
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 stockbroker 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 Maike Tube Industry Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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MAIKE TUBE INDUSTRY HOLDINGS LIMITED

(迈科管业控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1553)

PROPOSAL FOR

- (1) DECLARATION OF FINAL DIVIDEND;**
- (2) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;**
- (3) RE-ELECTION OF DIRECTORS;**
- (4) RE-APPOINTMENT OF AUDITORS**

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Unit 6206, 6/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 31 May 2024 at 2:00 p.m. (the “AGM”) or any adjournment thereof is set forth on pages 18 to 22 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time fixed for holding the AGM (or any adjournment thereof) to the office of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

25 April 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened on Friday, 31 May 2024 at 2:00 p.m. at Unit 6206, 6/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong;
“Articles”	the articles of association of the Company, as amended from time to time;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Audit Committee”	the audit committee of the Board;
“Board”	the board of Directors;
“Chairman”	the chairman of the Board;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	Maike Tube Industry Holdings Limited, an exempted a company incorporated in the Cayman Islands with limited liability on 1 February 2019 and the Shares of which are listed on the Main Board of the Stock Exchange;
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and in the context of the Company, means Mr. Kong and Ying Stone;
“Corporate Governance Code”	Corporate Governance Code and Corporate Governance Report, Appendix C1 to the Listing Rules, as amended, supplemented or otherwise modified from time to time;
“Directors”	the directors of the Company;
“Extension Mandate”	an extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with Shares not exceeding 20% of the number of issued Shares as of the date of passing the resolution plus the amount representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate;
“Jinan Ma Steel”	Jinan Magang Steel Pipes Manufacturing Company* (濟南瑪鋼鋼管製造有限公司), a company established under the laws of the PRC as a limited liability company on 7 November 2001 and is an indirect wholly-owned subsidiary of the Company;
“Jinan Mech”	Jinan Mech Piping Technology Co., Ltd* (濟南邁科管道科技有限公司), a company established under the laws of the PRC as a joint stock company with limited liability company on 21 May 2013 and is an indirect wholly-owned subsidiary of the Company;
“Latest Practicable Date”	19 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Date”	18 December 2019, being the date of listing of the Shares on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Meide”	Meide Group Co., Ltd.* (玫德集團有限公司) (formerly known as Jinan Meide Foundry Co., Ltd* (濟南玫德鑄造有限公司)), a company established under the laws of the PRC as a limited liability company on 17 January 1992, and is held as to 64.51% by Jinan Gong Chuang Meide Corporate Management Partnership (Limited Partnership)* (濟南共創玫德企業管理合夥企業(有限合夥)) and 35.49% by Ningbo Ming De Heng Sheng Investment Limited* (寧波明德恒生投資有限公司);
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules;
“Mr. Kong”	Mr. Kong Linglei (孔令磊), a controlling shareholders of the Company;
“Nomination Committee”	the nomination committee of the Board;

DEFINITIONS

“PRC”	The People’s Republic of China;
“Remuneration Committee”	the remuneration committee of the Board;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of issued Shares as of the date of passing of such resolution;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share(s)”	the ordinary share(s) of US\$0.0001 each in the share capital of the Company;
“Shareholder(s)”	the registered holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Substantial Shareholder(s)”	has the same meanings as defined in Rule 1.01 of the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers and Share Repurchases issued by the SFC, as amended, supplemented or otherwise modified from time to time;
“Ying Stone”	Ying Stone Holdings Limited, one of our Controlling Shareholders, a company incorporated under the laws of the BVI with limited liability on 8 January 2019, which is wholly-owned by Mr. Kong as his investment holding company; and
“%”	per cent.

LETTER FROM THE BOARD



MAIKE TUBE INDUSTRY HOLDINGS LIMITED (迈科管业控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1553)

Executive Directors:

Guo Lei (郭雷) (Chairman)
Wang Ning (王宁)
Yang Shufeng (杨书峰)

Non-executive Director:

Ms. Zhao Xuelian (赵雪莲)

Independent non-executive Directors:

Liu Fengyuan (刘凤元)
Ding Xiaodong (丁晓东)
Sun Yongxi (孙永喜)

Registered office:

Vistra (Cayman) Limited
P.O. BOX 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman
KY1-1205
Cayman Islands

*Principal place of business and
headquarter in Hong Kong:*

Unit 1102,
11/F, Brill Plaza,
84 To Kwa Wan Road,
To Kwa Wan,
Kowloon,
Hong Kong

25 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR
(1) DECLARATION OF FINAL DIVIDEND;
(2) GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES;
(3) RE-ELECTION OF DIRECTORS;
(4) RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to give you information in respect of the resolutions to be proposed at the AGM and to give you notice of the AGM. At the forthcoming AGM resolutions to be proposed include, *inter alia*: (i) declaration of final dividend; (ii) ordinary resolutions on the proposed grant of the Issue Mandate; (iii) ordinary resolutions on the proposed grant of the

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Repurchase Mandate and Extension Mandate; (iv) ordinary resolutions on the proposed re-election of Directors and (v) ordinary resolutions on the proposed re-appointment of auditors and to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

A notice convening the AGM is set forth on pages 18 to 22 of this circular.

II. DECLARATION OF FINAL DIVIDEND

As mentioned in the announcement of the Company dated 22 March 2024 relating to the annual results of the Group for the year ended 31 December 2023, the Board has resolved to recommend payment of a final dividend of HK\$12 cents per ordinary share of the Company issued (approximately HK\$52,056,000 in aggregate) for the year ended 31 December 2023 in cash, subject to the Shareholders' approval at the AGM.

The above-mentioned proposed final dividend will be payable around 8 July 2024 in HK\$ to the Shareholders whose names appear on the Register on Monday, 17 June 2024.

III. PROPOSED GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate number of the Shares in issue as at the date of passing of the resolution approving the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprises 433,800,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the same will be 86,760,000 Shares, representing 20% of the issued share capital of the Company.

The Issue Mandate will expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company following the AGM; (ii) the expiration of the period within which the Company is required by any applicable laws or its Articles to hold its next annual general meeting; or (iii) the date upon which such authority is revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting of the Company.

IV. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate and the Extension Mandate to repurchase Shares. The Shares which may be repurchased pursuant to the Repurchase Mandate and the Extension Mandate is limited to a maximum of 10% of the aggregate number of the Shares in issue as at the date of passing of the resolution approving the Repurchase Mandate and the Extension Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprises 433,800,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase

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Mandate and the Extension Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate and the Extension Mandate on the date of passing the resolution approving the Repurchase Mandate and the Extension Mandate will be 43,380,000 Shares, representing 10% of the Shares in issue.

The Repurchase Mandate and the Extension Mandate will expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the Company is required by any applicable laws or its Articles to hold its next annual general meeting; or (iii) the date upon which such authority is revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting of the Company.

Subject to the passing of the ordinary resolutions regarding the Issue Mandate and Repurchase Mandate and the Extension Mandate, an ordinary resolution will also be proposed to authorise the Director to issue new Shares in an amount not exceeding the aggregate number of the Shares repurchased by the Company pursuant to the Repurchase Mandate and the Extension Mandate.

An explanatory statement containing all relevant information relating to the Repurchase Mandate and the Extension Mandate is set out in Appendix I to this circular. The information in the explanatory statement is provided to you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Repurchase Mandate and the Extension Mandate to the Directors.

Please refer to resolutions numbered 6(A) to 6(C) set out in the notice of AGM on pages 18 to 22 of this circular for further details of the proposed Issue Mandate, Repurchase Mandate and the Extension Mandate.

V. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. Guo Lei, Mr. Wang Ning and Mr. Yang Shufeng; the non-executive Director was Ms. Zhao Xuelian and the independent non-executive Directors were Mr. Liu Fengyuan, Mr. Ding Xiaodong and Mr. Sun Yongxi.

Pursuant to Article 16.2 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Pursuant to Article 16.19 of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director required to stand for re-election pursuant to Article 16.2 shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the

LETTER FROM THE BOARD

meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

In accordance with the Articles, each of Ms. Zhao Xuelian, Mr. Liu Fengyuan and Mr. Sun Yongxi, who being eligible, will retire from office as Directors at the AGM and they, being eligible, offer themselves for re-election thereat.

The Nomination Committee had assessed and reviewed each of the independent non-executive Directors' written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and is of the view that all of them, namely Mr. Liu Fengyuan, Mr. Ding Xiaodong and Mr. Sun Yongxi, remain independent. The Board (excluding Mr. Liu Fengyuan, Mr. Ding Xiaodong and Mr. Sun Yongxi) considers that all of the independent non-executive Directors have satisfactorily discharged their duties since their appointments and believes their reappointments as independent non-executive Directors at the AGM would contribute to the corporate governance standards of the Group and contribute the board diversity of the Group based on their respective skills and experience.

The biographical details, interests in the shares and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules of the Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

VI. PROPOSED RE-APPOINTMENT OF AUDITORS

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Adjourned AGM to re-appoint Deloitte Touche Tohmatsu as the external auditors of the Company to hold office from the conclusion of the Adjourned AGM until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 December 2024.

As Deloitte Touche Tohmatsu is relatively familiar with the Group's financials and affairs, the Board considers that the audit and other related work in respect of the Group for the year ending 31 December 2024 could be performed more efficiently by Deloitte Touche Tohmatsu, which is in the best interests of the Company and the Shareholders as a whole.

VII. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the following periods:

- i) From Friday, 24 May 2024 to Friday, 31 May 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to determine the identity of the Shareholders who are entitled to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificates have to be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 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 Thursday, 25 May 2023.

LETTER FROM THE BOARD

- ii) From Friday, 14 June 2024 to Monday, 17 June 2024, both days inclusive, during which period no transfer of Shares will be registered for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all completed transfer documents accompanied by the relevant share certificates have to be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited of 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 Thursday, 13 June 2024.

VIII. AGM

A notice convening the AGM is set forth on pages 18 to 22 of this circular. At the AGM, resolutions will be proposed to the Shareholders including (1) declaration of final dividend; (2) general mandates to issue and to repurchase Shares; (3) re-election of Directors and (4) re-appointment of auditor.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not less than 48 hours before the time fixed for holding the AGM (or any adjournment thereof) to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. 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 event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions as put to vote at the AGM will be taken by way of poll. None of the Shareholders is required to abstain from voting at the AGM pursuant to the Listing Rules and/or the Articles. On a poll, every Shareholder present in person or by proxy or, in the case of a shareholder being a corporation, by its duly authorised representative, shall have one vote or every Share held which is fully paid or credited as fully paid.

An announcement on the poll results will be made by the Company after the AGM on websites of the Stock Exchange at www.hkexnews.hk and the Company in accordance with the Listing Rules.

LETTER FROM THE BOARD

IX. RESPONSIBILITY STATEMENT

This circular, for which the Board collectively and individually accepts full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular or this circular misleading.

X. RECOMMENDATION

The Board (excluding the relevant Director who has abstained from voting on the relevant resolution in relation to his re-election as a Director) consider that all the proposed resolutions at the AGM are in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM in respect thereof. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

XI. GENERAL

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

XII. MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

Yours faithfully,
For and on behalf of the Board
Maike Tube Industry Holdings Limited
Guo Lei
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate and the Extension Mandate to the Directors.

LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase 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 mandate or by specific approval of a particular transaction.

(a) Shareholders' approval

All proposed purchase of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

(b) Share capital

Under the Repurchase Mandate and the Extension Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate number of issued Shares at the date of the passing of the proposed resolution granting the Repurchase Mandate and the Extension Mandate.

As at the Latest Practicable Date, the Company had 433,800,000 Shares in issue. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and the Extension Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, exercise of the Repurchase Mandate and the Extension Mandate in full would result in up to 43,380,000 Shares being repurchased by the Company during the period prior to (i) the conclusion of the next annual general meeting of the Company following the AGM; or (ii) the expiration of the period within which the Company is required by any applicable laws or its Articles to hold its next annual general meeting; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution(s) of the Shareholders in a general meeting of the Company, whichever occurs first.

(c) Reason for repurchase

The Directors believe that it is in the 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 value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

(d) Funding of repurchase

In repurchasing securities, the company may only apply funds legally available for such purpose in accordance with the Articles and the laws of the Cayman Islands, the Listing Rules, the Companies Ordinance and/or any other applicable laws in Hong Kong, as the case may be. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(e) Impact of repurchase

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate and the Extension 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 Group as compared with that as at 31 December 2022, being the date of its latest published audited consolidated accounts. However, the Directors do not propose to exercise the Repurchase Mandate and the Extension Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(f) Directors, their close associates and core connected persons

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of their close associates has any present intention to sell Shares to the Company if the Repurchase Mandate and the Extension Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, nor has he/she undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

(g) Undertaking by the Directors

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate and the Extension Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and the Articles.

(h) Takeovers Code

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate and the Extension Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

To the best of the knowledge of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, Ying Stone, and the parties acting in concert (as defined in the Takeover Code), was beneficially interested in 172,600,000 Shares representing approximately 39.79% of the issued Shares. In the event that the Directors exercise the Repurchase Mandate and the Extension Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the AGM, the interests of Ying Stone, would be increased to approximately 44.21% of the issued Shares. Such exercise of the Repurchase Mandate and the Extension Mandate may give rise to an obligation on Mr. Kong (through his controlled corporation) to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Repurchase Mandate and the Extension Mandate to such an extent as would give rise to such an obligation.

Save as disclosed above, the Directors are currently not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase of Shares made under the Repurchase Mandate and the Extension Mandate.

In addition, the Directors confirm that the Repurchase Mandate and the Extension Mandate will not be exercised to an extent where the amount of Shares held by the public will be reduced to below the prescribed minimum percentage of 25% as required by the Listing Rules.

SHARE PURCHASE MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, no Shares have been repurchased by the Company.

SHARE PRICES

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

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	1.26	1.17
May	1.37	1.21
June	1.3	1.18
July	1.38	1.11
August	1.37	0.96
September	1.1	0.95
October	1.18	1.07
November	1.44	1.07
December	1.42	1.27
2024		
January	1.38	1.1
February	1.25	0.95
March	1.15	0.98
April (up to the Latest Practicable Date)	1.26	1.14

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles.

1. Ms. Zhao Xuelian

Zhao Xuelian (趙雪蓮) (“Ms. Zhao”), aged 45, a non-executive Director, has been appointed as a non-executive Director with effect from March 2020.

Ms. Zhao has over 20 years of experience in accounting and finance. Ms. Zhao has been working in Shandong Zhongqi Real Estate Development Company Limited* (山東中齊房地產開發有限公司) (“**Shandong Zhongqi**”), a company primarily engaged in the development of real estates in the PRC, since September 2000 and she is the financial controller of Shandong Zhongqi.

Ms. Zhao obtained her bachelor’s degree in accounting from the Open University of China (國家開放大學) (previously known as China Central Radio and TV University (中央廣播電視大學)) in January 2008.

Other than the Company, Ms. Zhao has not held any directorship in any public listed company during the three years immediately preceding the date of this circular.

Ms. Zhao has entered into a service contract with the Company for an initial term of three years with effect from 30 March 2023 unless either party terminate the letter of appointment by giving to the other party not less than three months’ notice in writing. Ms. Zhao is not entitled to receive any director’s fee.

2. Mr. Liu Fengyuan

Liu Fengyuan (劉鳳元) (“Mr. Liu”), aged 53, is an independent non-executive Director. He is also the member of the Audit Committee and Nomination Committee and the chairman of the Remuneration Committee. He is primarily responsible for supervising and providing independent judgement on the operation and management to our Board.

APPENDIX II**DETAILS OF RETIRING DIRECTORS
PROPOSED TO BE RE-ELECTED**

He has over 10 years of experience in finance education. He has been a professor specialising in financial regulations and a doctoral adviser at the School of International Finance and Laws of the East China University of Political Science and Law (華東政法大學) since February 2006. He also serves as an independent director of various companies listed on other stock exchanges:

Companies	Stock Exchange	Stock Code	Principal business in the PRC	Term of appointment
成都孕嬰世界股份有限公司	National Equities Exchange and Quotations	874178	Sale of maternal and infant products and digital intelligent services	July 2022 to present
Ningbo Borine Electric Appliance Co., Ltd (寧波博菱電器股份有限公司)	National Equities Exchange and Quotations	873083	Manufacturing and distribution of electric appliances	August 2017 to August 2023
Jingjin Environmental Protection Co Ltd (景津環保股份有限公司)	Shanghai Stock Exchange	603279	General contracting and operating service provider of environmental protection engineering	June 2016 to June 2021
Suzhou Kingswood Education Technology Co., Ltd. (蘇州科德教育科技股份有限公司) (formerly known as Suzhou Kingswood Printing Ink Co., Ltd (蘇州科斯伍德油墨股份有限公司))	Shenzhen Stock Exchange	300192	Manufacturing and sales of ink	September 2013 to October 2019
Shanghai Material Trading Co., Ltd (上海物資貿易股份有限公司)	Shanghai Stock Exchange	600822	Developing, manufacturing and sales of smart identification terminals and industry application software	October 2014 to June 2020

Mr. Liu graduated from Chongqing Normal University (重慶師範大學), the PRC, with a bachelor's degree in mathematics education in July 1994. He received his master's degree in science from Yunan University (雲南大學), the PRC, in July 1997 and obtained his doctoral degree in business administration (management) from Shanghai Jiao Tong University (上海交通大學), the PRC, in October 2005. Save as disclosed above and other than the Company, Mr. Liu has not held any directorship in any public listed company during the three years immediately preceding the date of this circular. Mr. Liu has entered into a letter of appointment with the Company for an initial term of three years with effect from 19 November 2022 unless either party terminate the letter of appointment by giving to the other party not less than three months' notice in writing. Mr. Liu was entitled to a director's fee of RMB100,000 per annum, which was determined based on, among others, the prevailing market conditions and his roles and responsibilities.

3. Mr. Sun Yongxi

Sun Yongxi (孫永喜) ("Mr. Sun"), aged 73, is an independent non-executive Director. He is also the member of the Audit Committee, Nomination Committee and Remuneration Committee.

Mr. Sun has over 50 years of experience in the steel pipe industry. Prior to joining the Group, he has been the head of the expert committee of Shanghai Steel Pipe Industry Association* (上海鋼管行業協會) since May 2016. He was a general manager at Shanghai Yueyuechao Steel Tube Group Co., Ltd.* (上海月月潮鋼管集團有限公司) from January 2008 to May 2016. He served as a marketing director at Shanghai Zhongyou Tianbao Group* (上海中油天寶集團) from January 2006 to January 2008. He was a general manager at Shanghai Allison Steel Tube Co., Ltd.* (上海埃力生鋼管有限公司) from October 1996 to December 2005. He served as the head of welded pipe workshop and branch manager at Shanghai Steel Pipe Factory* (上海鋼管廠) during the period from January 1981 to October 1996. He also worked for the factory from 1968 to November 1977.

Mr. Sun graduated from Shanghai Metallurgical College* (上海冶金專科學校) in electrical automation in January 1981.

Other than the Company, Mr. Sun has not held any directorship in any public listed company during the three years immediately preceding the date of this circular.

Mr. Sun has entered into a service contract with the Company for an initial term of three years with effect from 29 June 2023 unless either party terminate the service contract by giving to the other party not less than three months' notice in writing. Mr. Sun is entitled to a remuneration of RMB100,000 per annum and a discretionary bonus as determined by the Board, which was determined based on, among others, the prevailing market conditions and his roles and responsibilities.

Retiring Directors' interests in the Company under the SFO

Save as disclosed above, as at the Latest Practicable Date, each of the Directors (i) had no other interest in the Shares within the meaning of part XV of the SFO as at the Latest Practicable Date; (ii) is independent from, and not related to, any Directors, substantial shareholders, Controlling Shareholders (as defined under the Listing Rules), or senior management of the Company; and (iii) had not held any other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas during the three years immediately preceding to the Latest Practicable Date.

Save as disclosed in this circular, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to the appointment of the Directors that needs to be brought to the attention of the Shareholders and there was no information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules as at the Latest Practicable Date.

The English names of marked with "" are unofficial English translations of the Chinese names of, among others, entities, laws or regulations or government authorities, that do not have official English names. If there is any inconsistency, the Chinese names shall prevail.*

NOTICE OF ANNUAL GENERAL MEETING



MAIKE TUBE INDUSTRY HOLDINGS LIMITED

(迈科管业控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1553)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Maike Tube Industry Holdings Limited (the “**Company**”) will be held at 2:00 p.m. on Friday, 31 May 2024 at Unit 6206, 6/F, Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong for the following purposes:

1. To receive and adopt the audited consolidated financial statements, the directors’ report and the auditor’s report of the Company for the year ended 31 December 2023.
2. To approve the recommended final dividend of HK\$12 cents per ordinary share for the year ended 31 December 2023.
3. (A) To re-elect Ms. Zhao Xuelian as a non-executive director of the Company.
(B) To re-elect Mr. Liu Fengyuan as an independent non-executive director of the Company.
(C) To re-elect Mr. Sun Yongxi as an independent non-executive director of the Company.
4. To authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the remuneration of the Directors of the Company.
5. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix the remuneration of the auditor of the Company.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

6. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible persons of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the date by which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and

the date upon which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be purchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and (c) for the purposes of this resolution:

“Relevant Period” means the period from 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 date by which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon resolutions (A) and (B) set out above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution (B) above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the resolution (A) above provided that such amount shall not exceed 10% of the total number of issued Shares of the Company as at the date of the passing of this resolution.”

By order of the Board
Maike Tube Industry Holdings Limited
Guo Lei
Chairman and Executive Director

Hong Kong, 25 April 2024

Principal place of business in Hong Kong
Unit 1102,
11/F, Brill Plaza,
84 To Kwa Wan Road,
To Kwa Wan,
Kowloon,
Hong Kong

REGISTERED OFFICE
Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The results of the poll will be published on the websites of the Stock Exchange and of the Company in accordance with the Listing Rules. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 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 any adjournment thereof).
3. The register of members of the Company will be closed from Friday, 24 May 2024 to Friday, 31 May 2024 (both days inclusive), during which period no transfer of shares in the Company will be registered, for the purpose of determining the identity of the shareholders entitled to attend and vote at the annual general meeting. In order to qualify for attending and voting at the annual general meeting to be held on Friday, 31 May 2024, all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 23 May 2024.

From Friday, 14 June 2024 to Monday, 17 June 2024, both days inclusive, during which period no transfer of Shares will be registered for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all completed transfer documents accompanied by the relevant share certificates have to be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited of 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 Thursday, 13 June 2024.

NOTICE OF ANNUAL GENERAL MEETING

4. 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 common seal or under the hand of an officer or attorney or other person duly authorised.
5. In the case of joint holders of any shares, any one of such joint holders may vote at the above meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the above meeting, either personally or by proxy, the joint holder whose name stands first in the register of members of the Company, will alone be entitled to vote in respect of such shares.
6. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
7. On a poll, every shareholder present at the meeting shall be entitled to one vote for every fully paid-up share of which he/she is the holder. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so required or demanded.

An explanatory statement containing further details regarding resolution no.6 above is set out in a circular to the shareholders of the Company, which is being dispatched together with this notice, The circular also contains particulars of the Directors proposed to be re-elected at the meeting.

8. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
9. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this circular, the executive Directors are Mr. GUO Lei, Mr. WANG Ning and Mr. YANG Shufeng; the non-executive Director is Ms. ZHAO Xuelian; and the independent non-executive Directors are Mr. LIU Fengyuan, Mr. DING Xiaodong and Mr. SUN Yongxi.