
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Billion Industrial Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.



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)

(1) PROPOSED SHARE CONSOLIDATION; AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalized terms used on this cover shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 3 to 11 of this circular.

A notice convening the EGM of the Company to be convened and held at Unit 1501, Office Tower, Convention Plaza, No.1 Harbour Road, Wanchai, Hong Kong on Monday, 12 October 2026 at 9:00 a.m. is set out on pages 12 to 14 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event by not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so desire.

This circular will remain on the website of the Company at <http://www.baihong.com> and the website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Information" page for at least seven days from the date of its posting.

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE	ii - iii
DEFINITIONS	1 - 2
LETTER FROM THE BOARD	3 - 11
NOTICE OF EXTRAORDINARY GENERAL MEETING	12 - 14

EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Consolidation, which is indicative only and has been prepared on the assumption that all the conditions of the Share Consolidation be fulfilled or otherwise waived:

Event	Date and Time
Latest date and time for lodging transfer documents in order to qualify for attending and voting at EGM.	4:30 p.m. on Tuesday, 6 October 2026
Closure of the register of members for the entitlement to attend and vote at the EGM.	Wednesday, 7 October 2026 to Monday, 12 October 2026 (both days inclusive)
Latest date and time for lodging proxy form.	9:00 a.m. on Saturday, 10 October 2026
Record date for attendance and voting at the EGM.	Monday, 12 October 2026
Expected date and time of the EGM.	9:00 a.m. on Monday, 12 October 2026
Publication of announcement of EGM voting results	Monday, 12 October 2026
Register of members of the Company re-opens.	Tuesday, 13 October 2026
Effective date of the Share Consolidation.	Wednesday, 14 October 2026
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Wednesday, 14 October 2026
Dealing in the Consolidated Shares commences	9:00 a.m. on Wednesday, 14 October 2026
Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares temporarily closes	9:00 a.m. on Wednesday, 14 October 2026
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens.	9:00 a.m. on Wednesday, 14 October 2026

EXPECTED TIMETABLE

Original counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Thursday, 29 October 2026
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) commences	9:00 a.m. on Thursday, 29 October 2026
Designated Broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Thursday, 29 October 2026
Designated Broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Wednesday, 18 November 2026
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares closes	4:10 p.m. on Wednesday, 18 November 2026
Parallel trading in the Consolidated Shares (in the form of new and existing share certificates) closes	4:10 p.m. on Wednesday, 18 November 2026
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Friday, 20 November 2026

DEFINITIONS

Unless the context requires otherwise, the use of capitalized terms in this circular shall have the following meanings:

“Board”	the board of Directors
“Business Day”	a day (excluding Saturday and Sunday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general business
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system, which is established and operated by the HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Company”	Billion Industrial Holdings Limited, a company incorporated under the laws of the Cayman Islands and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2299)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Designated Broker”	Computershare Hong Kong Investor Services Limited, an agent appointed by the Company to provide matching services, on a best-effort basis, for the odd lots of the Consolidated Shares
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company convened to be held for the purpose of considering and, if thought fit, approving the proposed Share Consolidation
“Existing Shares”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation having become effective

DEFINITIONS

“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, with its address at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Latest Practicable Date”	11 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	the listing sub-committee of the Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case may be
“Share Consolidation”	the share consolidation of every two (2) issued and unissued Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of the Share(s) or the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Sze Tin Yau *(Co-chairman)*

Mr. Wu Jinbiao *(Chief Executive Officer)*

Ms. Shi Haiyan

Non-executive Director:

Mr. Zhang Shengbai *(Co-chairman)*

Independent Non-executive Directors:

Mr. Yu Wai Ming *(Lead Independent Non-executive Director)*

Mr. Lin Jian Ming

Mr. Qiu Dahong

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 1501

Office Tower Convention Plaza

No. 1 Harbour Road

Wanchai

Hong Kong

25 September 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 11 September 2026 in relation to the Share Consolidation.

The purpose of this circular is to provide the Shareholders with, inter alia, (i) other information required under the Listing Rules; and (ii) a notice convening the EGM.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board intends to put forward a proposal to the Shareholders to effect the Share Consolidation which involves the consolidation of every two (2) issued and unissued Existing Shares of par value HK\$0.01 each into one (1) Consolidated Share of par value of HK\$0.02 each. The Share Consolidation is conditional upon, inter alia, the approval by the Shareholders by way of poll at the EGM.

Conditions of the proposed Share Consolidation

The implementation of the Share Consolidation is conditional upon the following:

- (i) the passing of a special resolution to approve the Share Consolidation by the Shareholders at the EGM;
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares; and
- (iii) compliance with the relevant procedures and requirements under the laws of the Cayman Islands and the Listing Rules to perform the Share Consolidation.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

The Share Consolidation will become effective on the second Business Day immediately following the fulfillment of the above conditions.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Existing Shares with par value of HK\$0.01 each, of which 2,110,420,000 Existing Shares have been allotted and issued as fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased between the date of the Latest Practicable Date and the date of the EGM, immediately after the Share Consolidation becoming effective, the authorized share capital of the Company will become HK\$100,000,000 divided into 5,000,000,000 Consolidated Shares of HK\$0.02 each, of which 1,055,210,000 Consolidated Shares will be in issue.

The Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into any Shares.

LETTER FROM THE BOARD

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. Neither would the Share Consolidation involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company.

Status of the Consolidated Shares

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Company's articles of association. The Share Consolidation will not result in any change in the relative rights or proportionate interests of the holders of shares of the same class.

Listing Application

An application will be made by the Company to the Listing Committee for the granting of the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and the permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange, or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time and all necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares or any other equity or debt securities in issue of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

LETTER FROM THE BOARD

Arrangements for odd lot trading

To alleviate the difficulties arising from the existence of odd lot of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Computershare Hong Kong Investor Services Limited, as an agent to provide matching services for sale and purchase of odd lot of the Consolidated Shares on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Shareholders who wish to take advantage of this facility should contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (telephone number: (852) 2862 8555) during office hours (i.e. 9: 00 a.m. to 6: 00 p.m.) on working days (excluding Saturdays, Sundays and public holidays) for the period from 9:00 a.m. on Thursday, 29 October 2026 to 4:00 p.m. on Wednesday, 18 November 2026 (both days inclusive). Shareholders who would like to match odd lots are recommended to make an appointment in advance by dialling the telephone number of Computershare Hong Kong Investor Services Limited set out above.

Holders of odd lot of the Consolidated Shares should note that successful matching of the sale and purchase of odd lot of the Consolidated Shares are not warranted. Any Shareholder who is in any doubt on the odd lot arrangements is advised to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation having become effective, Shareholders may, during the period from 9:00 a.m. on Wednesday, 14 October 2026 to 4:30 p.m. on Friday, 20 November 2026 (both days inclusive), submit the existing share certificates in blue color for the Existing Shares to the Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares in purple color. Thereafter, existing share certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at the expense of the Shareholders on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each existing share certificate cancelled or each new share certificate issued for Consolidated Shares (whichever is higher) but are not acceptable for delivery, trading and settlement purposes.

NO CHANGE IN BOARD LOT SIZE

As at the date of this circular, the Existing Shares are traded on the Stock Exchange in board lot size of 2,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged at 2,000 Consolidated Shares.

LETTER FROM THE BOARD

REASONS FOR THE PROPOSED SHARE CONSOLIDATION

The Group has been actively reviewing from different levels and ways to enrich the development strategy of corporate sustainability and optimization to create value. The Board considers that the Share Consolidation is in the best interests of the Company and the Shareholders as a whole. The principal reasons for the Share Consolidation are set out below:

Enhancement of Corporate Image and Broadening of the Investor Base

The Board is of the view that the expected upward adjustment in the trading price per Consolidated Share will elevate the Company's corporate image and profile in the capital markets and attract a broader range of investors. The Board believes that certain investors are sensitive to the trading price per share of a particular company as compared to the trading price per share of its industry competitors, which may include both institutional and professional investors. These investors tend to consider, inter alia, whether the trading price per share (rather than the trading amount for each board lot) is at a reasonable or prescribed level relevant to other industry peers and not only the stability of the share price performance. The Board studied the trading price and the trading volume of the shares of a number of its industry competitors, which are listed on the A-share market in the PRC eligible for trading under the Shanghai Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect. The following table sets forth the details of the industry competitors studied by the Board and the relevant information:—

Peer Company	Description on Comparability/Reason for Selection
Hengli Petrochemical Co., Ltd. 恒力石化股份有限公司 (600346.SH)	This is a comparable company as it is a downstream polyester product peer and a major producer of PTA, the Company's key raw material input. Though more broadly integrated into refining, its polyester fiber and film divisions share identical market drivers and margin cycles with the Company.
Jiangsu Eastern Shenghong Co., Ltd. 江蘇東方盛虹股份有限公司 (000301.SZ)	This is a comparable company as it maintains direct product overlap with the Company, through its core POY, FDY, and DTY polyester filament lines. Like the Company, it is positioned along the PX-PTA-polyester value chain with underlying profitability tied to the same synthetic fiber cycle.
Tongkun Group Co., Ltd. 桐昆集團股份有限公司 (601233.SH)	This is a comparable company as its revenue is heavily weighted towards POY, FDY, DTY, and PTA, directly matching the Company's core filament portfolio. Both companies share identical downstream textile end markets and operate on margins driven by the PTA-polyester spread.
Xinfengming Group Co., Ltd. 新鳳鳴集團股份有限公司 (603225.SH)	This is a comparable company as it maintains a high degree of pure polyester filament product overlaps with the Company, spanning POY, FDY, DTY, and staple fibers. Its specialized focus on differentiated fibers and integrated PTA processing directly aligns with the Company's core spinning operations.
Hengyi Petrochemical Co., Ltd. 恒逸石化股份有限公司 (000703.SZ)	This is a comparable company as it generates a substantial portion of its revenue from polyester products, creating direct downstream overlap with the Company's POY, FDY, and DTY portfolio. Its large-scale PTA operations simultaneously benchmark the Company's primary feedstock costs and upstream material exposure.
Rongsheng Petrochemical Co., Ltd. 榮盛石化股份有限公司 (002493.SZ)	This is a comparable company as overlaps directly with the Company's business model via its polyester film, chemical fiber, and PTA segments. While significantly larger in upstream mega-refining, its polyester material division shares the exact same price-sensitivity drivers as the Company.

LETTER FROM THE BOARD

The shares of the above companies, being the Company's industry peers, had been consistently trading at a price per share that is above the Company's share price for a prolonged period. As such, the Board believes that those investors who are sensitive to the trading price per share of a particular company as compared to the trading price per share of its industry competitors, may initially filtered out or overlooked the Company before they further decide, based on other factors (aside from relative trading price), which company or companies in the same or similar industry sector to invest.

The Board observed that, the 30-day and 200-day average closing price of the Company's industry peers (up to and including the Latest Practicable Date) ranged from approximately RMB13.60 (equivalent to approximately HK\$15.93) to approximately RMB24.50 (equivalent to approximately HK\$28.70), and from approximately RMB11.90 (equivalent to approximately HK\$13.94) to approximately RMB20.49 (equivalent to approximately HK\$24.00), respectively, which represented approximately 2 to 4 times higher than the closing price of the Existing Shares for the respective periods. The Board is of the view that it is fair and reasonable to use these comparison periods, as 30-day period reflects short-term price momentum and recent market trends and 200-day period may smooths out short-term volatility and reflects market direction in broader and longer term, and combining both of these historical price benchmarks ensures a comprehensive, balanced, and objective comparison.

The Board also observed that, during the past three months (up to and including the Latest Practicable Date), the average daily trading volume by value of each of the Company's industry peers is substantially higher than that of the Company's Existing Shares for the same period. This trading-volume analysis is mainly concerned with examining the general liquidity position of the Company's existing shares as compared to the listed shares of the Company's industry peers, while the Board is not aware of any established evidence showing any correlation between the share price and the trading volume of shares listed on any stock market.

Based on the closing price of HK\$5.71 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical closing price of each Consolidated Share is HK\$11.42 per Consolidated Share and is expected to be closer to the range of the trading price per share of the Company's industry peers. As at the Latest Practicable Date, the last closing share price of the Company's industry peers ranged between approximately RMB13.38 (equivalent to approximately HK\$15.65) to approximately RMB23.41 (equivalent to approximately HK\$27.37). The Share Consolidation is therefore expected to make the Consolidated Shares more appealing to a broader spectrum of institutional and professional investors by creating a more positive corporate image in comparison with the Company's competitors as investors evaluate companies in the same or similar industries to assess their investment strategy, thereby diversifying and strengthening the Company's shareholder base and potentially enhancing the long-term liquidity of the Consolidated Shares and optimize the overall trading environment for the benefits of the Shareholders.

The Board is also of the view that the expected upward adjustment in the trading price per Consolidated Shares help to address a potential issue that the fundamentals of the Company may be overlooked by certain financial institutions when assessing the credibility and reputation of the Company as compared to its industry competitors. In turn, this may help the Company to maintain flexibility in its financing options to support the need of its business development in the future.

LETTER FROM THE BOARD

Upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged at 2,000 Consolidated Shares and it is expected that the trading amount of each board lot will increase. The Board is of the view that, generally, companies with a lower trading amount for each board lot are more prone to attract short-term speculators and tends to result in unnecessary fluctuations in their share prices. Conversely, a higher trading amount for each board lot may help attract other long-term investors and may be more beneficial to the Shareholders in the longer-run. In determining the consolidation ratio, the Board has given due consideration to a number of factors, including the historical and projected performance of the Existing Shares relative to the Company's industry competitors, the general market conditions and economic trends, the likely impact of the consolidation ratio on the interest of the investors in the Consolidated Shares, and the potential impact with the creation of odd lots for the existing Shareholders.

As at the date of this circular, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

Reduction in Proportionate Transaction Costs

The trading of the Shares on the Stock Exchange is subject to certain fixed minimum transaction costs, including minimum brokerage commissions, clearing fees, and other handling charges levied by securities brokers and financial institutions. The Board believes that the upward adjustment on the trading price per Consolidated Shares will effectively reduce the transaction costs for the Shareholders as a percentage of the total investment value of each trade, which can be relatively significant when the stock price is low as certain fees are calculated on a per-share basis.

No material adverse effect of the Company's financial position

The board acknowledges that the Share Consolidation may give rise to odd lots issues for the existing Shareholders. To minimize such impact, the Company has arranged for a securities broker to provide odd lots arrangements and matching services.

Accordingly, the Board considers the Share Consolidation will not have any material adverse effect on the financial position of the Company, nor will it result in change in the relative rights of the Shareholders. Taking into account of the potential benefits and the insignificant amount of costs to be involved, the Board is of the view that the Share Consolidation is in the interests of the Company and its Shareholders.

LETTER FROM THE BOARD

EGM

The Company will hold the EGM to approve the proposed Share Consolidation contemplated thereunder. A notice convening the EGM is set out on pages 12 to 14 of this circular. The EGM will be convened at Unit 1501, Office Tower, Convention Plaza, No.1 Harbour Road, Wanchai, Hong Kong on Monday, 12 October 2026 at 9:00 a.m. for the purpose of considering and, if thought fit, approving the proposed Share Consolidation.

To the best knowledge of the Company after having made all reasonable enquiries, at the Latest Practicable Date, there were no other Shareholders who were required to abstain from voting in respect of a special resolution proposed to be considered and (if thought fit by the Shareholders) approved at the EGM.

A form of proxy for use at the EGM is also enclosed. Whether or not you are unable to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event no later than 48 hours before the time for EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the EGM will be voted on by way of poll by the Shareholders. After conclusion of the EGM, the poll results announcement will be published on the respective websites of the Stock Exchange and the Company. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Existing Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his votes or cast all the votes he uses in the same way.

CLOSURE OF REGISTER OF MEMBERS FOR THE EGM

The register of members of the Company will be closed from Wednesday, 7 October 2026 to Monday, 12 October 2026 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM. No transfer of shares will be registered during the mentioned book closure period.

RECOMMENDATION

The Board is of the opinion that the terms of the Share Consolidation are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of the resolutions as set out in the notice of the EGM for the approval of the Share Consolidation.

LETTER FROM THE BOARD

GENERAL

In case of any discrepancies between the Chinese and English versions of this circular, the English version shall prevail.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Shareholders and potential investors should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraphs headed “Conditions of the proposed Share Consolidation” above. Accordingly, the Share Consolidation may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

Yours faithfully,
Billion Industrial Holdings Limited
Sze Tin Yau
Co-chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 Monday, 12 October 2026 at 9:00 a.m. to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions of the Company:—

SPECIAL RESOLUTIONS

“THAT:

subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective; and (ii) the compliance with the relevant procedures and requirements under Hong Kong laws (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation (as hereinafter defined), with effect from the second business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is later):

- (a) every two (2) issued and unissued existing ordinary shares of the Company of HK\$0.01 (the “**Existing Shares**”) be consolidated into one (1) ordinary share of HK\$0.02 each (each a “**Consolidated Share**”), such Consolidated Shares shall rank pari passu in all respects with each other (the “**Share Consolidation**”) so that following the Share Consolidation the authorized share capital of the Company will be changed from HK\$100,000,000 divided into 10,000,000,000 Existing Shares of par value of HK\$0.01 each to HK\$100,000,000 divided into 5,000,000,000 Consolidated Shares of par value of HK\$0.02 each;
- (b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company on such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit and/or repurchased (and, if thought fit, cancelled) in such manner and on such terms as the Directors may think fit;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) Mr. Sze Tin Yau, the Co-Chairman of the Board, be and are hereby authorized to make, procure or approve any amendments thereto as he may in his absolute discretion consider necessary or appropriate for and on behalf of the Company, and to arrange for the publication of the English and Chinese versions of the announcement and the circular on the website of the Stock Exchange in due course; and
- (d) Mr. Sze Tin Yau, the Co-Chairman of the Board and/or Mr. Wu Jinbiao, the executive director and Chief Executive Officer of the Company, be and are hereby authorized to issue new share certificates in respect of the Consolidated Shares and to do all such acts and things and to sign and execute all such documents, including under seal where applicable, and handle all filing procedures with the regulatory authorities (such as the Stock Exchange and the Companies Registry) on all such documents, instruments and agreements, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement the Share Consolidation.”

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

Hong Kong, 25 September 2026

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 herewith.
- (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 person 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 notorially 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.
- (e) To determine the entitlement to attend and vote at the extraordinary general meeting, the Company’s branch share registrar in Hong Kong will be closed from Wednesday, 7 October 2026 to Monday, 12 October 2026, both days inclusive, during which period no transfer of shares will be effected. To be eligible to attend and vote at the extraordinary general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 6 October 2026. The record date of the EGM is Monday, 12 October 2026.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the board of directors of the Company comprises Mr. Sze Tin Yau, Mr. Wu Jinbiao and Ms. Shi Haiyan as executive directors, Mr. Zhang Shengbai as non-executive director and Mr. Yu Wai Ming, Mr. Lin Jian Ming and Mr. Qiu Dahong as independent non-executive directors.