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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 Shengli Oil & Gas Pipe Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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SHENGLI OIL & GAS PIPE HOLDINGS LIMITED

勝利油氣管道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1080)

**RENEWAL OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF THE DIRECTORS
RE-APPOINTMENT OF THE AUDITOR
AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Shengli Oil & Gas Pipe Holdings Limited to be held at the office building of Shandong Shengli Steel Pipe Co., Ltd., Zhongbu Town, Zhangdian District, Zibo City, Shandong Province, the PRC on Friday, 21 June 2019 at 3:00 p.m. is set out on pages 20 to 25 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof, should you so wish.

21 May 2019

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained in this circular misleading.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at the office building of Shandong Shengli Steel Pipe Co., Ltd., Zhongbu Town, Zhangdian District, Zibo City, Shandong Province, the PRC on Friday, 21 June 2019 at 3:00 p.m. or any adjournment thereof;
“AGM Notice”	the notice convening the AGM set out on pages 20 to 25 of this circular;
“Articles”	the articles of association of the Company;
“Board”	the board of directors of the Company;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands, as amended, supplemented or modified from time to time;
“Company”	Shengli Oil & Gas Pipe Holdings Limited, a company incorporated under the Cayman Islands Law on 3 July 2009 with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of the issued Shares of the Company as at the date of passing such proposed ordinary resolution at the AGM;

DEFINITIONS

“Latest Practicable Date”	16 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion herein;
“Listing Date”	18 December 2009, the date on which dealings in Shares first commenced on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular, does not include Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of the issued Shares of the Company as at the date of passing such proposed ordinary resolution at the AGM;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.



勝利管道
SHENGLI PIPE

SHENGLI OIL & GAS PIPE HOLDINGS LIMITED

勝利油氣管道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1080)

Executive Directors

Mr. Zhang Bizhuang (*Chief Executive Officer*)
Mr. Jiang Yong (*Vice President*)
Mr. Wang Kunxian (*Vice President*)
Ms. Han Aizhi (*Vice President*)
Mr. Song Xichen (*Vice President*)

Non-executive Director

Mr. Wei Jun (*Chairman*)

Independent non-executive Directors

Mr. Chen Junzhu
Mr. Wu Geng
Mr. Qiao Jianmin

Registered office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong*

Room 2111
21st Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

21 May 2019

*To the Shareholders and, for information only,
the holders of share options of the Company*

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF THE DIRECTORS
RE-APPOINTMENT OF THE AUDITOR
AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of re-election of the

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Directors; (iv) inform you about the arrangement for re-appointment of the auditor of the Company; (v) provide you with details of the amendments to the Articles; and (vi) give you notice of the AGM.

Ordinary resolutions will be proposed at the AGM for the Shareholders to approve, among other things,

- (i) the grant of the Issue Mandate to the Directors;
- (ii) the grant of the Repurchase Mandate to the Directors;
- (iii) the extension of scope of the Issue Mandate by adding the Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM);
- (iv) the re-election of retiring Directors and authorise the Board to fix their remuneration; and
- (v) the re-appointment of auditor and authorise the Board to fix its remuneration.

A special resolution will be proposed at the AGM for the Shareholders to approve the amendments to the Articles.

ISSUE MANDATE

At the last annual general meeting of the Company held on 22 June 2018, a general mandate was granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares on the Stock Exchange. Such mandate will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate in order to provide flexibility and discretion to the Directors to allot, issue and otherwise deal with new Shares. As at the Latest Practicable Date, the Company had an issued share capital of HK\$327,436,560 divided into 3,274,365,600 Shares with par value of HK\$0.10 each. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued or bought back by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 654,873,120 Shares, representing 20% of the total number of Shares in issue and a share capital of HK\$65,487,312, being issued by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, an ordinary resolution will also be proposed to extend the scope of the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

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REPURCHASE MANDATE

At the last annual general meeting of the Company held on 22 June 2018, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors to enable them to buy back the Shares on the Stock Exchange. As at the Latest Practicable Date, the Company had an issued share capital of HK\$327,436,560 divided into 3,274,365,600 Shares with par value of HK\$0.10 each. Subject to the passing of an ordinary resolution approving the Repurchase Mandate and on the basis that none of the outstanding share options is exercised and no Shares will be issued or repurchased by the Company prior to the AGM, exercise of the Repurchase Mandate in full would result in up to a maximum of 327,436,560 Shares, representing 10% of the total number of Shares in issue and a share capital of HK\$32,743,656, being repurchased by the Company. An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles, Mr. Song Xichen, Mr. Chen Junzhu and Mr. Qiao Jianmin shall retire from office at the AGM. Being eligible, Mr. Song, Mr. Chen and Mr. Qiao will offer themselves for re-election as Directors at the AGM.

Pursuant to Article 83(3) of the Articles, Mr. Wei Jun was appointed by the Board as a non-executive Director on 29 January 2019 and he shall hold office until the AGM. Being eligible, Mr. Wei will offer himself for re-election at the AGM.

The particulars of the retiring Directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint ZHONGHUI ANDA CPA Limited (formerly known as ANDA CPA Limited) as auditor of the Company at the AGM.

AMENDMENTS TO ARTICLES OF ASSOCIATION

In order to enhance the corporate governance of the Company, the Board proposes to put forward to the Shareholders for approval at the AGM a special resolution to amend the Articles. The details of the proposed amendments to the Articles are set out below:

1. The existing Article 86(5), which reads:

“is prohibited by law from being a Director; or”

is to be deleted in its entirety and replaced by the following new Article 86(5):

“is prohibited by law from being a Director;”

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2. The existing Article 86(6), which reads:

“ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles.”

is to be deleted in its entirety and replaced by the following new Article 86(6):

“shall be removed from office by notice in writing served upon him/her signed by all other Directors. The notice shall be served on the Director either by sending it through the post in a prepaid envelope addressed to him/her at his/her registered address as appearing in the Register of Directors of the Company, or personally. For the purpose of determining the time of service of such notice, sub-paragraphs (a) and (c) of Article 159 shall be applicable; or”

3. A new Article 86(7) as set out below, be added immediately after Article 86(6):

“ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles.”

If the above proposed amendments are approved by the Shareholders, the revised Article 86, as marked up showing the amendments thereto, shall read as follows:

- Article 86 The office of a Director shall be vacated if the Director:
- (1) resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board;
 - (2) becomes of unsound mind or dies;
 - (3) without special leave of absence from the Board, is absent from meetings of the Board for six consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated;
 - (4) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;
 - (5) is prohibited by law from being a Director;~~or~~
 - (6) ~~ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles.~~ shall be removed from office by notice in writing served upon him/her signed by all other Directors. The notice shall be served on the Director either by sending it through the post in a prepaid envelope addressed to him/her at his/her registered address as appearing in the Register of Directors of the Company or personally. For the purpose of determining the time of service of such notice, sub-paragraphs (a) and (c) of Article 159 shall be applicable; or

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- (7) ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles.

Shareholders are advised that, in case of any discrepancies between the English and Chinese versions of the Articles and the amendments thereto, the English version shall prevail.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at the office building of Shandong Shengli Steel Pipe Co., Ltd., Zhongbu Town, Zhangdian District, Zibo City, Shandong Province, the PRC on Friday, 21 June 2019 at 3:00 p.m. is set out on pages 20 to 25 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the AGM will be decided by poll. The chairman of the AGM will therefore demand a poll for every resolution put to the vote at the AGM pursuant to Article 66 of the Articles.

CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 June 2019 to Friday, 21 June 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 17 June 2019.

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PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Article 85 of the Articles provides that:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

For the purpose of the Articles:

- (i) “Member” means a duly registered holder from time to time of the shares in the capital of the Company;
- (ii) “Notice” means written notice unless otherwise specifically stated and as further defined in the Articles; and
- (iii) “Registration Office” means, in respect of any class of share capital, such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served at the Company’s principal place of business in Hong Kong at Room 2111, 21st Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong or at 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, including (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice signed by the nominated candidate of the candidate’s willingness to be appointed together with (a) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the below headed “Information Required for the Director Candidate(s) Nominated by Shareholders”, and (b) the candidate’s written consent to the publication of his/her personal data.

LETTER FROM THE BOARD

If the documents are served after the Company has given notice of general meeting appointed for the election of Director, the period for service of documents will commence on the day after the date of the notice of such general meeting and end fourteen (14) days prior to the date of such general meeting.

INFORMATION REQUIRED FOR THE DIRECTOR CANDIDATE(S) NOMINATED BY SHAREHOLDERS

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- a) full name and age;
- b) positions held with the Company and its subsidiaries (if any);
- c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware, pertaining to the ability or integrity of the candidate;
- e) length or proposed length of service with the Company;
- f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- g) interests in the Shares within the meaning of Part XV of SFO, or an appropriate negative statement;
- h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- i) contact details.

The Shareholder proposing the Director candidate will be required to read out aloud the proposed resolution at the general meeting.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice including the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of all resolutions as set out in the AGM Notice.

Your attention is also drawn to the additional information set out in Appendix I and Appendix II to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Shengli Oil & Gas Pipe Holdings Limited
Zhang Bizhuang
Executive Director & Chief Executive Officer

This appendix includes an explanatory statement required under the Listing Rules to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit company with a primary listing on the Stock Exchange, either directly or indirectly, to repurchase their shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general share repurchase mandate or by specific approval of a particular transaction, in compliance with the requirements under Rule 10.06(1)(c) of the Listing Rules.

2. FUNDING OF REPURCHASES

Repurchasing Shares must be made of the funds legally available for such purpose in accordance with the Memorandum and Articles and the applicable laws of the Cayman Islands and Hong Kong.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares of the Company is 3,274,365,600 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 327,436,560 Shares, representing 10% of the total number of issued Shares of the Company on the date of passing of such resolution.

The above mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the Company is required by law or the Articles to hold its next annual general meeting; or (iii) the date upon which the Repurchase Mandate is varied or revoked by an ordinary resolution of the Shareholders in a general meeting.

4. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole .

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of the Cayman Islands and in accordance with the Memorandum and Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, MEFUN GROUP LIMITED, being the single largest Shareholder of the Company, was interested in 620,000,000 Shares, representing approximately 18.94% of the total number of the issued Shares of the Company.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate and on the assumption that no further Shares are issued or repurchased prior to the AGM, the shareholding interest of MEFUN GROUP LIMITED would be increased to approximately 21.04%, and such increase will not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent as would give rise to an obligation on the part of MEFUN GROUP LIMITED to make a mandatory offer as set out above.

Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued

Shares would be in public hands. The Directors have no intention to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares on the Stock Exchange within last six months up to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months and up to the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
May	0.300	0.260
June	0.280	0.246
July	0.255	0.196
August	0.223	0.200
September	0.209	0.180
October	0.185	0.120
November	0.130	0.108
December	0.125	0.110
2019		
January	0.140	0.096
February	0.135	0.098
March	0.144	0.104
April	0.154	0.115
May (up to the Latest Practicable Date)	0.115	0.109

The particulars of the retiring Directors who are subject to re-election at the AGM and which are required to be disclosed by the Listing Rules are set out below:

RETIRING DIRECTORS SUBJECT TO RE-ELECTION

Mr. Song Xichen (宋喜臣)

Mr. Song Xichen, aged 54, has been the executive Director of the Company since April 2012, and has been serving as vice president of the Company since August 2012. He is responsible for the corporate management and legal affairs of the Group's members in the PRC. Mr. Song joined Shengli Steel Pipe in July 1988, and served as deputy head of quality inspection department, deputy supervisor and supervisor of corporate management department, deputy general manager and general manager of the company until March 2012. He has been a director of Shandong Shengli Steel Pipe since July 2013. From March 2012 to June 2013, Mr. Song served as a deputy general manager of Shandong Shengli Steel Pipe. He was a deputy general manager of Shengguan Group from July 2013 to February 2016. He was the asset management director in Shengguan Group from February 2016 to March 2019. He has been the management consultant of Shengguan Group since April 2019. He has been responsible for corporate management, finance management, infrastructure and management of the back office.

Mr. Song graduated from China University of Petroleum (East China) in July 1988 with a bachelor's degree in applied physics. He obtained a master's degree in business administration from the Open University of Hong Kong in June 2004. He was certified as a senior economist in September 2000.

Save as disclosed above, Mr. Song has not held any other position in the Company or its subsidiaries nor does he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries. Mr. Song did not hold any other directorships in any listed public companies in the last three years. Mr. Song is interested in 38,168,760 Shares within the meaning of Part XV of the SFO, comprising 26,708,760 Shares held through a jointly controlled company held as to 50% by each of him and his spouse, 10,260,000 share options granted pursuant to the share option scheme of the Company adopted on 21 November 2009 (the "**Old Share Option Scheme**") and 1,200,000 share options granted pursuant to the share option scheme adopted on 20 May 2016 (the "**New Share Option Scheme**"). For the purposes of the SFO, Mr. Song is deemed as interested in the Shares held by his spouse.

Mr. Song entered into a service contract with the Company with respect to his appointment as an executive Director for a term of three years commencing on 1 April 2012, renewable for three years at a time and is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles. Mr. Song has also entered into supplemental contracts to the service contract with the Company on 18 August 2014, 25 March 2017 and 25 March 2019, respectively. Pursuant to the service contract and such supplemental contracts, he is entitled to an annual remuneration package not exceeding HK\$1,200,000 with discretionary bonus subject to the Board's approval, not exceeding 5% net profits stated in the audited financial statements for the relevant financial year end, with

effect from 1 April 2019. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions.

There is no other information which is discloseable nor is/was Mr. Song involved in any other matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules. There are no other matters concerning Mr. Song that need to be brought to the attention of the Shareholders.

Mr. Wei Jun (魏軍)

Mr. Wei Jun, aged 51, is our non-executive Director and the chairman of the Board and joined the Group in January 2019. He currently serves as the general manager of Beijing Zhenhong Xingye Trading Co., Ltd.* (北京臻鴻興業商貿有限公司), responsible for the overall management and international trading of the company. Mr. Wei was the standing deputy general manager of Beijing Jinggang International Trading Limited Company* (北京京鋼國際貿易有限公司), i.e. the department of international trading business of Advanced Technology & Materials Co., Ltd.* (安泰科技股份有限公司) (“**Advanced Technology (安泰科技)**”), the shares of which are listed on the Shenzhen Stock Exchange, and was mainly responsible for the overall management and international trading business of the company from 1999 to 2003. He was also the assistant to the director of operating department and the department head of external economics in Central Iron & Steel Research (鋼鐵研究總院), and was mainly engaged in daily management of foreign investment joint ventures and domestic joint ventures, feasibility research on industrial investment, as well as the preparation work for the listing of Advanced Technology (安泰科技) from 1995 to 1999.

Mr. Wei graduated from Chongqing University with a degree in Bachelor of Engineering in Metallurgical and Material Engineering in 1990, and obtained a degree in Master of Engineering from China Iron & Steel Research Institute Group* (中國鋼研科技集團公司)(formerly known as the ministry of Metallurgical Industry of Central Iron & Steel Research Institute* (冶金工業部鋼鐵研究總院)) in 1993. He was qualified as a senior engineer in 1996.

Mr. Wei is also the director of Mefun Group Limited, the substantial shareholder of the Company. Mr. Wei owns 65.97% interests in Mefun Group Limited. Mefun Group Limited is the beneficial owner of 620,000,000 Shares, representing approximately 18.94% of the total number of the issued Shares of the Company. Accordingly, for the purposes of the SFO, Mr. Wei is deemed as interested in all the Shares of the Company beneficially owned by Mefun Group Limited.

Save as disclosed above, Mr. Wei has not held any other position in the Company or its subsidiaries nor does he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries. Mr. Wei did not hold any other directorships in any listed public companies in the last three years.

Mr. Wei entered into an appointment letter of non-executive Director with the Company with respect to his appointment as a non-executive Director for a term of three years commencing on 29 January 2019, renewable for three years at a time and is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles. Mr. Wei has also entered into a supplement contract to the service contract with the Company on 25 March 2019. Pursuant to the service contract and the supplemental contract, he is entitled to an annual service fee of HK\$300,000 but is not entitled to any discretionary bonus, with effect from 1 April 2019. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions.

There is no other information which is discloseable nor is/was Mr. Wei involved in any other matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules. There are no other matters concerning Mr. Wei that need to be brought to the attention of the Shareholders.

Mr. Chen Junzhu (陳君柱)

Mr. Chen Junzhu, aged 42, is our independent non-executive Director and joined our Group in May 2013. He currently serves as a partner of the Guangdong Zheng Yuan Public Accountants. Mr. Chen served as a certified public accountant and senior auditor for Deloitte Touche Tohmatsu CPA Ltd from August 2001 to August 2004. He was an audit manager of the internal audit department in Wal-Mart (China) Investment Co., Ltd. from September 2004 to June 2006. From July 2006 to June 2007, Mr. Chen was a certified public accountant and a manager of transaction advisory service department in Ernst & Young Certified Public Accountants. He has been a partner of the Guangdong Zheng Yuan Public Accountants since July 2007. He served as a director and the chief financial officer of Huakang Insurance Agency Co., Ltd. from September 2011 to September 2014. He has also been an independent director and the chairman of audit committee of Guangdong Tapai Group Co. Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 002233.SZ), since May 2013.

Mr. Chen graduated from China Foreign Affairs University with a bachelor's degree in arts in June 1998, and graduated from Southwest University of Political Science & Law with a master's degree in law in January 2003. Mr. Chen is a member of the Chinese Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants.

Save as disclosed above, Mr. Chen has not held any other position in the Company or its subsidiaries nor does he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries. Mr. Chen did not hold any other directorships in any listed public companies in the last three years. Mr. Chen is interested in 2,400,000 Shares within the meaning of Part XV of the SFO, comprising 1,200,000 share options granted pursuant to the Old Share Option Scheme, and 1,200,000 share options granted pursuant to the New Share Option Scheme.

Mr. Chen entered into an appointment letter of independent non-executive Director with the Company on 30 May 2013 (as supplemented by a supplemental contracts entered into on 28 March 2017 and 25 March 2019, respectively) with respect to his appointment as an independent non-executive Director for a term of three years commencing on 30 May 2013, renewable for three years at a time and is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles. Pursuant to the appointment letter and the supplemental contracts, Mr. Chen is entitled to an annual service fee of HK\$300,000 but is not entitled to any discretionary bonus, with effect from 1 April 2019. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions.

There is no other information which is discloseable nor is/was Mr. Chen involved in any other matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules. There are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

Mr. Qiao Jianmin (喬建民)

Mr. Qiao Jianmin, aged 58, is an independent non-executive Director. He joined the Group in April 2016. He is currently serving as the deputy chairman of Zhejiang Returned Overseas Entrepreneurs' Association* (浙江省海歸創業協會) and standing deputy president of Zhejiang University Returned Overseas Entrepreneurs' Club* (浙江大學海歸校友創業俱樂部). Mr. Qiao has profound experience in advanced technology and new energy. He acted as the technical director in China Seven Star New Energy Holdings Limited from 2014 to 2015. He served as the general manager and a legal representative in Hangzhou Hanyu Technology Company Limited* (杭州漢宇科技有限公司) from 2008 to 2014. He acted as the deputy president in Hanli International Microelectronics (Hangzhou) Company Limited* (漢力國際微電子(杭州)有限公司) from 2005 to 2008. From 2004 to 2005, he served as a senior technical officer in Piconetics, Inc. in the United States. He served as the general manager in HQ Technologies, Inc. in the United States from 2002 to 2003. From 1992 to 2002, Mr. Qiao served as the international affair director in the International Technological University in the United States. Meanwhile, he primarily worked on technological research and development, and production management in Advanced Optical Solutions, LLC in the United States from 2000 to 2001. He served as the research and development engineer in chief in Cypress Semiconductor Corp. in the United States from 1998 to 2000. From 1994 to 1997, he acted as a senior engineer and the engineering manager in Applied Materials, Inc. in the United States. He acted as a postdoctoral researcher and primarily worked on the research on hi-tech superconductive equipment in Santa Clara University in the United States from 1991 to 1994. He held tutorship in the materials faculty of the Zhejiang University from 1989 to 1991.

Mr. Qiao graduated from Zhejiang University with a bachelor's degree in silicate engineering in 1982 and obtained a doctorate degree in materials engineering from Zhejiang University and the Sapienza University of Rome in 1989. Mr. Qiao has been committed to conducting researches on advanced technology and possesses over 20 invention patents. Mr. Qiao was elected as an expert in the "Thousand People Plan" in Zhejiang and was authorized as a senior engineer at professor level by Ministry of Human Resources and Social Security of Zhejiang in 2013. He was elected as one of the outstanding overseas entrepreneurs by the People's Government of Xiaoshan, Hangzhou in 2011. In 2010, he was granted the Outstanding Overseas Chinese Professional Entrepreneur Award* (海外華僑華人專業人士傑出創業獎) by Overseas Chinese Office of the People's Government of Zhejiang. He was recognised as an outstanding talent specializing in professional science in the United States in 1994 and was recognised as a preeminent scientist by the government of the United States. He founded International Technology University (國際科技大學) which was engaged in hi-tech education for postgraduates in the United States in 1994.

Save as disclosed above, Mr. Qiao has not held any other position in the Company or its subsidiaries nor does he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries. Mr. Qiao did not hold any other directorships in any listed public companies in the last three years. Mr. Qiao is interested in 2,400,000 Shares within the meaning of Part XV of the SFO, comprising 1,200,000 share options granted pursuant to the Old Share Option Scheme, and 1,200,000 share options granted pursuant to the New Share Option Scheme.

Mr. Qiao entered into an appointment letter of independent non-executive Director with the Company on 12 April 2016 (as supplemented by a supplemental contracts entered into on 28 March 2017 and 25 March 2019, respectively) with respect to his appointment as an independent non-executive Director for a term of three years commencing on 12 April 2016, renewable for three years at a time and is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles. Pursuant to the appointment letter and the supplemental contracts, Mr. Qiao is entitled to an annual service fee of HK\$300,000 but is not entitled to any discretionary bonus, with effect from 1 April 2019. His remuneration package is determined with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions.

There is no other information which is discloseable nor is/was Mr. Qiao involved in any other matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules. There are no other matters concerning Mr. Qiao that need to be brought to the attention of the Shareholders.



勝利管道
SHENGLI PIPE

SHENGLI OIL & GAS PIPE HOLDINGS LIMITED

勝利油氣管道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1080)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Shengli Oil & Gas Pipe Holdings Limited (the “**Company**”) will be held at the office building of Shandong Shengli Steel Pipe Co., Ltd., Zhongbu Town, Zhangdian District, Zibo City, Shandong Province, the PRC on Friday, 21 June 2019 at 3:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2018 and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company.
2. To re-elect the following Directors:
 - (a) To re-elect Mr. Song Xichen as an executive Director.
 - (b) To re-elect Mr. Wei Jun as a non-executive Director.
 - (c) To re-elect Mr. Chen Junzhu as an independent non-executive Director.
 - (d) To re-elect Mr. Qiao Jianmin as an independent non-executive Director.
3. To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint ZHONGHUI ANDA CPA Limited (formerly known as ANDA CPA Limited) as the auditor of the Company and authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (“**Shares**”) in the capital of the Company and to make or grant offers, agreements and options (including warrants to subscribe for Shares, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option schemes adopted by the Company or an issue of Shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of Shares in lieu of the whole or part of a dividend on Shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company (the “**Articles**”), shall not exceed 20% of the total number of the issued shares of the Company on the day of passing this resolution; and

(D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

6. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (C) the total number of issued shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company as at the time of passing this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of ordinary resolutions numbered 5 and 6 in the notice convening the annual general meeting of the Company, the total number of the issued shares of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 6 shall be added to the total number of the Shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the said ordinary resolution numbered 5.”

As special business, to consider and if thought fit, pass, with or without amendments, the following resolution which will be proposed, as a special resolution of the Company:

SPECIAL RESOLUTION

8. “**THAT** the following amendments to the Articles be and are hereby approved:

- (1) The existing Article 86(5), which reads:

“is prohibited by law from being a Director; or”

is to be deleted in its entirety and replaced by the following new Article 86(5):

“is prohibited by law from being a Director;”

- (2) The existing Article 86(6), which reads:

“ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles.”

is to be deleted in its entirety and replaced by the following new Article 86(6):

“shall be removed from office by notice in writing served upon him/her signed by all other Directors. The notice shall be served on the Director either by sending it through the post in a prepaid envelope addressed to him/her at his/her registered address as appearing in the Register of Directors of the Company, or personally. For the purpose of determining the time of service of such notice, sub-paragraphs (a) and (c) of Article 159 shall be applicable; or”

NOTICE OF ANNUAL GENERAL MEETING

- (3) A new Article 86(7) as set out below, be added immediately after Article 86(6):

“ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles.”

Yours Faithfully
By Order of the Board
Shengli Oil & Gas Pipe Holdings Limited
Zhang Bizhuang
Executive Director & Chief Executive Officer

Zibo, Shandong, 21 May 2019

As at the date hereof, the Directors are:

Executive Directors: Mr. Zhang Bizhuang, Mr. Jiang Yong, Mr. Wang Kunxian, Ms. Han Aizhi, and Mr. Song Xichen

Non-executive Director: Mr. Wei Jun

Independent non-executive Directors: Mr. Chen Junzhu, Mr. Wu Geng and Mr. Qiao Jianmin

Notes:

1. In order to ascertain the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 June 2019 to Friday, 21 June 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 17 June 2019.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.

NOTICE OF ANNUAL GENERAL MEETING

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, under its seal and under the hand of an officer, attorney or other person duly authorized to sign the same.
4. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened.
6. Where there are joint holders of any Share, any one of such joint holder may vote either in person or by proxy in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting, the vote of the senior 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 in respect of the joint holding.