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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)

### ANNOUNCEMENT

#### (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 MAY 2025 AND (2) RETIREMENT OF EXECUTIVE DIRECTOR AND MATTERS RELATING TO RULE 13.92 OF THE LISTING RULES

References are made to the circular (the “AGM Circular”) and the notice (the “AGM Notice”) of the annual general meeting (“AGM”) of Billion Industrial Holdings Limited (the “Company”) dated 17 April 2025. Unless otherwise specified, terms in this announcement shall have the same meanings as those defined in the AGM Circular.

#### POLL RESULTS OF THE AGM

The board of directors (the “Board”) of the Company is pleased to announce that, the proposed resolutions No. 1 to 8 and No.10 as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the AGM held on Friday, 23 May 2025. The proposed resolution No.9 as set out in the AGM Notice was not passed by the Shareholders. The poll results were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2024.	2,052,150,393 (100.00%)	0 (0.00%)
2.	To authorise the board of Directors to fix the remuneration of the Directors.	2,052,150,393 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	To re-appoint Forvis Mazars CPA Limited (formerly known as Mazars CPA Limited) as auditors of the Company and to authorize the board of Directors to fix their remuneration.	2,052,150,393 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of this resolution.	2,052,150,393 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of this resolution.	2,052,084,393 (100.00%)	66,000 (0.00%)
6.	To extend the general mandate granted to the Directors to issue additional shares of the Company by the aggregate number of the shares repurchased by the Company.	2,052,084,393 (100.00%)	66,000 (0.00%)
<b>Special Resolutions</b>			
7.	To re-elect Mr. Sze Tin Yau as an executive Director.	2,052,150,393 (100.00%)	0 (0.00%)
8.	To re-elect Mr. Wu Jinbiao as an executive Director.	2,052,150,393 (100.00%)	0 (0.00%)
9.	To re-elect Ms. Shi Haiyan as an executive Director.	1,271,959,585 (61.98%)	780,190,808 (38.02%)
10.	To re-elect Mr. Shih Chun Pi as an independent non-executive Director.	2,052,150,393 (100.00%)	0 (0.00%)

As at the date of the AGM, the total number of issued shares of the Company was 2,115,328,000, (including 14,000 Shares which have been repurchased and were yet to be cancelled), and holders of 2,115,314,000 Shares were entitled to attend and vote on the proposed resolutions at the AGM. There was no restriction on any Shareholders of the Company to cast votes on any of the proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution proposed at the AGM as set out in Rule 13.40 of the Listing Rules, nor were there any Shareholders that are required under the Listing Rules to abstain from voting at the AGM. No Shareholders had indicated in the AGM Circular that they intended to vote against or to abstain from voting on any resolutions at the AGM.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions No. 1 to 6, resolutions No. 1 to 6 were duly passed as ordinary resolutions of the Company, and as more than 75% of the votes were cast in favour of each of the special resolutions No. 7 to 8 and No. 10, resolutions No. 7 to 8 and No. 10 were duly passed as special resolutions of the Company. As less than 75% of the votes were cast in favour of the special resolution No. 9, resolution No. 9 was therefore not passed as special resolution of the Company.

Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar, was appointed and acted as the scrutineer for the purpose of vote-taking at the AGM.

All Directors attended the AGM in person or by electronic means.

### **RETIREMENT OF EXECUTIVE DIRECTOR AND MATTERS RELATING TO RULE 13.92 OF THE LISTING RULES**

Following the poll results set out above, the special resolution No.9 in respect of re-election of Ms. Shi Haiyan as an executive Director was not passed at the AGM. Therefore, Ms. Shi Haiyan retired as an executive Director with effect from 23 May 2025. She also ceased to be a member of the nomination committee of the Board with effect from 23 May 2025.

The Board is not aware of any disagreement with Ms. Shi Haiyan or any matters relating to her retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange. The Board would like to express its sincere gratitude to Ms. Shi Haiyan for her contributions to the Company during her tenure of service.

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. Following the retirement of Ms. Shi Haiyan, the Company has a single board and does not meet the requirement under Rule 13.92 of the Listing Rules.

The Board will use its best endeavors to identify a suitable female candidate for appointment as a Director within three months from the date of this announcement in order to ensure the compliance with Rule 13.92 of the Listing Rules. Further announcement will be made by the Company as and when appropriate.

By order of the Board of  
**Billion Industrial Holdings Limited**  
**Law Hoi Ching**  
*Company Secretary*

Hong Kong, 23 May 2025

*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.*