

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 an extraordinary general meeting (“EGM”) 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 9 August 2024 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company (unless otherwise indicated, capitalised terms used in this notice have the same meanings as those defined in the circular of the Company dated 24 July 2024):

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the restructuring agreement dated 25 January 2024 (“**Restructuring Agreement**”) and entered into between the Company and China Dynamic (Hong Kong) Limited 中泰(香港)有限公司 (the “**Investor**”) in relation to the proposed restructuring of the Company and its subsidiaries (the “**Group**”) and the transactions referred thereunder, including but not limited to (i) the subscription of 850,000,000 Shares by the Investor (the “**Subscription Shares**”), (ii) the issue of 377,879,793 Shares (the “**Scheme Shares**”) at an issue price of HK\$0.10 per Scheme Share (the “**Scheme Share Issue**”), (iii) the Disposal (as defined below), and (iv) the Creditors’ Scheme (as defined below), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;

- (b) conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in the Subscription Shares, the directors (the “**Directors**”, and each a “**Director**”) of the Company be and hereby granted a specific mandate to allot and issue the Subscription Shares, such specific mandate being in additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been from time to time be granted to the Directors by the shareholders of the Company; and
- (c) any one Director be and is hereby authorised to do all such things and acts and execute all documents (whether under common seal or not) which he considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Restructuring Agreement and the transactions contemplated thereunder.”

2. “**THAT,**

- (a) the creditors’ scheme of arrangement (the “**Creditors’ Scheme**”) the terms of which are disclosed in the scheme of arrangement document of the Company dated 27 October 2023 (details of which are set out in the section headed “Letter from the Board – The Creditors’ Scheme” in the circular of the Company dated 24 July 2024), which has been effected as a scheme under Part 13 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), be and are hereby approved, confirmed and ratified in all respects, subject to any modification thereof or addition thereof approved or imposed by the High Court (if any);
- (b) the proposed payment of HK\$45,000,000 to a company to be incorporated in Hong Kong with limited liability, being a special purpose vehicle to be held and controlled by the persons to be elected and appointed as the administrators of the Creditors’ Scheme in accordance with the terms of the Creditors’ Scheme (the “**Scheme Company**”) in accordance with the terms of the Creditors’ Scheme, funded from the net proceeds of the Subscription Shares be and is hereby approved;
- (c) the proposed allotment and issue of Scheme Shares in accordance with the terms of the Creditors’ Scheme be and is hereby approved;

- (d) conditional upon the Stock Exchange granting the listing of, and permission to deal in the Scheme Shares, the Directors of the Company be and hereby granted a specific mandate to allot and issue the Scheme Shares, such specific mandate being in addition to and not prejudicing or revoking any general or specific mandate(s) which has/have been from time to time be granted to the Directors by the shareholders of the Company;
- (e) the proposed disposal of the interests and assets of a group of wholly-owned subsidiaries of the Company in the PRC, being (1) 深圳市前海大荒緣融資有限公司 (Shenzhen Qianhai Dahuangyuan Financing Lease Co., Ltd*), (2) 臨湘市強盛礦業有限責任公司 (Linxiang Qiangsheng Mining Industry Company Limited*), (3) 連雲港華金華鴻實業有限公司 (Lianyungang Huajin Huahong Industrial Co., Ltd*), and (4) 深圳市美名問世商貿有限公司 (Shenzhen Meiming Wenshi Trading Limited*), and their respective subsidiaries to the Scheme Company pursuant to the Creditors' Scheme (the “**Disposal**”) be and is hereby approved; and
- (f) any one Director be and is hereby authorised to do all such things and acts and execute all documents (whether under common seal or not) which he considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Creditors' Scheme and the transactions contemplated thereunder.”

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

Hong Kong, 24 July 2024

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 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 attend and 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, 7 August 2024 to Friday, 9 August 2024 (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, 6 August 2024.
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 EGM, 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.

As at the date of this notice, the Executive Directors of the Company are Mr. Jiang Jiancheng (Chairman), Mr. Liu Xiaopeng (Vice-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.