

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

CONTINUING CONNECTED TRANSACTION

2023 ELECTRICITY SUPPLY AGREEMENT

The Board announces that on 30 December 2022, Billion Fujian, a wholly-owned subsidiary of the Company entered into the 2023 Electricity Supply Agreement with Baikai Wrap Knitting pursuant to which Billion Fujian will supply electricity to Baikai Wrap Knitting during the period from 1 January 2023 to 31 December 2024.

As at the date of this announcement, Baikai Wrap Knitting is a wholly foreign-owned subsidiary of Baikai H.K., which in turn is wholly-owned by Mr. Lin Jinjing, the brother-in-law of both Mr. Sze Tin Yau and Mr. Wu Jinbiao, both being executive Directors. Given the relationships between Mr. Lin Jinjing and each of Mr. Sze Tin Yau and Mr. Wu Jinbiao and the ownership of Mr. Lin Jinjing in Baikai Wrap Knitting, the Board considered it appropriate to treat Baikai Wrap Knitting as a connected person for the purpose of the Company's compliance with Chapter 14A of the Listing Rules in relation to the 2023 Electricity Supply Agreement and the transactions contemplated under it.

Each of the relevant percentage ratios (as defined in Rule 14.07 of the Listing Rules) for the transactions under the Electricity Supply Agreement is higher than 0.1% but less than 5%. Accordingly, the Electricity Supply Agreement and the transactions contemplated under it are subject to the reporting and announcement requirements and the annual review requirements, but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

On 30 December 2022, Billion Fujian, a wholly-owned subsidiary of the Company entered into the 2023 Electricity Supply Agreement with Baikai Wrap Knitting pursuant to which Billion Fujian will supply electricity to Baikai Wrap Knitting during the period from 1 January 2023 to 31 December 2024.

2023 ELECTRICITY SUPPLY AGREEMENT

The principal terms of the 2023 Electricity Supply Agreement are as follows:

Date:	30 December 2022
Parties:	Billion Fujian Baikai Wrap Knitting
Term:	With effect from 1 January 2023 to 31 December 2024 (both dates inclusive)
Power capacity:	120 million volt-amperes
Unit price:	Billion Fujian agreed to supply electricity to Baikai Wrap Knitting, and Baikai Wrap Knitting agreed to purchase electricity at a unit price which shall be calculated based on such price of electricity as prescribed by the relevant governmental authorities plus RMB0.018 per KWh. The pricing mechanism is determined by the parties through arm's length negotiation, taking into account the pricing approved by the relevant governmental authorities.
Payment terms:	The amount of electricity consumed by Baikai Wrap Knitting will be recorded by power meters installed by Billion Fujian. Billion Fujian will conduct meter reading on a monthly basis and shall issue payment notice to Baikai Wrap Knitting accordingly. Baikai Wrap Knitting shall settle the payment notice within 3 business days upon receipt of such notice from Billion Fujian.

ANNUAL CAP OF THE 2023 ELECTRICITY SUPPLY AGREEMENT

Historical Transaction Amount and Annual Cap

The actual transaction amount and annual cap for the transactions contemplated under the 2021 Electricity Supply Agreement and the 2022 Electricity Supply Agreement are as follows:

	Year ended 31 December 2021 (RMB)	Year ending 31 December 2022 (RMB)
Transaction Amount	39,884,185	36,641,266*
Annual cap	65,000,000	65,000,000

* up to 30 November 2022

Proposed Annual Cap

The proposed annual cap for the transactions contemplated under the 2023 Electricity Supply Agreement for the year ending 31 December 2023 and 31 December 2024 are as follows:

	Year ending 31 December 2023	Year ending 31 December 2024
	<i>(RMB)</i>	<i>(RMB)</i>
Proposed annual cap	65,000,000	65,000,000

The annual caps for the 2023 Electricity Supply Agreement as set out above are determined with reference to (i) the average tariffs and the historical consumption by Baikai Wrap Knitting for the period between January 2022 and November 2022; (ii) the estimation of the electricity to be consumed by Baikai Wrap Knitting during the term of the 2023 Electricity Supply Agreement; and (iii) the current government prescribed unit price for electricity.

PRICING POLICY AND INTERNAL CONTROL

The relevant staff of Billion Fujian will oversee and update the actual price of the electricity supplied under the 2023 Electricity Supply Agreement upon any updates on the price as prescribed by Fujian Provincial Price Bureau and the relevant governmental authorities, which is subject to adjustment from time to time. The independent non-executive Directors and the auditors of the Company will review the transactions under the 2023 Electricity Supply Agreement annually to ensure that the transactions under the 2023 Electricity Supply Agreement are conducted in compliance with the terms of the 2023 Electricity Supply Agreement.

GENERAL INFORMATION ABOUT THE GROUP AND BAIKAI WRAP KNITTING

The Group is principally engaged in the development and manufacturing of differentiated polyester filament yarns in the PRC.

Baikai Wrap Knitting is principally engaged in the business of weaving, dyeing and processing high-end knit fabric.

CONNECTED RELATIONSHIP BETWEEN THE PARTIES

Baikai Wrap Knitting is a wholly foreign-owned subsidiary of Baikai H.K., which in turn is wholly-owned by Mr. Lin Jinjing. Mr. Lin Jinjing is the brother-in-law of both Mr. Sze Tin Yau and Mr. Wu Jinbiao, who are executive Directors. Given the relationships between Mr. Lin Jinjing and each of Mr. Sze Tin Yau and Mr. Wu Jinbiao and the ownership of Mr. Lin Jinjing in Baikai Wrap Knitting, the Board considered it appropriate to treat Baikai Wrap Knitting as a connected person for the purpose of the Company's compliance with Chapter 14A of the Listing Rules in relation to the 2023 Electricity Supply Agreement and the transactions contemplated under it.

REASONS FOR AND BENEFITS OF THE 2023 ELECTRICITY SUPPLY AGREEMENT

The provision of electricity to Baikai Wrap Knitting will enable Billion Fujian to increase the utilization rate of its substations and provide an additional source of revenue for the Group during the term of the 2023 Electricity Supply Agreement by utilising the excess capacity of the relevant substations.

The Board (including the independent non-executive Directors) considers that the 2023 Electricity Supply Agreement was entered into in the ordinary course of business of the Company, and that its terms are fair and reasonable, and in the interests of the Company and the Shareholders as a whole. Mr. Sze Tin Yau and Mr. Wu Jinbiao have abstained from voting on the relevant board resolution approving the 2023 Electricity Supply Agreement and the transactions contemplated under it. Save as disclosed above, no other Directors have any material interest in the 2023 Electricity Supply Agreement and the transactions contemplated under it.

IMPLICATIONS UNDER THE LISTING RULES

Each of the relevant percentage ratios (as defined in Rule 14.07 of the Listing Rules) for the transactions under the 2023 Electricity Supply Agreement is higher than 0.1% but less than 5%. Accordingly, the 2023 Electricity Supply Agreement and the transactions contemplated under it are subject to the reporting and announcement requirements and the annual review requirements, but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“2021 Electricity Supply Agreement”	the agreement dated 31 March 2021 entered into between Billion Fujian and Baikai Wrap Knitting in respect of the supply of electricity by Billion Fujian to Baikai Wrap Knitting
“2022 Electricity Supply Agreement”	the agreement dated 29 December 2021 entered into between Billion Fujian and Baikai Wrap Knitting in respect of the supply of electricity by Billion Fujian to Baikai Wrap Knitting
“2023 Electricity Supply Agreement”	the agreement dated 30 December 2022 entered into between Billion Fujian and Baikai Wrap Knitting in respect of the supply of electricity by Billion Fujian to Baikai Wrap Knitting
“Baikai H.K.”	Baikai (HK) Industrial Limited (百凱(香港)實業有限公司), a company incorporated in Hong Kong with limited liability on 3 June 2008. Baikai H.K. is wholly-owned by Mr. Lin Jinjing
“Baikai Wrap Knitting”	Fujian Baikai Wrap Knitting Industry Co., Ltd.* (福建省百凱經編實業有限公司), a limited liability company established under the laws of the PRC on 27 September 2002 and a wholly-owned subsidiary of Baikai H.K.
“Billion Fujian”	Fujian Billion Polymerization Fiber Technology Industrial Co., Ltd.* (福建百宏聚纖科技實業有限公司), a limited liability company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors
“Company”	Billion Industrial Holdings Limited (百宏實業控股有限公司), a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries

“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 30 December 2022

As at the date of this announcement, 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*