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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 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;
- (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 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.
- (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.

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.