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)

Form of proxy for use at the Extraordinary General Meeting of the Company (the "Meeting") to be held on Monday, 15 December 2025 at 3:00 p.m. or at any adjournment thereof (as the case may be)

I/We [1] ____

of (address) ____

being the registered holder(s) of [2] ______________________ shares of HK$0.10 each (the "**Shares**") in the share capital of China Beidahuang Industry Group Holdings Limited (the "**Company**") HEREBY APPOINT [3] ______________________

of (address) ____

or failing him/her, the Chairman of the Meeting [4] to act as my/our proxy to attend and act for me/us on my/our behalf at the Meeting to be held at Hong Thai Expo & Business Centre, 5/F United Centre, 95 Queensway, Hong Kong on Monday, 15 December 2025 at 3:00 p.m. or at any adjournment thereof (as the case may be) convened for the purpose of considering and, if thought fit, passing the proposed resolutions as set out in the notice convening the Meeting and at such Meeting or at any adjournment thereof (as the case may be), to vote for me/us as hereunder indicated [5], or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR [5]	AGAINST [5]
1.	"**THAT** Mr. KE Xionghan be and is hereby removed as an executive director of the Company and shall cease to hold any and all position(s) in the Company with immediate effect upon the passing of this resolution."		
2.	"**THAT** Ms. HO Wing Yan be and is hereby removed as a non-executive director of the Company and shall cease to hold any and all position(s) in the Company with immediate effect upon the passing of this resolution."		
3.	"**THAT** Mr. CHEN Zhifeng be and is hereby removed as an independent non-executive director of the Company and shall cease to hold any and all position(s) in the Company with immediate effect upon the passing of this resolution."		
4.	"**THAT** Mr. CHUNG Ho Wai Alan be and is hereby appointed as a non-executive director of the Company with immediate effect upon the passing of this resolution."		
5.	"**THAT** Mr. TSO Ping Cheong Brian be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution."		
6.	"**THAT** Mr. CHAN Tin Ho be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution."		
7.	"**THAT** Dr. IP Wai Hung be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution."		
8.	"**THAT** the purported appointment of Mr. LIU Xiaopeng as an executive director of the Company, the chairman of the nomination committee of the Company and a member of the remuneration committee of the Company following the conclusion of the annual general meeting of the Company held on 30 June 2025 be and is hereby confirmed to have never taken place."		
9.	"**THAT** the purported appointment of Mr. CHONG Cha Hwa as an independent non-executive director of the Company and the chairman of each of the audit committee and remuneration committee of the Company following the conclusion of the annual general meeting of the Company held on 30 June 2025 be and is hereby confirmed to have never taken place."		
10.	"**THAT** the purported appointment of Mr. YANG Yunguang as an independent non-executive director of the Company and a member of the audit committee of the Company following the conclusion of the annual general meeting of the Company held on 30 June 2025 be and is hereby confirmed to have never taken place."		
11.	"**THAT** the purported appointment of Mr. WONG Tak Fan Frankie as an independent non-executive director of the Company following the conclusion of the annual general meeting of the Company held on 30 June 2025 be and is hereby confirmed to have never taken place."		
12.	"**THAT** each of the directors of the Company appointed to the Board between the date of the EGM Requisition (i.e. 16 September 2025) and immediately before the EGM and where there is an adjournment, the adjourned EGM, other than those persons who are to be appointed directors of the Company at the EGM (including where there is an adjournment, the adjourned EGM), be and is hereby removed as a director of the Company with immediate effect upon the passing of this resolution."		
13.	"**THAT** the Board be and is hereby authorised to fix the remuneration of the directors of the Company."		

ORDINARY RESOLUTIONS		FOR [5]	AGAINST [5]
14.	"**THAT** any one or more of the director(s) or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the aforementioned resolutions and to attend to any necessary registration and/or filing for and on behalf of the Company, and THAT the registered officer provider of the Company be and is hereby authorised to update the register of directors and officers of the Company in respect of the aforementioned resolutions, and arrange for the requisite filing in the Cayman Islands."		
15.	"**THAT** Mr. Ke Xionghan ("**Mr. Ke**") be and is hereby elected or re-elected (as the case may be) as an executive director of the Company with immediate effect upon the passing of this resolution."		
16.	"**THAT** Ms. Ho Wing Yan ("**Ms. Ho**") be and is hereby elected or re-elected (as the case may be) as a non-executive director of the Company with immediate effect upon the passing of this resolution."		
17.	"**THAT** Mr. Chen Zhifeng ("**Mr. Chen ZF**") be and is hereby elected or re-elected (as the case may be) as an independent non-executive director, and a member of the Nomination Committee, the audit committee of the Company (the "**Audit Committee**"), and the remuneration committee of the Company (the "**Remuneration Committee**"), in each case with immediate effect upon the passing of this resolution."		
18.	"**THAT** Mr. Chen Chen be and is hereby removed as a director of the Company and all other directorships, committee memberships and/or positions (if any) of the Company and its subsidiaries (collectively, the "**Group**") with immediate effect upon the passing of this resolution."		
19.	"**THAT** Mr. Li Jianli(李建利)("**Mr. Li JL**") be and is hereby appointed as an executive director of the Company with immediate effect upon the passing of this resolution."		
20.	"**THAT** Ms. Qin Haixia(覃海霞)("**Ms. Qin**") be and is hereby appointed as a non-executive director of the Company with immediate effect upon the passing of this resolution."		
21.	"**THAT** Ms. Lai Pik Chi Peggy(黎碧芝)("**Ms. Lai**") be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution."		
22.	"**THAT** Mr. Zheng Yuchun(鄭育淳)("**Mr. Zheng**") be and is hereby appointed as an independent non-executive director of the Company with immediate effect upon the passing of this resolution."		
23.	"**THAT** each and every director(s) of the Company ("**Director(s)**") (if any) appointed to the Board during the period commencing at the time of deposit of the requisition notice proposing (*inter alia*) this resolution (the "**Relevant Requisition Notice**") and ending on the conclusion of the extraordinary general meeting of the Company as requisitioned by the Relevant Requisition Notice (the "**Relevant EGM**") (or any adjournment thereof), both dates inclusive, other than those appointed, confirmed/ratified, elected or re-elected at the Relevant EGM pursuant to the Relevant Requisition Notice, be and are hereby removed as Director(s) (if any) with immediate effect upon the passing of this resolution, with the removal of each such Director(s) (if any) being put to vote individually as a sub-paragraph of this resolution."		

Dated this ________________________ day of ________________________ 2025 Signature(s) [6]: ____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, on poll, vote on his/her/its behalf. A proxy needs not be a member of the Company but must attend the Meeting in person to represent you. 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.
4. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "the Chairman of the Meeting" and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick in the box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said Meeting other than those referred to in the notice convening the Meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney duly authorised in writing.
7. The full text of the resolutions appears in the notice of the Meeting dated 28 November 2025.
8. In the case of joint registered holders of any Shares, any one of such persons may attend and vote at the Meeting either personally or by proxy in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holder is 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.
9. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, 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 the holding of the Meeting or any adjournment thereof (as the case may be).
10. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. In such event, this form of proxy shall be deemed to be revoked.
11. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in effect any time after 12:00 noon on the date of the extraordinary general meeting, the meeting will be postponed. The Company will post an announcement to notify shareholders of the date, time and place of the rescheduled meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail 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.