

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



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)

POLL RESULTS FOR THE ANNUAL GENERAL MEETING HELD ON 21 JUNE 2019

Reference is made to the circular of Shengli Oil & Gas Pipe Holdings Limited (the “**Company**”) dated 21 May 2019 (the “**Circular**”) and notice of the annual general meeting of the Company (the “**AGM**”). Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

The Board is pleased to announce that at the AGM held on 21 June 2019, all proposed resolutions as set out in the notice of the AGM (the “**Resolutions**”) were duly passed by the Shareholders by way of poll. The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the number of issued Shares was 3,274,365,600, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and vote only against the proposed resolutions at the AGM. No Shareholder was required under the Listing Rules to abstain from voting at the AGM and no Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.

The poll results in respect of the Resolutions are as follows:

Ordinary resolutions proposed at the AGM	Numbers of votes cast and approximate percentage of total number of votes cast	
	For	Against
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 and auditors of the Company.	1,635,954,967 (99.246079%)	12,427,500 (0.753921%)
2(a). To re-elect Mr. Song Xichen as an executive Director.	1,635,954,967 (99.246079%)	12,427,500 (0.753921%)
2(b). To re-elect Mr. Wei Jun as a non-executive Director.	1,635,954,967 (99.246079%)	12,427,500 (0.753921%)
2(c). To re-elect Mr. Chen Junzhu as an independent non-executive Director.	1,635,954,967 (99.246079%)	12,427,500 (0.753921%)
2(d). To re-elect Mr. Qiao Jianmin as an independent non-executive Director.	1,635,954,967 (99.246079%)	12,427,500 (0.753921%)
3. To authorise the Board to fix the remuneration of the Directors.	1,635,954,967 (99.246079%)	12,427,500 (0.753921%)
4. To re-appoint ZHONGHUI ANDA CPA Limited (formerly known as ANDA CPA Limited) as the auditors of the Company and authorise the Board to fix their remuneration.	1,635,954,967 (99.246079%)	12,427,500 (0.753921%)
5. To grant a general mandate to the Directors to allot, issue and deal with the new Shares, not exceeding 20% of total number of the issued shares of the Company as at the date of the passing of this resolution.	1,635,504,967 (99.218780%)	12,877,500 (0.781220%)
6. To grant a general mandate to the Directors to repurchase the Shares, not exceeding 10% of total number of the issued shares of the Company as at the date of the passing of this resolution.	1,635,967,967 (99.246079%)	12,427,500 (0.753921%)
7. Conditional upon resolution nos. 5 & 6 being passed, to extend the scope of general mandate granted to the Directors to allot, issue and deal with the new Shares pursuant to resolution no. 5 by an amount not exceeding the amount of the Shares repurchased by the Company under the authority granted pursuant to resolution no. 6.	1,635,504,967 (99.218780%)	12,877,500 (0.781220%)

Special resolution proposed at the AGM	Numbers of votes cast and approximate percentage of total number of votes cast	
	For	Against
8. To approve the amendments to the Articles so that: (1) The existing Article 86(5), which reads: <i>“is prohibited by law from being a Director; or”</i> is to be deleted in its entirety and replaced by the following new Article 86(5): <i>“is prohibited by law from being a Director;”</i> (2) The existing Article 86(6), which reads: <i>“ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles.”</i> is to be deleted in its entirety and replaced by the following new Article 86(6): <i>“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, subparagraphs (a) and (c) of Article 159 shall be applicable; or”</i> (3) A new Article 86(7) as set out below, be added immediately after Article 86(6): <i>“ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles.”</i>	1,635,954,967 (99.246079%)	12,427,500 (0.753921%)

Further details of the Resolutions are set out in the Circular and the notice of the AGM.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions numbered 1 to 7, such resolutions were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of the above special resolution numbered 8, such resolution was duly passed as a special resolution of the Company.

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

Zibo, Shandong, 21 June 2019

As at the date of this announcement, the Directors of the Company 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