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**China Beidahuang Industry Group Holdings Limited**  
**中國北大荒產業集團控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 00039)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Beidahuang Industry Group Holdings Limited (the “**Company**”) will be held at Unit 1001E, 10/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 22 December 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Bonus Shares (as defined below) to be issued pursuant to this resolution:
  - (a) upon the recommendation of the board of directors of the Company (the “**Directors**”), an amount standing to the credit of the share premium account of the Company be capitalised and the Directors be and are hereby authorised and directed to apply such amount in paying up in full at par new ordinary shares of HK\$0.10 each in the capital of the Company (“**Bonus Share(s)**”), and that such Bonus Shares shall be allotted and distributed, credited as fully paid at par, to and among the shareholders of the Company whose names appear on the register of members of the Company (the “**Register of Members**”) at the close of business on Tuesday, 5 January 2016 (the “**Record Date**”), other than those members (the “**Non-qualifying Shareholders**”) whose addresses as shown on the Register of Members at the close of business on the Record Date are in jurisdiction outside

Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Rules Governing the Listing of Securities of the Stock Exchange, on the basis of one (1) Bonus Shares for every one (1) existing share of HK\$0.10 each in the capital of the Company then held on the Record Date (the “**Bonus Issue**”);

- (b) the Bonus Shares shall, subject to the applicable laws of Cayman Islands and the articles of association of the Company, rank pari passu in all respects with the shares of HK\$0.10 each in the capital of the Company in issue on the day on which the Bonus Shares are allotted and issued, except that they will not be eligible for the Bonus Issue;
- (c) the Directors be and are hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Non-qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100.00, in which case the Directors be and are hereby authorised to retain such amount for the benefit of the Company; and
- (d) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

2. “**THAT:**

- (a) the authorised share capital of the Company be increased from HK\$400,000,000 divided into 4,000,000,000 shares of HK\$0.10 each to HK\$800,000,000 divided into 8,000,000,000 shares of HK\$0.10 each (the “**Increase in Authorised Share Capital**”) by the creation of an additional 4,000,000,000 shares of the Company and such shares shall rank pari passu with all existing shares of the Company; and
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company as they may consider necessary or expedient to give effect to or in connection with the Increase in Authorised Share Capital.”

3. “**THAT** Ms. Zhang Yujie be and is hereby re-elected as a non-executive director of the Company and the board of directors of the Company be authorised to fix her remuneration.”

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

Hong Kong, 4 December 2015

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such person may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders by present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be delivered at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

4. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The Register of Members of the Company will be closed from Monday, 21 December 2015 to Tuesday, 22 December 2015 (both days inclusive) during which period no transfer of shares of the Company will be registered and effected. In order to qualify for attending and voting at this meeting, all transfers of shares of the Company 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 A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 18 December 2015.

*As at the date of this notice, the Executive Directors are Mr. Jiang Jianjun, Mr. Li Jianqing and Mr. Jiang Jiancheng; the Non-executive Directors are Ms. Ho Wing Yan and Ms. Zhang Yujie; and the Independent Non-executive Directors are Dr. Loke Yu alias Loke Hoi Lam, Mr. Li Xiaofeng and Mr. Ho Man Fai.*