
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 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 **Chu Kong Petroleum and Natural Gas Steel Pipe 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, 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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CHU KONG PETROLEUM AND NATURAL GAS STEEL PIPE HOLDINGS LIMITED

珠江石油天然氣鋼管控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1938)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited to be held at 1/F., China Building, 29 Queen's Road Central, Hong Kong on Friday, 16 June 2023 at 10:30 a.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the annual general meeting in person, 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 and transfer office, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 10:30 a.m. on Wednesday, 14 June 2023) before the time appointed for holding the annual general meeting or any adjournment thereof. 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, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

25 April 2023

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DEFINITIONS

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

“2022 Annual Report”	the annual report of the Company for the financial year ended 31 December 2022 despatched to the Shareholders together with this circular
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 1/F., China Building, 29 Queen’s Road Central, Hong Kong on Friday, 16 June 2023 at 10:30 a.m., the notice of which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning as defined in the Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited (珠江石油天然氣鋼管控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on the Stock Exchange
“controlling shareholder(s)”	has the meaning as defined in the Listing Rules
“core connected person(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate number of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate number of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares with an aggregate number not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	18 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, for the time being in force
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange with an aggregate number not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) for the time being in force
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as defined in the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, for the time being in force
“%”	per cent



CHU KONG PETROLEUM AND NATURAL GAS STEEL PIPE HOLDINGS LIMITED
珠江石油天然氣鋼管控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1938)

Executive Directors:

Mr. CHEN Chang (*Chairman*)
Mr. CHEN Guo Xiong (*Vice Chairman*)
Ms. CHEN Zhao Nian

Independent non-executive Directors:

Mr. CHEN Ping
Mr. TIAN Xiao Ren
Mr. AU YEUNG Kwong Wah

Registered office:

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

Head office and principal

place of business in the PRC:
2/F., 3–5 Golden Dragon City
Yayun Avenue
511450 Panyu District
Guangzhou City
Guangdong Province
The PRC

Principal place of business in Hong Kong:

Unit 605–606, 6/F., Tower III,
Enterprise Square,
No. 9 Sheung Yuet Road
Kowloon Bay
Kowloon
Hong Kong

25 April 2023

Dear Shareholders,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with details of the resolutions to be proposed at the AGM including (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the Extension Mandate; and (iv) the proposed re-election of the Directors.

ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and/or deal with Shares with an aggregate number not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 1,011,142,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 202,228,400 Shares.

REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, the Shares with an aggregate number not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 101,114,200 Shares.

An explanatory statement containing information regarding the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

EXTENSION MANDATE

In addition, subject to the passing of the respective ordinary resolutions to grant the Issue Mandate and Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by an additional amount representing the aggregate number of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate, the Issue Mandate and the Extension Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or the other applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to article 105(A) of the Articles, Mr. Chen Guo Xiong and Mr. Au Yeung Kwong Wah, both being Directors, shall retire from office by rotation at the AGM. Both retiring Directors, being eligible, offer themselves for re-election.

According to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders.

Mr. Chen Ping has acted as an independent non-executive Director for more than nine years. Mr. Chen Ping has never held any executive or management position in the Group nor has he been employed by any member of the Group during the such period. The Directors noted the positive contribution of Mr. Chen to the development of the Company's strategy and policies through his independent and constructive advice. Mr. Chen has given the annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules to the Company and the nomination committee of the Company has assessed and is satisfied of the independence of Mr. Chen. The Board believes that Mr. Chen's continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Chen Ping who has over time provided the Group with valuable insight. Hence, the Board considers that the long service of Mr. Chen would not affect their exercise of independent judgments, and therefore considers Mr. Chen to be independent and recommends Mr. Chen to be re-elected.

Biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under Rule 13.74 of the Listing Rules.

Separate resolutions will be proposed for the re-election of each of Mr. Chen Guo Xiong, Mr. Au Yeung Kwong Wah and Mr. Chen Ping at the AGM.

THE ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 15 to 19 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other matters, the granting of the Issue Mandate, the granting of the Repurchase Mandate, the granting of the Extension Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, 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 and transfer office, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 10:30 a.m. on Wednesday, 14 June 2023) before the time appointed for holding the AGM or any adjournment thereof.

LETTER FROM THE BOARD

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, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM shall be conducted by way of poll and the poll results of the AGM will be announced by the Company after the AGM in compliance with the Listing Rules.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 12 June 2023.

RESPONSIBILITY OF DIRECTORS

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, the information contained in this circular is accurate and complete in all material respects and there are no other facts the omission of which would make any statement contained herein misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

LETTER FROM THE BOARD

LANGUAGE

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

Yours faithfully,
For and on behalf of the Board of
Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited
Chen Chang
Chairman

This Appendix I includes an explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,011,142,000 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate 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 101,114,200 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

The Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or the other applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

3. REASONS FOR THE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchases which will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders, may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

4. FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules, the Companies Law and other applicable laws of the Cayman Islands.

Taking into account the current financial position of the Company, the Directors consider that if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in its latest published audited consolidated financial statements as at 31 December 2022. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

5. 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 granted, 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 or that he/she/it has 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.

6. SHARE PRICES

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

	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.270	0.250
May	0.275	0.255
June	0.275	0.260
July	0.265	0.250
August	0.260	0.230
September	0.248	0.185
October	0.174	0.107
November	0.135	0.107
December	0.139	0.125
2023		
January	0.140	0.129
February	0.160	0.131
March	0.185	0.152
April (up to the Latest Practicable Date)	0.171	0.156

7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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 of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's or the group of Shareholders' interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests in shares and short positions kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the AGM) is shown under the column "After repurchase":

	Before repurchase	After repurchase
Bournam Profits Limited	69.42%	77.13%
Chen Chang (<i>Note 1</i>)	69.85%	77.61%

The above are calculated based on 1,011,142,000 Shares in issue as at the Latest Practicable Date.

Note:

1. 701,911,000 Shares are registered in the name of Bournam Profits Limited. The entire issued share capital of Bournam Profits Limited ("**Bournam**") is solely and beneficially owned by Mr. Chen Chang. Mr. Chen Chang is deemed under the SFO to be interested in the Shares held by Bournam. In addition, Mr. Chen Chang has personal interest of 4,350,000 Shares.

On the basis that the Shares held by the Shareholders named above and the number of Shares in issue would remain the same, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger the mandatory offer requirement under the Takeovers Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part may result in less than 25% of the Shares being held by the public which could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public float under the Listing Rules. The Directors do not intend to repurchase Shares which would result in a public shareholding of less than the prescribed minimum percentage of Shares in public hands.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. UNDERTAKING OF THE BOARD

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

Mr. CHEN Guo Xiong (陳國雄) — Executive Director

Mr. CHEN Guo Xiong (陳國雄), aged 49, is an executive Director and Vice Chairman of the Board. He is the son of Mr. Chen Chang (being the Chairman of the Company and executive Director) and also the elder brother of Ms. Chen Zhao Nian (being executive Director). Mr. Chen is responsible for overseeing overall business development plan and strategic management of the Group. Mr. Chen joined the Group as deputy general manager in February 2019. Prior to joining the Group, Mr. Chen had extensive experience in the manufacturing industry including management and administration.

Mr. Chen has entered into the service contract with the Company for a term of three years commencing from 1 October 2020. Under such contract, Mr. Chen is entitled to a basic annual salary of RMB1.38 million, subject to an annual increment after 1 January of each year at the discretion of the Directors of not more than 15% of the annual salary immediately prior to such increase. In addition, Mr. Chen is entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to him for any financial year of the Company may not exceed 5% of the audited combined or consolidated audited net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary or exceptional items) in respect of that financial year of the Company. The basis of determination of director's remuneration of Mr. Chen was with reference to the duties and level of responsibilities as well as market practice and conditions.

Save as disclosed above, Mr. Chen does not have any relationship with any Directors, senior management or controlling or substantial shareholders of the Company. As at the Latest Practicable Date, Mr. Chen was not interested in any Shares within the meaning of Part XV of the SFO. Mr. Chen has not held any directorship in other public listed companies in the last three years.

Mr. AU YEUNG Kwong Wah (歐陽廣華) — Independent Non-executive Director

Mr. AU YEUNG Kwong Wah (歐陽廣華), aged 58, was appointed as an independent non-executive Director on 1 October 2019. Mr. Au Yeung is also the chairman of the Audit Committee of the Company. Mr. Au Yeung obtained a bachelor's degree in commerce from the Bond University in Australia in September 1996, a master's degree in accountancy from the Chinese University of Hong Kong in December 2000, a postgraduate diploma in corporate administration from the Hong Kong Polytechnic University in December 2005 and an EMBA degree from the Chinese University of Hong Kong in December 2008. Mr. Au Yeung is a member of CPA Australia and the Hong Kong Institute of Certified Public Accountants. He has over 26 years of experience in auditing and financial control through his prior employments with accounting firms and listed companies in Hong Kong.

Mr. Au Yeung's appointment has been renewed for a term of two years commencing from 1 October 2021 and his annual director's fee is HK\$220,000 which has been determined by the Company with reference to the duties and level of responsibilities as well as market practice and conditions.

Save as disclosed above, Mr. Au Yeung does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Au Yeung was not interested in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Au Yeung has not held any directorship in other public listed companies in the last three years.

Mr. CHEN Ping (陳平) — Independent Non-executive Director

Mr. CHEN Ping (陳平), aged 57, was appointed as an independent non-executive Director on 23 January 2010. Mr. Chen is also the chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company. Mr. Chen graduated from the Jinan University, the PRC in 1984 majoring in finance and later obtained a doctoral degree in finance in Nankai University, the PRC in December 1990. Mr. Chen has lectured at the Lingnan College, Sun Yat-Sen University for more than 28 years in Guangdong Province, the PRC, teaching international finance. He is currently the head of Marine Economic Research Centre of Sun Yat-Sen University (海洋經濟研究中心). Mr. Chen also assumed various posts in societies and clubs concerning economics and finance, such as a council member at International Finance Society of China* (中國國際金融學會), International Finance Society* (國際金融學會) and China Society of World Economics* (中國世界經濟學會). Mr. Chen is also engaged in academic researches with focuses on finance theories and policies, global economics and so forth, and has published a number of essays and publications. As an experienced professor, Mr. Chen has won various awards for the lecture materials used and also for the essays published. In 1997, Mr. Chen's teaching materials entitled International finance* (《國際金融》) was awarded National Educational Achievement Award — Second Class* (國家教學成果二等獎) by the Committee of Education of the PRC. In May 2002, Mr. Chen's paper entitled Study on the effect of merger and acquisition of listed companies on wealth* (《上市公司兼併與收購的財富效應研究》) was selected for the Best Paper Award of the 9th Global Finance Association Annual Conference by the 9th GFA Annual Conference Program Committee. In 2005, Mr. Chen's teaching and research achievements entitled Exploration and practice of educational internationalisation* (《教學國際化的探索與實踐》) was awarded Guangdong Province Educational Achievement Award — First Class* (廣東省教學成果一等獎). In 2006, Mr. Chen was selected as talented person for Ministry of Education New Century Outstanding Person Support Scheme* (教育部新世紀優秀人才支持計劃). In 2007, Mr. Chen received Bao Steel Outstanding Teacher Award* (寶鋼、花旗優秀教師獎). Mr. Chen was an independent director of Guangzhou Zhujiang Brewery Group Co., Ltd.* (廣州珠江啤酒股份有限公司), a company listed on the Shenzhen Stock Exchange, with effect from 10 October 2016. Mr. Chen was also an independent director of Shenzhen Universe (Group) Co. Ltd (深圳市天地(集團)股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000023), with effect from 15 July 2019.

* Unofficial transliteration from Chinese name for identification purposes only

Mr. Chen has been re-appointed for a term of two years commencing from 1 February 2022 and his annual director's fee is RMB198,000 which was determined by the Company with reference to the duties and level of responsibilities as well as market practice and conditions.

Save as disclosed above, Mr. Chen does not have any relationship with any Directors, senior management, or controlling or substantial shareholders of the Company. As at the Latest Practicable Date, Mr. Chen was not interested in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Chen has not held any directorship in other public listed companies in the last three years.

Pursuant to the Code Provision B.2.3 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules, if an independent non-executive Director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Mr. Chen has served the Company as an independent non-executive Director for more than nine years. Mr. Chen has never been involved with the daily operations and business decisions of the Company. He has never been interested or deemed to be interested in any Shares of the Company or our associated corporation. The Company has received from Mr. Chen an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the opinion that Mr. Chen maintains an independent view of the Company's affairs and is able to carry out his duties as an independent non-executive Director in an impartial manner. He has given much valuable advice to the Company during past years of services. The Board therefore recommends the re-election of Mr. Chen as an independent non-executive Director notwithstanding the fact that Mr. Chen has served the Company for more than nine years.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of the Shareholders of the Company or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules in relation to the proposed re-election of the aforesaid Directors.

NOTICE OF ANNUAL GENERAL MEETING

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CHU KONG PETROLEUM AND NATURAL GAS STEEL PIPE HOLDINGS LIMITED

珠江石油天然氣鋼管控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1938)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited (the “**Company**”) will be held at 1/F., China Building, 29 Queen’s Road Central, Hong Kong on Friday, 16 June 2023 at 10:30 a.m. for considering and, if thought fit, to transact the following businesses:

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 25 April 2023.

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the report of the Directors and the report of the auditors of the Company for the year ended 31 December 2022;
2. Each being a separate resolution:
 - (a) To re-elect Mr. Chen Guo Xiong as an executive Director;
 - (b) To re-elect Mr. Au Yeung Kwong Wah as an independent non-executive Director;
 - (c) To re-elect Mr. Chen Ping, who has already served the Company for more than nine years, as an independent non-executive Director; and
 - (d) To authorise the Board to fix the Directors’ remuneration;
3. To re-appoint CCTH CPA Limited as the auditors of the Company and to authorise the Board to fix the auditors’ remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT:**
- (a) subject to paragraph (c) below, pursuant to the Listing Rules, 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 Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period;
 - (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of issued Shares as at the date of the passing of 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 date of the passing of this resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for 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 Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”;

5. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT:**
- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase the Shares on 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 (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”;

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT:**

subject to the ordinary resolutions nos. 4 and 5 above having been duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares pursuant to resolution no. 4 above be and is hereby extended by the addition of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under resolution no. 5 subsequent to the passing of this resolution, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of resolution no. 5.”.

By order of the Board
Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited
Chen Chang
Chairman

Guangdong Province, the PRC, 25 April 2023

Notes:

1. A form of proxy for the meeting is enclosed.
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. 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.
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, either under its seal or under the hand of an officer or attorney duly authorised.
4. 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 shall be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 10:30 a.m. on Wednesday, 14 June 2023) before the time for holding the meeting or adjourned meeting (as the case may be) 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 and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any Share, any one of such persons may vote at any meeting either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution 5 as set out in this notice will be sent to members of the Company together with the Company's 2022 Annual Report.
8. The register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 12 June 2023.
9. If tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons or a "black" rainstorm warning signal is in force at 7:00 a.m. on Friday, 16 June 2023, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. CHEN Chang, Mr. CHEN Guo Xiong and Ms. CHEN Zhao Nian, and three independent non-executive Directors, namely Mr. CHEN Ping, Mr. TIAN Xiao Ren and Mr. AU YEUNG Kwong Wah.