
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of China Beidahuang Industry Group Holdings Limited to be held at Unit 1101A, 11/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 8 June 2018 at 11:00 a.m. is set out on pages 14 to 18 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.

27 April 2018

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
Re-election of Retiring Directors	4
General Mandate to Issue Shares	4
General Mandate to Repurchase Shares	4
AGM.	5
Voting by Poll.	6
Responsibility Statement	6
Recommendation	6
Appendix I – Details of the Retiring Directors Proposed for Re-election	7
Appendix II – Explanatory Statement on Repurchase Mandate	10
Notice of Annual General Meeting	14

DEFINITIONS

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 1101A, 11/F., East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 8 June 2018 at 11:00 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 Law”	the Companies Law, Cap. 22 (as amended) of the Cayman Islands
“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
“core connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2018, 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

DEFINITIONS

“Memorandum”	the memorandum of association of the Company, as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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 Codes on Takeovers and Mergers and Share Buy-backs
“2007 Share Option Scheme”	the share option scheme adopted by the Company on 23 May 2007
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	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. Jiang Jianjun (*Chairman*)

Mr. Ke Xionghan

Mr. Zeng Fanxiong

Mr. Huang Wuguang

Non-executive Director:

Ms. Ho Wing Yan

Independent Non-executive Directors:

Dr. Loke Yu (alias Loke Hoi Lam)

Mr. Li Xiaofeng

Mr. Ho Man Fai

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Unit 1101A, 11/F

East Ocean Centre

98 Granville Road

Tsim Sha Tsui

Kowloon

Hong Kong

27 April 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
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; and (iii) grant of general mandate to repurchase Shares.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 116 of the Articles of Association, Ms. Ho Wing Yan and Mr. Li Xiaofeng 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. Zeng Fanxiong and Mr. Huang Wuguang will retire as Directors at the AGM and, being eligible, have offered themselves for re-election at the AGM.

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 9 June 2017, 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 8 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 5,417,258,084 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 1,083,451,616 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.

GENERAL MANDATE TO REPURCHASE SHARES

Under the Companies Law 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.

LETTER FROM THE BOARD

On 9 June 2017, 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 9 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 10 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.

AGM

A notice convening the AGM to be held at Unit 1101A, 11/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 8 June 2018 at 11:00 a.m. is set out on pages 14 to 18 of this circular. Resolutions will be proposed to approve, inter alia, the re-election of retiring Directors and the general mandates as referred to above 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.

LETTER FROM THE BOARD

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 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, and the extension of the general mandate to issue Shares 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:

Ms. HO Wing Yan, aged 36, 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. Ms. Ho is an Associate Member of both The Hong Kong Institute of Chartered Secretaries (“**HKICS**”) and The Institute of Chartered Secretaries and Administrators. She is also a holder of the Practitioner’s Endorsement issued by HKICS. 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 Growth Enterprise Market of the Stock Exchange for over 10 years.

Other than her non-executive directorship with the Company, Ms. Ho did not hold any directorship in any listed public companies in Hong Kong or overseas in the past three years. She does not have any relationship with any Directors, senior management or substantial or controlling Shareholders for the purpose of the Listing Rules. As at the Latest Practicable Date, Ms. Ho held 2,000,000 share options granted by the Company under the 2007 Share Option Scheme. Save as disclosed above, Ms. Ho has no interest in the 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 3 years commencing from 11 April 2018 and is subject to retirement by rotation and re-election pursuant to the Articles of Association. She is entitled to an annual emolument 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. LI Xiaofeng, aged 40, was appointed as an independent non-executive Director in December 2012. He graduated from the Department of Finance of Jinan University. Mr. Li is a supervisor of the Credit Management Department of Shenzhen Rural Commercial Bank Shajing branch. He has been engaged in the financial services industry since 1998.

Other than his independent non-executive directorship with the Company, Mr. Li did not hold any directorship in any listed public companies in Hong Kong or overseas the last three years. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Li had a personal interest of 1,000,000 Shares and held 2,000,000 share options granted by the Company under the 2007 Share Option Scheme. Save as disclosed above, Mr. Li has no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Li entered into a letter of appointment with the Company for a term of 3 years commencing from 1 December 2015 and is subject to retirement by rotation and re-election pursuant to the Articles of Association. 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.

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.

Mr. ZENG Fanxiong, aged 52, was appointed as an executive Director in September 2017. He graduated from the Business Administration Department of Hunan Institute of Science and Technology. Mr. Zeng started his business in the ore mining, processing and sales in 2001 and has extensive experience in the ore mining and processing industry. Mr. Zeng is the chairman of Linxiang Fantai Mining Company Limited* (臨湘市凡泰礦業有限公司), a company established by him in 2003, which has become the leading enterprise of the private mineral resources in Yueyang City, the People's Republic of China. Mr. Zeng was elected vice chairman of the Federation of Industry and Commerce of Yueyang City in 2010 and was elected deputy to the twelfth National People's Congress in Hunan Province in 2012.

* *For identification purpose only*

Other than his executive directorship with the Company, Mr. Zeng did not hold any directorship in any listed public companies in Hong Kong or overseas in the past three years. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Zeng had a personal interest of 31,138,837 Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Zeng has no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Zeng. He is entitled to receive an annual remuneration of HK\$100,000 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. Mr. Zeng is subject to retirement by rotation and re-election pursuant to the Articles of Association.

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. Zeng's re-election.

Mr. HUANG Wuguang, aged 55, was appointed as an executive Director in November 2017. He holds a professional qualification in finance granted by Jinan University. Mr. Huang has over 30 years of experience in the finance industry and possesses extensive investment management experience in modern agriculture and cultural tourism industries. He was the general manager of Beijing Securities Co., Ltd. from 1990 to 2005.

Other than his executive directorship with the Company, Mr. Huang did not hold any directorship in any listed public companies in Hong Kong or overseas in the past three years. He does not have any relationship with any Directors, senior management or substantial or controlling Shareholders for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Huang had a personal interest of 5,300,000 Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Huang has no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Huang. He is entitled to receive an annual remuneration of HK\$240,000 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. Mr. Huang is subject to retirement by rotation and re-election pursuant to the Articles of Association.

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. Huang's re-election.

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 view 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 5,417,258,084 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 541,725,808 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 Law. 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 2017) 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2017	0.465	0.390
May 2017	0.420	0.385
June 2017	0.400	0.375
July 2017	0.400	0.340
August 2017	0.415	0.355
September 2017	0.410	0.365
October 2017	0.400	0.365
November 2017	0.410	0.365
December 2017	0.385	0.300
January 2018	0.375	0.345
February 2018	0.365	0.285
March 2018	0.415	0.340
April 2018 (up to the Latest Practicable Date)	0.380	0.310

(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 Law 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:

Name	Capacity and nature of interest	Number of Shares held	Approximate shareholding as at the Latest Practicable Date	Approximate shareholding upon exercise in full of the repurchase mandate
Beidahuang (HK) International Trade Co., Limited	Beneficial owner	660,000,000	12.18%	13.54%
黑龍江農墾北大荒商貿集團有限責任公司	Interest of controlled corporation	660,000,000 ^(a)	12.18%	13.54%
黑龍江北大荒農墾集團總公司	Interest of controlled corporation	660,000,000 ^(a)	12.18%	13.54%
Jiang Jianjun	Beneficial owner	466,068,000	8.60%	9.56%
	Interest of spouse	5,840,000 ^(b)	0.11%	0.12%
	Interest of controlled corporations	346,459,044 ^(c)	6.40%	7.11%

Notes:

(a) These 660,000,000 Shares are held by Beidahuang (HK) International Trade Co., Limited, which is wholly-owned by 黑龍江農墾北大荒商貿集團有限責任公司 which in turn is wholly-owned by 黑龍江北大荒農墾集團總公司. Accordingly, each of 黑龍江農墾北大荒商貿集團有限責任公司 and 黑龍江北大荒農墾集團總公司 is deemed to be interested in the 660,000,000 Shares held by Beidahuang (HK) International Trade Co., Limited by virtue of the SFO.

(b) These 5,840,000 Shares are held by Ms. Li Zhuoxun, the spouse of Mr. Jiang Jianjun.

- (c) These 346,459,044 Shares are held by King Wei Group (China) Investment Development Limited (“**King Wei**”) as to 253,259,044 Shares and China Silver Investments Development Limited (“**China Silver**”) as to 93,200,000 Shares. As King Wei and China Silver are wholly-owned by Mr. Jiang Jianjun, Mr. Jiang Jianjun is deemed to be interested in the 253,259,044 Shares held by King Wei and the 93,200,000 Shares held by China Silver respectively by virtue of the SFO.

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

The Company repurchased a total of 17,000,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date of repurchase	Number of Shares repurchased	Purchase price per Share	
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
12 December 2017	14,600,000	0.320	0.305
13 December 2017	2,400,000	0.335	0.320
	<u>17,000,000</u>		

NOTICE OF ANNUAL 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 an Annual General Meeting of China Beidahuang Industry Group Holdings Limited (the “**Company**”) will be held at Unit 1101A, 11/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 8 June 2018 at 11:00 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 2017.
2. To re-elect Ms. Ho Wing Yan as a Non-executive Director.
3. To re-elect Mr. Li Xiaofeng as an Independent Non-executive Director.
4. To re-elect Mr. Zeng Fanxiong as an Executive Director.
5. To re-elect Mr. Huang Wuguang as an Executive Director.
6. To authorise the Board of Directors to fix the Directors’ remuneration.
7. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

8. 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

NOTICE OF ANNUAL GENERAL MEETING

- (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).”.

- 9. 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

NOTICE OF ANNUAL GENERAL MEETING

(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.”.

10. 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. 8 and 9 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to the ordinary resolution no. 8 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. 9 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.”.

By Order of the Board
China Beidahuang Industry Group Holdings Limited
CHAN Kwong Leung, Eric
Company Secretary

Hong Kong, 27 April 2018

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 and class 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 of 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 case may be) should he/she/it so wishes, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

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/it is solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from Tuesday, 5 June 2018 to Friday, 8 June 2018 (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, 4 June 2018.
6. An Explanatory Statement containing further details regarding ordinary resolution no. 9 as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be dispatched to the shareholders of the Company together with this notice of meeting.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect 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 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.
8. As at the date hereof, the Executive Directors of the Company are Mr. Jiang Jianjun, Mr. Ke Xionghan, Mr. Zeng Fanxiong and Mr. Huang Wuguang; the Non-executive Director of the Company is Ms. Ho Wing Yan; and the Independent Non-executive Directors of the Company are Dr. Loke Yu alias Loke Hoi Lam, Mr. Li Xiaofeng and Mr. Ho Man Fai.