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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)**

### **SUPPLEMENTAL AGREEMENT TO THE PLACING AGREEMENT**

Reference is made to the announcement (“**Announcement**”) of the Company dated 7 April 2017 in relation to the Placing. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

#### **THE SUPPLEMENTAL AGREEMENT**

On 9 May 2017, the Company entered into a supplemental agreement to the Placing Agreement (the “**Supplemental Agreement**”) with the Placing Agent to supplement and amend the principal terms of the Convertible Bonds by adding a clause stating that during the conversion period, if any of the events that will trigger adjustment of the Conversion Price occurs, the difference between the Conversion Price and the adjusted price will be returned to the Bondholders for all outstanding Conversion Shares. In such event, the maximum number of the Conversion Shares to be issued will be fixed at 500,000,000 which will not exceed the number of new shares that can be issued under the General Mandate.

Save for the inclusion of the above new clause, all other terms of the Placing Agreement and the Convertible Bonds remain unchanged and in full force and effect.

## **Reasons for entering into the Supplemental Agreement**

The terms of the Supplemental Agreement were arrived at after arm's length negotiations between the Company and the Placing Agent. The Board considers that the amendment will provide certainty to the number of Conversion Shares to be issued under the General Mandate. As such, the Board is of the view that the terms of the Supplemental Agreement are fair and reasonable and are in the best interests of the Company and its Shareholders as a whole.

**Shareholders and potential investors of the Company should note that completion of the Placing is subject to the fulfillment of the condition precedent set out in the Placing Agreement (as amended by the Supplemental Agreement) and the Placing may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

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

Hong Kong, 9 May 2017

*As at the date of this announcement, the Executive Directors are Mr. Jiang Jianjun, Mr. Jiang Jiancheng, Mr. Ke Xionghan and Mr. Huangfu Mingsheng; 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.*