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中國管業集團有限公司 China Pipe Group Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 00380)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of China Pipe Group Limited (the “**Company**”) will be held at Unit 1010-1016, Level 10, Tower II, Grand Century Place, 193 Prince Edward Road West, Mongkok, Kowloon, Hong Kong on Friday, 8 July 2022 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as the ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the loan agreement dated 22 April 2022 (the “**2022 Loan Agreement**”) entered into by Softpower (China) Limited (formerly known as Mao Xing Limited) (the “**Lender**”), a wholly-owned subsidiary of the Company, as lender, and Agria Group Limited (the “**Borrower**”) as borrower, in relation to the renewal of a loan facility in the amount of up to US\$10,000,000 (equivalent to approximately HK\$78,500,000. The 2022 Loan Agreement constitutes a continuing connected transaction (the “**Continuing Connected Transaction**”) for the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (details of the 2022 Loan Agreement are set out in the Company’s circular dated 21 June 2022 (the “**Circular**”) and copies of the 2022 Loan Agreement and the Circular have been tabled at the meeting and marked “A” and “B” respectively for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Proposed Annual Caps (as defined and more particularly described in the Circular) in respect of the Continuing Connected Transaction be and are hereby approved and confirmed; and

- (c) the directors of the Company be and are hereby authorised to do such acts and execute such other documents (including without limitation any related documents) as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the 2022 Loan Agreement and the Proposed Annual Caps and the transactions contemplated thereunder.”

By order of the Board
China Pipe Group Limited
Lai Fulin
Chairman

Hong Kong, 21 June 2022

Notes:

1. A form of proxy for use at the SGM or any adjournment thereof is enclosed.
2. A shareholder of the Company (a “**Shareholder**”) entitled to attend and vote at the SGM convened by the above notice (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Where there are joint registered 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 stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting at the meeting should he/she/it wish. If a Shareholder attend and vote at the SGM, the authority of his/her/its proxy will be deemed to be revoked.

As at the date of this notice, the Board consists of Mr. Lai Fulin and Mr. Yu Ben Ansheng as executive directors; and Mr. Wong Yee Shuen, Wilson, Mr. Chen Wei Wen and Mr. Guan Zhiqiang as independent non-executive directors.