the above information for consideration.

7. EGM AND PROXY ARRANGEMENT

A notice convening the EGM to be held at Hong Thai Expo & Business Centre, 5/F., United Centre, 95 Queensway, Hong Kong on Monday, 15 December 2025 at 3:00 p.m. is set out on pages 23 to 27 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Article 80 of the Articles 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 EGM shall demand voting of the resolutions put forward at the EGM by way of poll.

Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar 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 but in any event not less than 48 hours before the time appointed for the holding of the EGM 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 EGM 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.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Wednesday, 10 December 2025 to Monday, 15 December 2025 (both dates inclusive) during which period no transfer of Shares will be registered. In order to attend and vote at the EGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar 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 no later than 4:00 p.m. on Tuesday, 9 December 2025. Members whose names appear on the register of members of the Company on Monday, 15 December 2025 are entitled to attend and vote at the EGM or any adjourned meeting thereof.

8. RECOMMENDATION

The Board invites the Shareholders to take the above matters into consideration when voting in the best interests of the Company and the Shareholders on the Proposed Resolutions at the EGM. Your attention is also drawn to the additional information set out in the Appendices to this circular.

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

APPENDIX I BIOGRAPHICAL DETAILS OF PERSONS PROPOSED TO BE APPOINTED AS DIRECTORS OF THE COMPANY IN THE FIRST REQUISITION

The information in this Appendix I to the circular on certain persons proposed to be appointed as directors of the Company under the Proposed Resolutions was reproduced from the First Requisition. The Board was not provided with any documents in support with the particulars of these individuals and is not in a position to independently verify them, and accordingly, the Board is not in a position to comment on whether there is any matter regarding such persons appointment as a director of the Company that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules, and takes no responsibility for the accuracy of the information below. For the avoidance of doubt, the term “hereof” used in this Appendix I should be read as “of the First Requisition”.

Mr. CHUNG Ho Wai Alan (鍾浩為)

Mr. CHUNG Ho Wai Alan (鍾浩為), aged 47, has over 15 years of experience in the area of financial and securities advisory. From April 2012 to February 2015, he was the vice president of HPI Financial Group Limited. From July 2009 to April 2012, he was a wealth management manager at Hongkong and Shanghai Banking Corporation Limited. Mr. Chung was a financial consultant at AXA Wealth Management (Hong Kong) Limited from April 2006 to February 2009.

Mr. Chung has been appointed as a non-executive director of Japan Kyosei Group Company Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 627) since 26 July 2023. He has also acted as an independent director of Happy City Holdings Limited, a company listed on the Nasdaq Capital Market under the symbol “HCHL” since 24 June 2025.

Mr. Chung obtained a Bachelor of Arts in economics and statistics from the University of Western Ontario, Canada in April 2000.

Mr. Chung has been an executive director of CIS Securities Asset Management Limited since January 2021 and its responsible officer for Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 9 (asset management) regulated activities since December 2018. CIS Securities Asset Management Limited is the Investment Manager of CIS FUND OFC since August 2021. Mr. Chung serves as a director of CIS FUND OFC’s several subsidiaries, notably China Dynamic (Hong Kong) Limited (“**China Dynamic**”), of which he has been a director since March 2023. As at the date hereof, CIS FUND OFC – China Qujiang Fund wholly owns China Dynamic, which in turn beneficially owns 850,000,000 shares, representing approximately 10.58% of the total issued shares, of the Company.

To the best knowledge, information and belief of Mr. Chung, (i) Mr. Chen Jiayi is a holder of Class D Shares in CIS Fund OFC as at the date hereof, (ii) Mr. Chen Jiayi is the father of Mr. Chen Chen, who is currently an executive Director, and (iii) Mr. Chen Jiayi beneficially owns 33,440,000 shares, representing approximately 0.42% of the total issued shares, of the Company as at the date hereof.

APPENDIX I BIOGRAPHICAL DETAILS OF PERSONS PROPOSED TO BE APPOINTED AS DIRECTORS OF THE COMPANY IN THE FIRST REQUISITION

As at the date hereof, save as disclosed herein, Mr. Chung (i) does not hold any position with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed Directors, senior management, substantial shareholders, or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”); and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

He has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Chung’s appointment as director of the Company that needs to be brought to the attention of the shareholders of the Company.

Mr. TSO Ping Cheong Brian (曹炳昌)

Mr. TSO Ping Cheong Brian (曹炳昌), aged 45, has over 20 years of experience in finance and accounting. Mr. Tso founded Teton CPA Company, an accounting firm, in January 2013 and has served as a sole proprietor since then.

He is currently a practising member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, a fellow member of each of the Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries) and the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators).

Mr. Tso has been an independent non-executive director of each of (i) Huasheng International Holding Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1323), since February 2015; (ii) Maxicity Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2295), since November 2019; and (iii) Shenglong Splendecor International Limited, a company listed on GEM of the Stock Exchange (stock code: 8481), since June 2018.

He also served as an independent non-executive director of each of (i) EFT Solutions Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8062), from September 2019 to January 2024; and (ii) Guoen Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8121), from May 2014 to May 2023.

Mr. Tso received a degree of bachelor of arts in accountancy and a degree of master of corporate governance from the Hong Kong Polytechnic University in 2003 and 2013, respectively.

APPENDIX I BIOGRAPHICAL DETAILS OF PERSONS PROPOSED TO BE APPOINTED AS DIRECTORS OF THE COMPANY IN THE FIRST REQUISITION

As at the date hereof, save as disclosed herein, Mr. Tso (i) does not hold any position with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed Directors, senior management, substantial shareholders, or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Tso has confirmed that (i) he meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the date hereof.

He has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Tso's appointment as director of the Company that needs to be brought to the attention of the shareholders of the Company.

Mr. CHAN Tin Ho (陳天豪)

Mr. CHAN Tin Ho (陳天豪), aged 56, has over 30 years of experience in auditing, financial advisory, accounting and finance. From January 1995 to February 2020, Mr. Chan worked at Deloitte, with his last position as an Associate Director, specialising in areas such as project management, pre-IPO restructuring, property receivership and insolvency and liquidation. Since March 2020, he served as the Chief Financial Officer at Vision Asset Management (HK) Limited and W2 Capital Group Limited. Mr. Chan is also a member of CPA Australia.

Mr. Chan obtained a degree of bachelor of arts in accounting and finance from the Manchester Metropolitan University in August 1994.

As at the date hereof, save as disclosed herein, Mr. Chan (i) does not hold any position with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed Directors, senior management, substantial shareholders, or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

APPENDIX I BIOGRAPHICAL DETAILS OF PERSONS PROPOSED TO BE APPOINTED AS DIRECTORS OF THE COMPANY IN THE FIRST REQUISITION

Mr. Chan has confirmed that (i) he meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the date hereof.

He has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Mr. Chan's appointment as director of the Company that needs to be brought to the attention of the shareholders of the Company.

Dr. IP Wai Hung (葉偉雄)

Dr. IP Wai Hung (葉偉雄), aged 68, has over 30 years of experience in the education and consultancy industries. He is an Adjunct Professor of the Faculty of Graduate and Postdoctoral Studies, Department of Mechanical Engineering at the University of Saskatchewan (Canada), as well as an Industrial Fellow of WMG, the University of Warwick (United Kingdom). He is also a Senior Research Fellow in the Department of Industrial and Systems Engineering of the Hong Kong Polytechnic University and was an Associate Professor of the same department from April 1986 to August 2017. He is also a member of the Hong Kong Institution of Engineers and a senior member of the Institution of Electrical and Electronics Engineers.

He received his doctor of philosophy degree from Loughborough University of Technology (United Kingdom), a master of business administration degree from Brunel University (United Kingdom), a master of science in industrial engineering specialising in management science from Cranfield Institute of Technology (United Kingdom), and bachelor of laws (hons) degree from the University of Wolverhampton (United Kingdom).

Dr. Ip has also served as an independent non-executive director of each of (i) Sheng Tang Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8305), since June 2018; (ii) Qing Hua Holding Group Company Limited, a company listed on GEM of the Stock Exchange (stock code: 8082), since September 2021; and (iii) Ying Kee Tea House Group Limited, a company listed on GEM of the Stock Exchange (stock code: 8241), since February 2025.

As at the date hereof, save as disclosed herein, Dr. Ip (i) does not hold any position with the Company or other members of the Group; (ii) has not entered into any service contract with the Company or other members of the Group; (iii) was not connected and has no relationship with any existing or proposed Directors, senior management, substantial shareholders, or controlling shareholders of the Company; (iv) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (v) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**APPENDIX I BIOGRAPHICAL DETAILS OF PERSONS PROPOSED TO BE APPOINTED
AS DIRECTORS OF THE COMPANY IN THE FIRST REQUISITION**

Dr. Ip has confirmed that (i) he meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the date hereof.

He has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to Dr. Ip's appointment as director of the Company that needs to be brought to the attention of the shareholders of the Company.

The information in Part B of this Appendix II to the circular on certain persons proposed to be appointed as directors of the Company under the Proposed Resolutions was reproduced from the Second Requisition. The Board was not provided with any documents in support with the particulars of these individuals and is not in a position to independently verify them, and accordingly, the Board is not in a position to comment on whether there is any matter regarding such persons appointment as a director of the Company that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2) of the Listing Rules, and takes no responsibility for the accuracy of the information below. For the avoidance of doubt, the term “hereof” used in this Appendix II should be read as “of the Second Requisition” and the term “Requisitioning Shareholders” used in this Appendix II should be read as “Second Requisitionists”.

PART A**Mr. Ke Xionghan**

Mr. Ke, aged 60, was appointed as an executive Director in June 2016. He is also a director of certain subsidiaries of the Company. Mr. Ke graduated from the Department of Law of Huazhong University of Science and Technology. He is the president of Shenzhen Tiantianwang Taige Technology Co. Ltd.* (深圳天天旺泰格科技有限公司), a company mainly engaged in the import and export business of electronic products and mineral products. Mr. Ke was the general manager of Indonesia Huaming Yang International Trading Company* (印尼華明陽國際貿易公司) and worked in the Bank of China, Zhanjiang Branch for over 20 years, during which period, he served as the section chief of Retail Business Department, Company Business Department and Credit Management Department as well as the president of the sub-branch.

As at the Latest Practicable Date, Mr. Ke held 8,000,000 Options granted by the Company under the Share Option Scheme. He further holds personal interests of 12,120,000 Shares. There is no service contract between the Company and Mr. Ke. He is subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Ke is entitled to an annual remuneration of HK\$360,000 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.

Save as disclosed above, Mr. Ke has confirmed that at of the Latest Practicable Date, he (i) was not connected and has no relationship with any existing or proposed Directors, senior management, substantial shareholders, or controlling shareholders of the Company; (ii) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iii) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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. Ke's re-election.

Ms. Ho Wing Yan

Ms. Ho, aged 43, was appointed as a non-executive Director in April 2015. She holds a Bachelor Degree of Business Administration in Applied Economics from Hong Kong Baptist University and a Master Degree of Corporate Governance from The Open University of Hong Kong (currently known as Hong Kong Metropolitan University). Ms. Ho is an Associate Member of both The Hong Kong Chartered Governance Institute (“HKCGI”) and The Chartered Governance Institute. She is also a holder of the Practitioner's Endorsement issued by HKCGI. Ms. Ho is a director of BMI Listed Corporate Services Limited and is responsible for managing the business operations of the company secretarial and administrative services for the reputable listed groups in various industries. She has extensive experience in a diversified range of professional corporate services for Hong Kong and offshore companies from various business sectors. Ms. Ho particularly specializes in corporate governance advisory, corporate restructuring, corporate financing and directors' professional development with emphasis on listed companies and she continues to advise on these matters on a consultancy basis. Ms. Ho actively participates in the formulation and execution of strategy at the companies. She has been providing practical professional services to companies listed on the Main Board and GEM of the Stock Exchange for over 15 years. Ms. Ho currently serves as a non-executive director of Silkwave Inc, the shares of which are listed on the Main Board of the Stock Exchange, and as an independent non-executive director of Solowin Holdings, the shares of which are listed on the Nasdaq in the United States.

Ms. Ho entered into a letter of appointment with the Company for a term of three years commencing from 11 April 2024 and is subject to retirement by rotation and re-election pursuant to the Articles of Association. She is entitled to an annual remuneration of HK\$100,000 as a non executive Director which is determined by the Board by reference to her duties and responsibilities with the Company, the Company's remuneration policy and the Remuneration Committee's recommendation.

Save as disclosed above, Ms. Ho has confirmed that at of the Latest Practicable Date, she (i) was not connected and has no relationship with any existing or proposed Directors, senior management, substantial shareholders, or controlling shareholders of the Company; (ii) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iii) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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 Ms. Ho's re-election.

Mr. Chen Zhifeng

Mr. Chen, aged 43, graduated from Zhanjiang Ocean University (currently known as Guangdong Ocean University) majoring in Business English. He is currently a manager of Shenzhen Qianhai Badi Industrial Company Limited* (深圳市前海八地實業有限公司). Mr. Chen has over 7 years of experience in property leasing and management in the PRC.

As at the Latest Practicable Date, Mr. Chen held 1,000,000 Options granted by the Company under the Share Option Scheme. He further holds personal interests in 900,000 Shares. Mr. Chen has entered into a letter of appointment with the Company for a term of three years commencing from 17 May 2021 and 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.

Save as disclosed above, Mr. Chen has confirmed that at of the Latest Practicable Date, he (i) was not connected and has no relationship with any existing or proposed Directors, senior management, substantial shareholders, or controlling shareholders of the Company; (ii) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iii) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Chen has also confirmed that (i) he meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) save as disclosed above, he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the Latest Practicable Date.

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 of the Company in relation to Mr. Chen's re-election.

Ms. Lai Pik Chi Peggy (黎碧芝)

The biographical details of Ms. Lai Pik Chi Peggy (黎碧芝) (“**Ms. Lai**”) are as follows:

Ms. Lai, aged 61, was appointed as an independent non-executive Director and a member of the Audit Committee on 15 October 2025. She has over 30 years of experience in auditing, accounting and financial management. She obtained a master degree in business administration from the University of Manchester in the United Kingdom in June 2010. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

Ms. Lai is currently an independent non-executive director of the following Hong Kong listed companies, namely: China Environmental Resources Group Limited (stock code: 1130), KPa-BM Holdings Limited (stock code: 2663), and Wuxi Life International Holdings Group Limited (stock code: 8148). She is currently the company secretary of Ruixin International Holdings Limited (stock code: 724).

In the past three years, Ms. Lai was an independent non-executive director of the following Hong Kong listed companies, namely, Elegance Optical International Holdings Limited (stock code: 907) from May 2024 to May 2025, FEG Holdings Corporation Limited (formerly known as Kwong Luen Engineering Holdings Limited) (stock code: 1413) from July 2024 to August 2025, Wan Leader International Limited (stock code: 8482) from August 2024 to September 2024, and China Come Ride New Energy Group Limited (stock code: 8039) from August 2019 to September 2024. She was an executive director and the company secretary of Zhejiang United Investment Holdings Group Limited (stock code: 8366) from July 2021 to March 2024, at which Ms. Lai also served as an independent non-executive director from November 2019 to July 2021.

Save as disclosed above, as at the Latest Practicable Date, Ms. Lai (i) did not hold any position, nor had she entered into any service contract, 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 Latest Practicable Date 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) had no other matters that need to be brought to the attention of shareholders of the Company or the Stock Exchange in relation to the proposed appointment.

Ms. Lai has confirmed (i) her independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules; (ii) that she has no past or present 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) that there are no other factors which may have affected her independence at the time of her appointment as at the Latest Practicable Date.

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 of the Company in relation to Ms. Lai's re-election.

PART B

Mr. Li Jianli (李建利)

The biographical details of Mr. Li Jianli (李建利) (“**Mr. Li JL**”) are as follows:

Mr. Li JL, aged 57, completed undergraduate courses in industrial and civil architecture from Hunan University, China. He has experience in corporate management and occupied senior management positions in enterprises in China engaged in construction and investment holding.

As at the date of this hereof, Mr. Li JL holds a personal interest of 105,933,094 shares in the Company (“**Shares**”) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”), representing approximately 1.32% of the total issued shares of the Company.

Save as disclosed above, as at the date of hereof, Mr. Li JL (i) did not hold any position, nor had he entered into any service contract, 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) had no other matters that need to be brought to the attention of shareholders of the Company or the Stock Exchange in relation to the proposed appointment.

Mr. Li JL has confirmed to the Requisitioning Shareholders that he consents to act as a Director, subject to the passing of the resolution approving his appointment at the EGM.

Ms. Qin Haixia (覃海霞)

The biographical details of Ms. Qin Haixia (覃海霞) (“**Ms. Qin**”) are as follows:

Ms. Qin, aged 30, obtained a bachelor degree from Guangdong Ocean University Cunjin College, China majoring in accounting. She has experience in sales and marketing, occupying management positions in financial companies in China.

Save as disclosed above, as at the date of hereof, Ms. Qin (i) did not hold any position, nor had she entered into any service contract, 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) had no other matters that need to be brought to the attention of shareholders of the Company or the Stock Exchange in relation to the proposed appointment.

Ms. Qin has confirmed to the Requisitioning Shareholders that she consents to act as a Director, subject to the passing of the resolution approving her appointment at the EGM.

Mr. Zheng Yuchun (鄭育淳)

The biographical details of Mr. Zheng Yuchun (鄭育淳) (“**Mr. Zheng**”) are as follows:

Mr. Zheng, aged 59, obtained a bachelor’s degree in science from Beijing University, China majoring in Physics, a master degree of business administration from Harbin Institute of Technology, China, a degree of doctor of philosophy from The University of Hong Kong, and the designation of Chartered Financial Analyst from CFA Institute. Mr. Zheng has experience in corporate management, analysis and investment, occupying key management positions in securities firm and listed companies. He was an executive director of Tai United Holdings Limited (stock code: 718) from May 2021 to October 2024.

Save as disclosed above, as at the date of hereof, Mr. Zheng (i) did not hold any position, nor had he entered into any service contract, 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) had no other matters that need to be brought to the attention of shareholders of the Company or the Stock Exchange in relation to the proposed appointment.

Mr. Zheng has confirmed to the Requisitioning Shareholders: (i) about his independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules; (ii) that he 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) that there are no other factors which may have affected his independence at the time of his appointment.

Mr. Zheng has confirmed to the Requisitioning Shareholders that he consents to act as a Director, subject to the passing of the resolution approving his appointment at the EGM.

* *For identification purpose only*

NOTICE OF EXTRAORDINARY 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 the extraordinary general meeting (the “EGM”) of China Beidahuang Industry Group Holdings Limited (the “**Company**”) will be held at Hong Thai Expo & Business Centre, 5/F., United Centre, 95 Queensway, Hong Kong on Monday, 15 December 2025 at 3:00 p.m., for considering and, if thought fit, passing, with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** Mr. KE Xionghan be and is hereby removed as an executive director of the Company and shall cease to hold any and all position(s) in the Company with immediate effect upon the passing of this resolution.”
2. “**THAT** Ms. HO Wing Yan be and is hereby removed as a non-executive director of the Company and shall cease to hold any and all position(s) in the Company with immediate effect upon the passing of this resolution.”
3. “**THAT** Mr. CHEN Zhifeng be and is hereby removed as an independent non-executive director of the Company and shall cease to hold any and all position(s) in the Company with immediate effect upon the passing of this resolution.”
4. “**THAT** Mr. CHUNG Ho Wai Alan be and is hereby appointed as a non-executive director of the Company with immediate effect upon the passing of this resolution.”
5. “**THAT** Mr. TSO Ping Cheong Brian be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.”
6. “**THAT** Mr. CHAN Tin Ho be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.”
7. “**THAT** Dr. IP Wai Hung be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

8. “**THAT** the purported appointment of Mr. LIU Xiaopeng as an executive director of the Company, the chairman of the nomination committee of the Company and a member of the remuneration committee of the Company following the conclusion of the annual general meeting of the Company held on 30 June 2025 be and is hereby confirmed to have never taken place.”
9. “**THAT** the purported appointment of Mr. CHONG Cha Hwa as an independent non-executive director of the Company and the chairman of each of the audit committee and remuneration committee of the Company following the conclusion of the annual general meeting of the Company held on 30 June 2025 be and is hereby confirmed to have never taken place.”
10. “**THAT** the purported appointment of Mr. YANG Yunguang as an independent non-executive director of the Company and a member of the audit committee of the Company following the conclusion of the annual general meeting of the Company held on 30 June 2025 be and is hereby confirmed to have never taken place.”
11. “**THAT** the purported appointment of Mr. WONG Tak Fan Frankie as an independent non-executive director of the Company following the conclusion of the annual general meeting of the Company held on 30 June 2025 be and is hereby confirmed to have never taken place.”
12. “**THAT** each of the directors of the Company appointed to the Board between the date of the EGM Requisition (i.e. 16 September 2025) and immediately before the EGM and where there is an adjournment, the adjourned EGM, other than those persons who are to be appointed directors of the Company at the EGM (including where there is an adjournment, the adjourned EGM), be and is hereby removed as a director of the Company with immediate effect upon the passing of this resolution.”
13. “**THAT** the Board be and is hereby authorised to fix the remuneration of the directors of the Company.”
14. “**THAT** any one or more of the director(s) or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the aforementioned resolutions and to attend to any necessary registration and/or filing for and on behalf of the Company, and **THAT** the registered officer/provider of the Company be and is hereby authorised to update the register of directors and officers of the Company in respect of the aforementioned resolutions, and arrange for the requisite filing in the Cayman Islands.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

15. “**THAT** Mr. Ke Xionghan (“**Mr. Ke**”) be and is hereby elected or re-elected (as the case may be) as an executive director of the Company with immediate effect upon the passing of this resolution.”
16. “**THAT** Ms. Ho Wing Yan (“**Ms. Ho**”) be and is hereby elected or re-elected (as the case may be) as a non-executive director of the Company with immediate effect upon the passing of this resolution.”
17. “**THAT** Mr. Chen Zhifeng (“**Mr. Chen ZF**”) be and is hereby elected or re-elected (as the case may be) as an independent non-executive director, and a member of the Nomination Committee, the audit committee of the Company (the “**Audit Committee**”), and the remuneration committee of the Company (the “**Remuneration Committee**”), in each case with immediate effect upon the passing of this resolution.”
18. “**THAT** Mr. Chen Chen be and is hereby removed as a director of the Company and all other directorships, committee memberships and/or positions (if any) of the Company and its subsidiaries (collectively, the “**Group**”) with immediate effect upon the passing of this resolution.”
19. “**THAT** Mr. Li Jianli (李建利)(“**Mr. Li JL**”) be and is hereby appointed as an executive director of the Company with immediate effect upon the passing of this resolution.”
20. “**THAT** Ms. Qin Haixia (覃海霞)(“**Ms. Qin**”) be and is hereby appointed as a non-executive director of the Company with immediate effect upon the passing of this resolution.”
21. “**THAT** Ms. Lai Pik Chi Peggy (黎碧芝)(“**Ms. Lai**”) be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.”
22. “**THAT** Mr. Zheng Yuchun (鄭育淳)(“**Mr. Zheng**”) be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

23. “**THAT** each and every director(s) of the Company (“**Director(s)**”) (if any) appointed to the Board during the period commencing at the time of deposit of the requisition notice proposing (*inter alia*) this resolution (the “**Relevant Requisition Notice**”) and ending on the conclusion of the extraordinary general meeting of the Company as requisitioned by the Relevant Requisition Notice (the “**Relevant EGM**”) (or any adjournment thereof), both dates inclusive, other than those appointed, confirmed/ratified, elected or re-elected at the Relevant EGM pursuant to the Relevant Requisition Notice, be and are hereby removed as Director(s) (if any) with immediate effect upon the passing of this resolution, with the removal of each such Director(s) (if any) being put to vote individually as a sub-paragraph of this resolution.”

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

Hong Kong, 28 November 2025

Executive Directors

Mr. Ke Xionghan
Mr. Chen Chen

Independent non-executive Directors

Mr. Chen Zhifeng
Ms. Lai Pik Chi Peggy
Ms. Cheng Juan

Non-executive Directors

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

Notes:

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar 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 EGM or adjourned meeting at which the person named in the instrument proposes to vote.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the EGM or any adjournment thereof in cases where the EGM was originally held within 12 months from such date.
5. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holder may vote either in person or by proxy in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the EGM, 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 holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. The register of members of the Company will be closed from Wednesday, 10 December 2025 to Monday, 15 December 2025 (both dates inclusive) during which period no transfer of shares will be registered. In order to attend and vote at the EGM, all transfer of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar 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 no later than 4:00 p.m. on 9 December 2025. Members whose names appear on the register of members of the Company on Monday, 15 December 2025 are entitled to attend and vote at the EGM or any adjourned meeting thereof.
8. Please refer to the Appendices to the circular of the Company dated 28 November 2025 for the details of the persons proposed to be appointed as directors of the Company at the EGM.
9. A form of proxy for use at the EGM is enclosed.
10. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in effect any time after 12:00 noon on the date of the extraordinary general meeting, the meeting will be postponed. The Company will post an announcement to notify Shareholders of the date, time and place of the rescheduled meeting.