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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 of Billion Industrial Holdings Limited (the “Company”) will be held at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 April 2012 at 11:30 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** the revised annual cap of RMB79,991,000 for the year ended 31 December 2011 for the transactions under the Sales Agreement I (as defined in the circular of the Company dated 5 March 2012) be and is hereby approved, confirmed and ratified;
2. **THAT** the annual caps of RMB527,100,000, RMB617,600,000 and RMB710,700,000 for each of the three years ending 31 December 2012, 2013 and 2014 for the transactions under the Revised Sales Agreements (as defined in the circular of the Company dated 5 March 2012) be and are hereby approved and confirmed; and

3. **THAT** the annual caps of RMB303,100,000, RMB421,900,000 and RMB552,100,000 for each of the three years ending 31 December 2012, 2013 and 2014 for the transactions under the Baikai Purchase and Processing Agreements (as defined in the circular of the Company dated 5 March 2012) be and are hereby approved and confirmed.

By Order of the Board
Billion Industrial Holdings Limited
Sze Tin Yau
Chairman

Hong Kong, 5 March 2012

Principal place of business in Hong Kong:

Unit 1501

Office Tower Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

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.
- (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 5 March 2012.

- (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 Shops 1712-1716, 17/F, 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, Mr. Wu Jinbiao, Mr. Wu Jianshe and Mr. He Wenyao as executive directors, Mr. Yeung Chi Tat, Ms. Zhu Meifang and Mr. Ma Yuliang as independent non-executive directors.