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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 Monday, 14 November 2022 at 10:00 a.m. (or any adjournment thereof) for the purpose of considering and, if though fit, pass (with or without modifications) the following resolution as a special resolution:

SPECIAL RESOLUTION

“THAT:

- (1) (a) the amendments to the existing memorandum of association and bye-laws of the Company set out in Appendix to the circular dated 19 October, 2022 (the “**Amendments**”) be and are hereby approved and that the new amended and restated memorandum of association and bye-laws of the Company incorporating and consolidating the proposed Amendments in the form of the document marked “A” produced to this meeting and for the purpose of identification signed by the chairman of this meeting be approved and adopted as the new memorandum of association and bye-laws of the Company in substitution for and to the exclusion of the existing memorandum of association and bye-laws of the Company with immediate effect; and
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

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

Hong Kong, 19 October, 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 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.