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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)**

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (the “**EGM**”) of China Beidahuang Industry Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 8 October 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) the framework agreement (“**New Framework Agreement**”) dated 10 June 2019 between and the Company and 通遼北大荒糧貿有限公司 (Tongliao Beidahuang Cereals Trading Co., Ltd\*) (“**Supplier**”) in relation to the supply of green and organic food products including but not limited to corn, cooking oil, and cereals and oils (“**Products**”) for a term of three years from 1 January 2019 through 31 December 2021 and all the transactions contemplated in the New Framework Agreement be and are hereby approved, confirmed and ratified (details of the New Framework Agreement are set out in the Company’s circular dated 19 September 2019 (the “**Circular**”), copies of the New Framework Agreement and the Circular have been tabled at the meeting and marked “A” and “B” initialed by the chairman of the meeting for identification purpose);
- (b) the proposed Annual Caps (as defined and more particularly described in the Circular) be and are hereby approved and confirmed;

- (c) the supply of Products by the Supplier Group to our Group during the year ended 31 December 2018 be and is hereby approved, confirmed and ratified; and
- (d) the directors of the Company, acting together, individually or by committee, be and are hereby authorised to take such actions, do such things and execute such further documents or deeds which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated under the New Framework Agreement.”

By Order of the Board  
**China Beidahuang Industry Group Holdings Limited**  
**Li Jiehong**  
*Chairman*

Hong Kong, 19 September 2019

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy should be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, at the office of the Company’s Hong Kong branch share registrar, 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 for holding the EGM or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.
3. In order to qualify for attending and voting at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, 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 Monday, 30 September 2019.

*As at the date of this notice, the Executive Directors are Mr. Li Jiehong (Chairman), Mr. Ke Xionghan and Mr. Huang Wuguang; the Non-executive Director is Ms. Ho Wing Yan; and the Independent Non-executive Directors are Mr. Chong Cha Hwa, Mr. Ho Man Fai and Mr. Yang Yunguang.*

\* *for identification purpose only*