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B & B GROUP HOLDINGS LIMITED

(中國蜂業集團有限公司*)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8156)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “Extraordinary General Meeting”) of the shareholders of B & B Group Holdings Limited (the Company”) will be held at the 30th Floor, Sunshine Plaza, No. 353 Lockhart Road, Hong Kong on 12th June, 2006 at 10:00 a.m. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT the agreement dated 13th April, 2006 entered into between Loyalion Limited, a wholly owned subsidiary of the Company as Vendor and 湖南友誼阿波羅股份有限公司 (Hunan Friendship Apollo Company Limited) as Purchaser in relation to the disposal of a 20.83% equity interest in Your Mart Co. Ltd. at aggregate consideration of RMB56,446,000 (approximately HK\$54,275,000) be and is hereby approved, ratified and confirmed in all respects and that any one director of the Company be and is hereby authorised to do or execute all such acts or such other documents which the director may deem necessary, desirable or expedient to carry into effect or to give effect to the Disposal.”

By order of the Board
B & B Group Holdings Limited
Chan Ting
Director

Hong Kong, 22nd May, 2006

* For identification purposes only

Registered office:
Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
British West Indies
Cayman Islands

*Principal place of business
in Hong Kong:*
30th Floor
Sunshine Plaza
No. 353 Lockhart Road
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the principal place of business of the Company at the 30th Floor, Sunshine Plaza, No. 353 Lockhart Road, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting (or any adjournment thereof).
4. As at the date of this notice, the directors of the Company are Madam Cheung Kwai Lan, Mr. Chan Tung Mei, Mr. Lau Hin Kun, Mr. Chan Ting, Mr. Shaw Kyle Arnold Junior, Mr. Tian He Nian, Mr. Zhao Zhi Ming and Mr. To Yan Ming, Edmond.

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