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BILLION INDUSTRIAL HOLDINGS LIMITED

百宏實業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2299)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Billion Industrial Holdings Limited (the “**Company**”) will be held at Unit 1501, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong on 22 February 2022 at 10:00 a.m. to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:–

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) each of the sales agreements dated 12 January 2022 entered into between Fujian Billion Polymerization Fiber Technology Industrial Co., Ltd.* (福建百宏聚纖科技實業有限公司), an indirectly wholly-owned subsidiary of the Company, and Fujian Baikai Elastic Weaving Co., Ltd.* (福建省百凱彈性織造有限公司), Fujian Baikai Wrap Knitting Industry Co., Ltd.* (福建省百凱經編實業有限公司), Fujian Baikai Textile Chemical Fiber Industry Co., Ltd.* (福建百凱紡織化纖實業有限公司) and Fujian Baikai Zipper Dress Co., Ltd.* (福建省百凱拉鍊服飾有限公司), and the sales agreement dated 12 January 2022 entered into between Billion Industrial (Viet Nam) Co., Ltd. (百宏實業(越南)有限公司), an indirectly wholly-owned subsidiary of the Company, and Baikai Industry (Viet Nam) Co., Ltd. (百凱實業(越南)有限公司) (collectively, the “**2022 Sales Agreements**”), respectively (a copy of each of which is produced to the EGM), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof, be and are hereby approved, confirmed and ratified; and

- (b) the annual cap of RMB1,581,000 for the three years ending 31 December 2022, 2023 and 2024 for the transactions under the 2022 Sales Agreements be and is hereby approved, confirmed and ratified.”

2. **“THAT:**

- (a) each of the purchase agreement and the processing agreement dated 12 January 2022 entered into between Fujian Billion Polymerization Fiber Technology Industrial Co., Ltd.* (福建百宏聚纖科技實業有限公司) and Fujian Baikai Paper Co., Ltd.* (福建百凱紙品有限公司) (collectively, the **“2022 Purchase and Processing Agreements I”**) (a copy of each of which is produced to the EGM), and each of the purchase agreement and the processing agreement dated 12 January 2022 entered into between Fujian Billion Hightech Material Industrial Co., Ltd.* (福建百宏高新材料實業有限公司), an indirectly wholly-owned subsidiary of the Company, and Fujian Baikai Paper Co., Ltd.* (福建百凱紙品有限公司) (collectively, the **“2022 Purchase and Processing Agreements II”**) (a copy of each of which is produced to the EGM), and the purchase agreement dated 12 January 2022 entered into between Billion Industrial (Viet Nam) Co., Ltd. (百宏實業(越南)有限公司), an indirectly wholly-owned subsidiary of the Company, and Baikai Industry (Viet Nam) Co., Ltd. (百凱實業(越南)有限公司) (a copy of each of which is produced to the EGM) (together with the 2022 Purchase and Processing Agreements I and the 2022 Purchase and Processing Agreements II, the **“2022 Purchase and Processing Agreements”**), the terms and conditions thereof, the continuing connected transactions contemplated thereunder and the implementation thereof, be and are hereby approved, confirmed and ratified; and
- (b) the annual cap of RMB603,000,000, RMB621,000,000 and RMB626,000,000 for the years ending 31 December 2022, 2023 and 2024, respectively, for the transactions under the 2022 Purchase and Processing Agreements be and is hereby approved, confirmed and ratified.”

By Order of the Board
Billion Industrial Holdings Limited
Sze Tin Yau
Co-chairman

Hong Kong, 31 January 2022

Notes:

- (a) At the extraordinary general meeting, the chairman of the meeting will put each of the above resolutions to be voted by way of a poll pursuant to requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (b) Any member entitled to attend and vote at the extraordinary general meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A proxy need not be a member of the Company. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the extraordinary general meeting. A form of proxy for use in connection with the extraordinary general meeting is enclosed with the circular to shareholders dated 31 January 2022.
- (c) Where there are joint registered holders of any share in the issued share capital of the Company, any one of such persons may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the extraordinary general meeting, the vote of the senior holder who tenders a vote, whether in personal or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
- (d) To be valid, 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 that power or authority must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding of the extraordinary general meeting or any adjourned meeting.

As at the date of this notice, the Board comprises Mr. Sze Tin Yau and Mr. Wu Jinbiao as executive Directors, Mr. Zhang Shengbai as non-executive Director and Mr. Yu Wai Ming, Mr. Lin Jian Ming and Mr. Shih Chun Pi as independent non-executive Directors.

** For identification purposes only*