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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, 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, you should at once pass this circular, together with the enclosed form of proxy, to the purchaser or the 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)**

### **PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AMENDMENTS TO TERMS OF OPTIONS GRANTED REFRESHMENT OF SCHEME MANDATE LIMIT OF SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Beidahuang Industry Group Holdings Limited to be held at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 27 June 2022 at 10:30 a.m. is set out on pages 23 to 29 of this circular. Whether or not you intend to attend the annual general meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting 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 annual general meeting 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. The Company strongly recommends you monitor the development of the situation with the COVID-19 and to assess, based on the social distancing policies, the necessity for attending the annual general meeting in person.

26 May 2022

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 27 June 2022 at 10:30 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Companies Act”	the Companies Act of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	China Beidahuang Industry Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Consultants”	54 employees of Yishikangte who are grantees of 397,000,000 Options granted by the Company on 11 June 2021 and details of the Options granted to them are set out in Appendix III
“core connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Framework Agreement”	the strategic cooperation framework agreement entered into between the Company and Yishikangte on 27 May 2021 in respect of the proposed establishment of the Platform and the sale of food products and wine and liquor through the Platform
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“Option(s)”	the option(s) to subscribe for Share(s) which may be granted under the Share Option Scheme
“Platform”	the e-commerce platform to be built for the sale of food products and wine and liquor under the Framework Agreement
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Scheme Mandate Limit”	the maximum number of Shares which may be issued pursuant to the exercise of all Options which may be granted under the Share Option Scheme and any other share option schemes in aggregate, not exceeding 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme, which may be renewed by obtaining approval of the Shareholders in general meeting from time to time, provided that such renewed limit shall not exceed 10% of the Shares in issue as at the date of approval of such limit
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share Option Scheme”	the share option scheme adopted by the Company on 9 June 2017
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“Yishikangte”	Yishikangte Health Management Co., Ltd* (頤詩康特健康管理有限公司)
“%”	per cent.

\* *For identification purpose only*

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Jiang Jianjun (*Chairman*)  
Mr. Ke Xionghan  
Mr. Chen Chen

*Non-executive Directors:*

Mr. Zhao Wanjiang (*Vice-chairman*)  
Ms. Ho Wing Yan  
Mr. Li Dawei

*Independent Non-executive Directors:*

Mr. Chong Cha Hwa  
Mr. Yang Yunguang  
Mr. Chen Zhifeng

*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  
Hong Kong

26 May 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AMENDMENTS TO TERMS OF OPTIONS GRANTED  
REFRESHMENT OF SCHEME MANDATE LIMIT OF  
SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information on the following matters to be dealt with at the AGM: (i) re-election of retiring Directors; (ii) grant of general mandate to issue Shares; (iii) grant of general mandate to repurchase Shares; (iv) amendments to certain terms of various Options granted; and (v) refreshment of Scheme Mandate Limit of the Share Option Scheme.

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## **LETTER FROM THE BOARD**

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### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 116 of the Articles of Association, Mr. Ke Xionghan and Ms. Ho Wing Yan will retire as Directors by rotation at the AGM and, being eligible, have offered themselves for re-election at the AGM.

In accordance with Article 99 of the Articles of Association, Mr. Jiang Jianjun, Mr. Zhao Wanjiang and Mr. Li Dawei will retire and being eligible, have offered themselves for re-election at the AGM.

The nomination committee of the Company has reviewed the structure and composition of the Board, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the Company's board diversity policy and nomination policy. The nomination committee of the Company has recommended to the Board on re-election of Mr. Ke Xionghan, Ms. Ho Wing Yan, Mr. Jiang Jianjun, Mr. Zhao Wanjiang and Mr. Li Dawei as Directors who are due to retire at the AGM. The Company considers that the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Requisite details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### **GENERAL MANDATE TO ISSUE SHARES**

On 25 June 2021, a general mandate was granted to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution as set out in resolution no. 9 of the notice of AGM will be proposed, inter alia, to grant to the Directors a general mandate to allot, issue and deal with additional Shares, and to make or grant offers, agreements and options which might require securities to be issued. Such mandate is subject to the total number of the additional Shares not exceeding 20% of the total number of Shares in issue at the date of the passing of the resolution, except where the additional Shares are issued pursuant to a rights issue, any share option scheme or similar arrangement, or any scrip dividend scheme or similar arrangement. As at the Latest Practicable Date, there was a total of 6,225,125,683 Shares in issue. Subject to the passing of the relevant resolution at the AGM, the Company will be allowed under the general mandate to allot, issue and deal with additional Shares not exceeding 1,245,025,136 Shares, assuming that no further Shares are issued or repurchased prior to the date of the AGM. The proposed mandate is intended to give the Directors greater flexibility to issue securities when it is in the interests of the Company to do so.

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## **LETTER FROM THE BOARD**

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### **GENERAL MANDATE TO REPURCHASE SHARES**

Under the Companies Act and the Listing Rules, listed companies are allowed to repurchase their own issued shares. The Articles of Association also permit such repurchase of Shares. The Directors consider that these provisions increase the flexibility in the conduct of the Company's affairs in the interests of the Shareholders, and that the appropriate arrangements shall continue to be adopted by the Company.

On 25 June 2021, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will also be proposed to grant to the Directors a general mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set out in the relevant resolutions sanctioning such mandate. Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the mandate as set out in resolution no. 10 of the notice of AGM will be such number of Shares representing up to 10% of the total number of Shares in issue at the date of the passing of the resolution. A resolution authorising the extension of the general mandate to the Directors to issue Shares to include the total number of such Shares (if any) repurchased under the mandate is to be proposed as resolution no. 11 at the AGM.

An explanatory statement, required by the Listing Rules to be sent to the Shareholders in relation to the repurchase mandate which will be proposed for the consideration and approval by the Shareholders in the AGM, is set out in Appendix II to this circular.

### **AMENDMENTS TO TERMS OF OPTIONS GRANTED**

Reference is made to the announcements of the Company dated 27 May 2021, 11 June 2021 and 25 February 2022.

On 27 May 2021, the Company entered into the Framework Agreement with Yishikangte in respect of the proposed establishment of an e-commerce platform and sale of food products and wine and liquor through the Platform. On 11 June 2021, the Company granted a total of 509,640,400 Options to various grantees, out of which 397,000,000 Options granted to 54 Consultants. These Consultants are the employees of Yishikangte as the Directors are of the view that granting Options to the Consultants can provide incentive for them to work better to build successful platform which will bring benefit to the Group and Yishikangte which is in line with the purpose of the Share Option Scheme. The Company confirms that, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Consultants are third parties independent of the Company and connected persons of the Company.

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## LETTER FROM THE BOARD

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It was further disclosed on 25 February 2022 that the Company and the Consultants have recently agreed in writing to impose the following vesting condition to the Options granted to the Consultants:

“The exercise of Options should be conditional upon (i) successful establishment of a limited liability company in Shenzhen, the PRC with a registered capital of RMB10 million (“**Project Company**”), to act as the project entity in respect of the proposed establishment of the Platform and sale of food products and wine and liquor through the Platform and the shareholding of the Company and Yishikangte in the Project Company shall be 60% and 40%, respectively; and (ii) Yishikangte shall be responsible for the development of the Platform for the Project Company, and the organization of online and offline sales team, to achieve successfully an annual sales amount of RMB4 billion through the Platform.”

The Board is responsible for monitoring the satisfaction of the vesting condition by making reference to the Business License of the Project Company to be issued by the relevant authority in the PRC and the management accounts of the Project Company which will disclose the annual sales amount.

The Board is of the view that the imposition of the above vesting condition to 397,000,000 Options granted to the Consultants can provide meaningful and measurable criteria for the Consultants to achieve before they can exercise their Options as the achievement of the target sales amount represents the milestone of full operations of the Project Company in which the Group will hold 60% interest. As such, this can serve the purpose of the Share Option Scheme.

Pursuant to the terms of the Share Option Scheme and Rule 17.03 of the Listing Rules, any change to the terms of the Options granted must be approved by the Shareholders. As such, an ordinary resolution no. 12 is proposed at the AGM for the Shareholders to approve the aforesaid change to the Options granted to the Consultants.

### **REFRESHMENT OF SCHEME MANDATE LIMIT OF SHARE OPTION SCHEME**

On 9 June 2017, the Shareholders approved the adoption of the Share Option Scheme at the annual general meeting held on 9 June 2017 and the Shareholders also approved the Scheme Mandate Limit to be 509,705,563 Shares (representing 10% of the Shares in issue at the date of the annual general meeting) at the same meeting.

The Company adopted the Share Option Scheme on 9 June 2017 and the Scheme Mandate Limit was approved by the Shareholders.

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## LETTER FROM THE BOARD

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### *Eligible Persons of the Share Option Scheme*

Under the rules of the Share Option Scheme, the Directors may grant Options to any director or employee of the Group and any other person (including a consultant or adviser) (“**Eligible Persons**”) who in the sole discretion of the Board has contributed or will contribute to the Group. The Board considers it appropriate to include those persons who are not directors or employees of the Group, but who may otherwise contribute to the success of the Group, as the long-term growth and development of the Group requires the co-operation and contributions from such parties who play a vital role as consultants and advisors who can provide useful consultancy services and advice in relation to business development, sourcing of products and improvement in competitiveness of the Group. The Board will assess the eligibility of the relevant Eligible Persons based on the following factors:

- (a) his/her potential and/or actual contribution to the business affairs of and benefits to the Group (for instance, the expected revenue, value of goods or services and profit in relation to the potential/actual transactions with such customers, suppliers, joint-venture partners or consultants or advisers) and the quality or importance of or synergy effect brought about by services or transactions with such Eligible Persons; and
- (b) whether he/she is regarded as a valuable human resource of the Group based on his/her work experience, professional qualifications, knowledge in the industry or other relevant factors (including without limitation technical know-how, external business connections, strategic value, and repute and credibility).

The Board will specify the performance criteria on the Options granted to the Eligible Persons who are not directors and employees of the Group so that the granting of Options to such Eligible Persons can serve the purpose of the Share Option Scheme which is to provide incentive and rewards to Eligible Persons for their contribution to, and continuing efforts to promote the interests of the Group. For instance in February 2022, the Board have decided to impose certain performance criteria on the Options granted to the Consultants.

The Board is of the view that granting Options to Eligible Persons who are consultants and advisers is the suitable means to remunerate them as this can align the interest of the Eligible Persons with the interest of the Company and granting of Options does not involve cash outflow of the Group. The Board will not grant Options to persons other than employees and directors of the Group and the consultants and advisers under the Share Option Scheme.

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## LETTER FROM THE BOARD

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Pursuant to the Share Option Scheme and the Listing Rules, the maximum number of Shares which may be issued upon exercise of Options to be granted under the Share Option Scheme must not exceed 10% of the total number of Shares in issue on the date of adoption (“**Scheme Mandate Limit**”). The Company may refresh the Scheme Mandate Limit with Shareholders’ approval provided that each such refreshment may not exceed 10% of the total number of Shares in issue as at the date of the Shareholders’ approval. Options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the 10% limit. The total number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme must not exceed 30% (or such other percentage as may be allowed under the Listing Rules) of the total number of Shares in issue from time to time (as at the Latest Practicable Date, such 30% was the equivalent of 1,867,537,704 Shares).

Since the date of adoption of the Share Option Scheme up to the Latest Practicable Date, an aggregate of 509,640,400 Options were granted, of which no Option was exercised, no Option was cancelled, 2,700,000 Options were lapsed and 506,940,400 Options remain outstanding and unexercised under the Share Option Scheme. The Company has complied with Rule 17.03(4) of the Listing Rules for the aforesaid Options granted. The 509,640,400 Options were granted to the following categories of grantees on 11 June 2021 at the exercise price of HK\$0.1 per Share for an exercise period of three years:

<b>Types of grantees</b>	<b>No. of Options</b>
Directors	10,360,000
Other employees	102,280,400
Consultants	<u>397,000,000</u>
Total	<u><u>509,640,400</u></u>

Unless the Scheme Mandate Limit under the Share Option Scheme is refreshed, only up to 65,163 Options may be granted under the Share Option Scheme, representing only approximately 0.001% of the issued Shares as at the Latest Practicable Date.

In order to provide the Company with greater flexibility in granting Options to eligible participants under the Share Option Scheme as incentives or rewards for their contributions to the Group, an ordinary resolution as set out in resolution no. 13 of the notice of AGM will be proposed to seek Shareholders’ approval at the AGM to refresh the Scheme Mandate Limit of the Share Option Scheme to 10% of the total number of Shares in issue as at the date of passing of the resolution.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, there was a total of 6,225,125,683 Shares in issue. Assuming there is no further issue or repurchase of Shares prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM, the Company may grant Options entitling holders thereof to subscribe for up to 622,512,568 Shares representing 10% of the total number of Shares in issue as at the date of the refreshment of the Scheme Mandate Limit. Such limit together with 506,940,400 outstanding Options previously granted represented approximately 18% of the issued Shares which does not exceed the 30% limit.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders' approval at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing 10% of the total number of Shares in issue at the date of the AGM approving the refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of any Options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Listing Committee of the Stock Exchange for the approval mentioned in paragraph (b) above.

As at the Latest Practicable Date, the Company does not have any intention or plan to grant any Option upon the proposed refreshment of the Scheme Mandate Limit.

### AGM

A notice convening the AGM to be held at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 27 June 2022 at 10:30 a.m. is set out on pages 23 to 29 of this circular. Resolutions will be proposed to approve, inter alia, the re-election of retiring Directors, the general mandates as referred to above, proposed amendments to the terms of Options granted and refreshment of the Scheme Mandate Limit at the AGM.

You will find enclosed a form of proxy for use at the AGM. Whether or not you intend to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM 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 AGM 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.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

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

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the re-election of retiring Directors, the granting of general mandates to issue and repurchase Shares, the extension of the general mandate to issue Shares, the proposed amendments to the terms of the Options granted to the Consultants and the refreshment of the Scheme Mandate Limit are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf of the Board

**China Beidahuang Industry Group Holdings Limited**

**Jiang Jianjun**

*Chairman*

*The following are the particulars of the retiring Directors proposed to be re-elected at the AGM:*

**Mr. KE Xionghan (“Mr. Ke”)**

Mr. Ke, aged 57, 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.

Save as disclosed above, Mr. Ke (i) did not hold any directorship in any listed public companies in Hong Kong or overseas in the past three years and (ii) does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

As at the Latest Practicable Date, Mr. Ke had personal interests of 4,240,000 Shares and held 4,060,000 Options granted by the Company under the Share Option Scheme. Save as disclosed above, he did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

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.

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.

\* *For identification purpose only*

**Ms. HO Wing Yan (“Ms. Ho”)**

Ms. Ho, aged 40, 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**”) (formerly known as The Hong Kong Institute of Chartered Secretaries) 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 the GEM of the Stock Exchange for over 10 years.

Save as disclosed above, Ms. Ho (i) did not hold any directorship in any listed public companies in Hong Kong or overseas in the past three years and (ii) does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

As at the Latest Practicable Date, Ms. Ho held 900,000 Options granted by the Company under the Share Option Scheme. Save as disclosed above, she did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Ho entered into a letter of appointment with the Company for a term of three years commencing from 11 April 2021 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.

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. JIANG Jianjun (“Mr. Jiang”)**

Mr. Jiang, aged 52, was appointed as an executive Director and the Chairman of the Board in January 2022. He is also a director of certain subsidiaries of the Company. Mr. Jiang was a consultant of the Group for the period from August 2019 to January 2022, the executive Director for the period from March 2013 to August 2019, the Chairman of the Board for the period from May 2013 to December 2018 and the managing director of the Company for the period from May 2013 to March 2014. He has been engaged in property investment and management since 1995. He also has experience in distribution of wine and liquor.

Save as disclosed above, Mr. Jiang (i) did not hold any directorship in any listed public companies in Hong Kong or overseas in the past three years and (ii) does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

As at the Latest Practicable Date, Mr. Jiang had personal interests of 456,173,182 Shares. Save as disclosed above, he did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Jiang entered into a service agreement with the Company for a term of two years commencing from 28 January 2022 and his appointment can be terminated by one month’s notice in writing served by either party on the other. Mr. Jiang is subject to retirement by rotation and re-election pursuant to the Articles of Association. He is entitled to an annual remuneration of HK\$4,200,000 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.

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. Jiang’s re-election.

**Mr. ZHAO Wanjiang (“Mr. Zhao”)**

Mr. Zhao, aged 44, was appointed as a non-executive Director and the Vice-chairman of the Board in January 2022. He is currently the department head of Human Resources of Beidahuang Trading Group Co., Limited\* (北大荒商貿集團有限公司黨群(人力)部部長) and a director of Beidahuang Business Group (HK) International Trade Co., Limited (“**Beidahuang HK**”). Beidahuang HK is a substantial Shareholder holding 660,000,000 Shares representing approximately 10.60% of the issued Shares as at the Latest Practicable Date.

Save as disclosed above, Mr. Zhao (i) did not hold any directorship in any listed public companies in Hong Kong or overseas in the past three years and (ii) does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

As at the Latest Practicable Date, Mr. Zhao did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Zhao entered into a service agreement with the Company for a term of two years commencing from 28 January 2022 and his appointment can be terminated by one month’s notice in writing served by either party on the other. Mr. Zhao is subject to retirement by rotation and re-election pursuant to the Articles of Association. He is entitled to an annual remuneration of HK\$100,000 as a 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.

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. Zhao’s re-election.

\* *For identification purpose only*

**Mr. LI Dawei (“Mr. Li”)**

Mr. Li, aged 52, was appointed as a non-executive Director in January 2022. He graduated from Mineral Processing and Utilization Engineering Department of Coal Chemical Technology, Heilongjiang Mining Institute (黑龍江礦業學院礦物加工利用工程系煤化工工藝專科). Mr. Li is a senior accountant. He is currently the general manager of Tianjin Dahuang Electronic Commerce Co., Limited\* (天津大荒電子商務有限公司) and a senior management of the member companies of Beidahuang HK.

Save as disclosed above, Mr. Li (i) did not hold any directorship in any listed public companies in Hong Kong or overseas in the past three years and (ii) does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

As at the Latest Practicable Date, Mr. Li had personal interests of 40,000 Shares. Save as disclosed above, he did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Li entered into a service agreement with the Company for a term of two years commencing from 28 January 2022 and his appointment can be terminated by one month’s notice in writing served by either party on the other. Mr. Li is subject to retirement by rotation and re-election pursuant to the Articles of Association. He is entitled to an annual remuneration of HK\$100,000 as a 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.

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. Li’s re-election.

\* *For identification purpose only*

*This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed repurchase mandate.*

**(A) SHARE CAPITAL**

As at the Latest Practicable Date, there was a total of 6,225,125,683 Shares in issue. Subject to the passing of the relevant resolution at the AGM, the Company will be allowed under the general mandate to repurchase a maximum of 622,512,568 Shares, assuming that no further Shares are issued or repurchased prior to the date of the AGM.

Shareholders should note that the repurchase mandate only covers purchases made during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required by the Articles of Association or any applicable laws to be held or the date upon which such authority is revoked or varied by the Shareholders in general meeting.

**(B) REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing Shares, they believe that the repurchase mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

**(C) FUNDING OF REPURCHASES**

Repurchases must be financed out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the Companies Act. Such funds include but are not limited to profits available for distribution.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the annual report of the Company in respect of the year ended 31 December 2021) in the event that the repurchase mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**(D) SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
May 2021	0.096	0.058
June 2021	0.080	0.061
July 2021	0.072	0.042
August 2021	0.067	0.054
September 2021	0.067	0.053
October 2021	0.064	0.050
November 2021	0.061	0.050
December 2021	0.054	0.030
January 2022	0.056	0.035
February 2022	0.054	0.040
March 2022	0.065	0.040
April 2022	0.056	0.046
May 2022 (up to the Latest Practicable Date)	0.054	0.046

**(E) GENERAL**

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases in accordance with the Listing Rules, the Companies Act and the Articles of Association.

None of the Directors, nor to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries if the repurchase mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares held by them to the Company or have undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make repurchase of Shares.

**(F) TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the repurchase mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholder's interest, may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders were interested in more than 10% of the Shares in issue:

<b>Name</b>	<b>Capacity and nature of interest</b>	<b>Number of Shares held</b>	<b>Approximate shareholding as at the Latest Practicable Date</b>	<b>Approximate shareholding upon exercise in full of the repurchase mandate</b>
Beidahuang Business Group (HK) International Trade Co., Limited (formerly known as Beidahuang (HK) International Trade Co., Limited) (" <b>Beidahuang HK</b> ")	Beneficial owner	660,000,000 <sup>(Note)</sup>	10.60%	11.78%
Heilongjiang Nongken Beidahuang Business Trade Liability Group Co., Ltd* (" <b>Beidahuang Business Group</b> ")	Interest of controlled corporation	660,000,000 <sup>(Note)</sup>	10.60%	11.78%
Beidahuang Agribusiness Group Co., Ltd* (formerly known as Heilongjiang Beidahuang Agribusiness Group Corporation*) (" <b>Beidahuang Group</b> ")	Interest of controlled corporation	660,000,000 <sup>(Note)</sup>	10.60%	11.78%

*Note:* These 660,000,000 Shares were held by Beidahuang HK, which was wholly owned by Beidahuang Business Group which in turn was wholly owned by Beidahuang Group. Accordingly, each of Beidahuang Business Group and Beidahuang Group was deemed to be interested in the 660,000,000 Shares held by Beidahuang HK by virtue of the SFO.

\* For identification purpose only

On the basis that no further Shares are issued or repurchased prior to the AGM, in the event that the Directors exercised in full the power to repurchase Shares under the repurchase mandate, the interest of the above Shareholders would be increased to such percentages shown in the last column above. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the repurchase mandate. The Directors have no present intention to exercise the repurchase mandate to such an extent that would result in the number of Shares held by the public falling below 25% of the total number of Shares in issue.

**(G) SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the six months preceding the Latest Practicable Date.

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**APPENDIX III****LIST OF OPTIONS GRANTED TO  
CONSULTANTS**

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				<b>Approximate % of issued share capital of the Company as at the Latest Practicable Date</b>
	<b>Name of Consultants</b>		<b>Number of Options granted</b>	
1	Yan Shengfang	嚴盛方	8,000,000	0.13%
2	Zeng Lixian	曾麗仙	4,000,000	0.06%
3	Yang Linyan	楊林豔	4,000,000	0.06%
4	Huang Yongguang	黃永光	8,000,000	0.13%
5	Liu Guanglun	柳光倫	8,000,000	0.13%
6	Wu Ping	吳萍	8,000,000	0.13%
7	Liu Jun	劉軍	8,000,000	0.13%
8	Qin Youjun	秦佑軍	11,000,000	0.18%
9	Xu Lihua	徐麗華	4,000,000	0.06%
10	Zhao Liang	趙亮	4,000,000	0.06%
11	Hai Jianhua	海建華	11,000,000	0.18%
12	Yang Xiuguo	楊修國	4,000,000	0.06%
13	Sang Mingfeng	桑明逢	11,000,000	0.18%
14	An Chunhong	安春紅	4,000,000	0.06%
15	Wang Dongyin	王棟尹	4,000,000	0.06%
16	Yang Rong	楊容	4,000,000	0.06%
17	Deng Jianhong	鄧建紅	8,000,000	0.13%
18	Deng Jianhua	鄧建華	4,000,000	0.06%
19	Deng Jianrong	鄧建容	8,000,000	0.13%
20	Chen Jianhua	陳見華	4,000,000	0.06%
21	Wu Dengping	吳登平	4,000,000	0.06%
22	Zhang Zhiguang	張志光	16,000,000	0.26%
23	Yang Shudian	楊淑典	8,000,000	0.13%
24	Liu Yuhua	劉玉花	8,000,000	0.13%
25	Wang Xiujuan	王秀娟	4,000,000	0.06%
26	Liu Minqiang	劉民強	4,000,000	0.06%
27	Wu Jiatian	吳家添	4,000,000	0.06%
28	Xu Fangxia	許方俠	12,000,000	0.19%
29	Li Shimin	李世民	12,000,000	0.19%

**APPENDIX III**

**LIST OF OPTIONS GRANTED TO CONSULTANTS**

Name of Consultants		Number of Options granted	Approximate % of issued share capital of the Company as at the Latest Practicable Date	
30	Bai Xingli	白興麗	12,000,000	0.19%
31	Wang Min	王敏	16,000,000	0.26%
32	Ding Wengui	丁文桂	4,000,000	0.06%
33	Wu Aiqing	吳愛清	4,000,000	0.06%
34	Liu Ping	劉萍	4,000,000	0.06%
35	Gu Xiaoling	顧曉玲	4,000,000	0.06%
36	Ba Qiufen	巴秋芬	4,000,000	0.06%
37	Cao Chunxia	曹春霞	4,000,000	0.06%
38	Wu Shixia	吳世霞	12,000,000	0.19%
39	Liu Yanhua	劉豔華	12,000,000	0.19%
40	Yuan Guangying	袁光英	12,000,000	0.19%
41	Huang Kunli	黃坤麗	4,000,000	0.06%
42	Zhang Dabing	張大兵	4,000,000	0.06%
43	Zhou Longzhi	周龍芝	8,000,000	0.13%
44	Fu Hongjiang	付洪江	4,000,000	0.06%
45	Zhang Yulong	張玉龍	4,000,000	0.06%
46	Yan Gairong	閔改榮	4,000,000	0.06%
47	Zhang Bin	張斌	4,000,000	0.06%
48	Qu Jing	屈靜	4,000,000	0.06%
49	Zhang Shuguang	張曙光	8,000,000	0.13%
50	Wang Li	王麗	4,000,000	0.06%
51	Xue Xiaoluo	薛小駱	40,000,000	0.64%
52	Miao Jie	苗杰	8,000,000	0.13%
53	Han Ying	韓影	8,000,000	0.13%
54	Wu Tao	吳濤	4,000,000	0.06%
			397,000,000	

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that an Annual General Meeting of China Beidahuang Industry Group Holdings Limited (the “**Company**”) will be held at Unit E, 30/F., Tower B, Billion Centre, 1 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 27 June 2022 at 10:30 a.m. for the following purposes:

### **ORDINARY BUSINESS**

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the independent auditors of the Company for the year ended 31 December 2021.
2. To re-elect Mr. Ke Xionghan as an Executive Director.
3. To re-elect Ms. Ho Wing Yan as a Non-executive Director.
4. To re-elect Mr. Jiang Jianjun as an Executive Director.
5. To re-elect Mr. Zhao Wanjiang as a Non-executive Director.
6. To re-elect Mr. Li Dawei as a Non-executive Director.
7. To authorise the Board of Directors to fix the Directors’ remuneration.
8. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board of Directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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9. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “Shares”) and to make or grant offers, agreements and options which would or might require Shares to be allotted, issued or dealt with be generally and unconditionally approved;
- (b) the Directors be authorised to make offers or agreements or grant options during the Relevant Period (as defined in paragraph (d) below) which would or might require Shares to be allotted and issued either during or after the end of the Relevant Period pursuant to paragraph (a) above;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approvals in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not in total exceed 20% of the total number of Shares in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and

“**rights issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or of the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong).”.

- 10. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its own Shares, subject to and in accordance with the applicable laws, rules and regulations of The Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited and paragraph (b) of this resolution, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”.

- 11. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions no. 9 and 10 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to the ordinary resolution no. 9 as set out in the notice convening this meeting to exercise the powers of the Company to allot, issue and deal with the Shares be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to ordinary resolution no. 10 as set out in the notice convening this meeting, provided that such number of Shares so repurchased shall not exceed 10% of the total number of Shares in issue at the date of the passing of this resolution.”.

- 12. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) the imposition of the following vesting condition (the “**Vesting Condition**”) on the share options (“**Options**”) granted to each of the 54 Consultants (as defined and described in the circular of the Company dated 26 May 2022) who shall be entitled to subscribe for 397,000,000 Shares in the aggregate (subject to the terms of the share option scheme adopted by the Company on 9 June 2017) be approved, confirmed and ratified with immediate effect:

“The exercise of Options should be conditional upon (i) successful establishment of a limited liability company in Shenzhen, the People’s Republic of China with a registered capital of RMB10 million (“**Project Company**”), to act as the project entity in respect of the proposed establishment of an e-commerce platform (“**Platform**”) and sale of food products and wine and liquor through the Platform and the shareholding of the Company and Yishikangte Health Management Co., Ltd\* (頤詩康特健康管理有限公司) (“**Yishikangte**”) in the Project Company shall be 60% and 40%, respectively; and (ii) Yishikangte shall be responsible for the development of the Platform for the Project Company, and the organization of online and offline sales team, to achieve successfully an annual sales amount of RMB4 billion through the Platform.”; and

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) any one Director, or any two Directors if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign, execute, perform and deliver all such other instruments, deeds, documents and agreements and do such acts or things and take all such steps as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the imposition of the Vesting Condition to the Options and all matters incidental to, ancillary to or in connection with the matters contemplated therein.”
13. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares in the capital of the Company to be issued pursuant to the exercise of the options granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the existing scheme mandate limit in respect of granting of options to subscribe for shares under the share option scheme adopted by the Company on 9 June 2017 (the “**Share Option Scheme**”), up to 10% of the total number of Shares in issue as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”) be and is hereby approved and that the Directors be and are hereby authorised, at their absolute discretion, to grant options under the Share Option Scheme up to the Refreshed Scheme Mandate Limit and to allot and issue Shares pursuant to the exercise of such option.”

By Order of the Board  
**China Beidahuang Industry Group Holdings Limited**  
**Jiang Jianjun**  
*Chairman*

Hong Kong, 26 May 2022

*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 wishes 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 Tuesday, 21 June 2022 to Monday, 27 June 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 Monday, 20 June 2022.
6. An Explanatory Statement containing further details regarding ordinary resolution no. 10 of this notice, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, is set out in Appendix II to the circular of the Company dated 26 May 2022.
7. 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 annual general 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](http://www.irasia.com/listco/hk/chinabeidahuang) and on the HKEXnews website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and venue of the adjourned meeting.

*As at the date of this notice, the Executive Directors of the Company are Mr. Jiang Jianjun (Chairman), Mr. Ke Xionghan and Mr. Chen Chen; the Non-executive Directors of the Company are Mr. Zhao Wanjiang (Vice-chairman), Ms. Ho Wing Yan and Mr. Li Dawei; and the Independent Non-executive Directors of the Company are Mr. Chong Cha Hwa, Mr. Yang Yunguang and Mr. Chen Zhifeng.*

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## NOTICE OF ANNUAL GENERAL MEETING

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### Special Note

To facilitate the ongoing prevention and control of the COVID-19 pandemic and to safeguard the health and safety of shareholders and persons helping with the meeting, the Company would like to inform shareholders that there will be no distribution of corporate gift or serving of refreshment in the meeting in order to reduce person-to-person contact.

The Company also recommends shareholders to appoint the chairman of the meeting as their proxy to vote on relevant resolutions, instead of attending the meeting in person.

Shareholders attending the meeting in person are required to wear surgical face mask and to undertake body temperature check before they enter the meeting venue. Any person who does not comply with the precautionary measures to be taken at the meeting may be denied entry into the meeting venue.

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