

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 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 Monday, 17 January 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following special resolutions and ordinary resolution of the Company:

SPECIAL RESOLUTIONS

1. “**THAT**

- (a) subject to the obtaining of all necessary governmental and regulatory consents, the change of the domicile of the Company (“**Change of Domicile**”) from the Cayman Islands to Bermuda by way of deregistration as a company under the laws of the Cayman Islands and continuation of the Company as an exempted company under the laws of Bermuda be and is hereby approved;

- (b) conditional upon the continuance of the Company in Bermuda as an exempted company under the laws of Bermuda, the memorandum of continuance, a copy of which has been produced to the EGM marked “**A**” for the purpose of identification, be and is hereby adopted in substitution for the existing memorandum of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
- (c) conditional upon the continuance of the Company in Bermuda as an exempted company under the laws of Bermuda, the bye-laws of the Company, a copy of which has been produced to the EGM marked “**B**” for the purpose of identification, be and is hereby adopted in substitution for the existing articles of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
- (d) conditional upon the continuance of the Company in Bermuda as an exempted company under the laws of Bermuda, the maximum number of the directors of the Company (the “**Directors**”) shall, for the time being, be fixed at twenty (20) and the Directors be and are hereby authorised to fill any vacancies on the board of Directors and to appoint additional Directors up to the maximum number determined herein or such other maximum number as may be determined from time to time by members of the Company in general meeting and to appoint alternate Directors at their discretion; and
- (e) the Board be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as it may consider necessary or expedient to give effect to or in connection with the implementation of the Change of Domicile.”

2. “**THAT** subject to the passing of special resolution 1 above:

- (a) the entire amount standing to the credit of the share premium account of the Company as at the date of passing this resolution be and is hereby cancelled and transferred to an account designated as the contributed surplus account of the Company (the “**Share Premium Reduction**”);

- (b) the account designated as the contributed surplus account of the Company be designated as the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (as revised) (the “**Contributed Surplus Account**”) upon the Change of Domicile (as defined in special resolution 1 above) becoming effective and the amount standing to the credit of such designated account shall continue to stand to the credit of the Contributed Surplus Account upon the Change of Domicile becoming effective; and
 - (c) the Board be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as it may consider necessary or expedient to give effect to or in connection with the implementation of the Share Premium Reduction.”
3. “**THAT** subject to, among others, the passing of special resolution 1 above and conditional upon the Change of Domicile (as defined in special resolution 1 above) becoming effective and the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below):
- (a) every five (5) issued and unissued shares of HK\$0.10 each in the existing share capital of the Company be and are consolidated (the “**Share Consolidation**”) into one (1) share of HK\$0.50 each (the “**Consolidated Shares**”);
 - (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation;
 - (c) immediately upon the Share Consolidation becoming effective, the issued share capital of the Company be and is hereby reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.49 on each of the then issued Consolidated Share (the “**Capital Reduction**”) such that the nominal value of each then issued Consolidated Share will be reduced from HK\$0.50 to HK\$0.01 (the “**New Shares**”);

- (d) immediately following the Capital Reduction, each of the then authorised but unissued Consolidated Shares of HK\$0.50 each be and is hereby sub-divided into fifty (50) New Shares of HK\$0.01 each (the “**Share Sub-division**”, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”);
- (e) the credits arising from the cancellation of any fraction in the issued share capital of the Company which may arise from the Share Consolidation and the credit arising from the Capital Reduction be transferred to the Contributed Surplus Account (as defined in special resolution 2 above) and the Board be and is hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company which may arise from time to time and/or paying dividends and/or making any other distribution out of the Contributed Surplus Account from time to time without any further authorisation from the shareholders of the Company and all such actions in relation thereto be and are approved, ratified and confirmed; and
- (f) the Board be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as it may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation involving the Share Consolidation, the Capital Reduction and the Share Sub-division and (where applicable) to aggregate all fractional New Shares and sell them for the benefit of the Company.”

ORDINARY RESOLUTION

4. “**THAT** Mr. Chen Chen be re-elected as an executive director of the Company.”

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

Hong Kong, 23 December 2021

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy needs not be a member of the Company. If more than one proxy is so appointed, the appointments shall specify the number of Shares in respect of which each such proxy is so appointed.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should he/she/it so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any Shares, any one of such persons may vote at the meeting personally or by proxy in respect of such Shares as if he/she were solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. The register of members of the Company will be closed from Wednesday, 12 January 2022 to Monday, 17 January 2022 (both days inclusive) during which period no transfer of Shares will be registered and effected. In order to qualify for attending and voting at the meeting, all transfers of Shares accompanied by the relevant share certificates and the appropriate share transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 11 January 2022.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong at any time after 8:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will publish an announcement on the website of the Company at www.irasia.com/listco/hk/chinabeidahuang and on the HKEXnews website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk to notify shareholders of the Company of the date, time and venue of the adjourned meeting.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

8. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the EGM.
9. In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, certain measures will be implemented at the EGM to address the risk to attendees of infection. For details, all attendees of the EGM should read the section headed “Precautionary Measures for the EGM” on pages 8 to 9 of the circular of the Company for the EGM dated 23 December 2021.

As at the date of this notice, the Executive Directors of the Company are Mr. Li Jiehong (Chairman), Mr. Ke Xionghan, Mr. Zeng Jixiang, Mr. Yu Zicong and Mr. Chen Chen; the Non-executive Director of the Company is Ms. Ho Wing Yan; and the Independent Non-executive Directors of the Company are Mr. Chong Cha Hwa, Mr. Yang Yunguang and Mr. Chen Zhifeng.