
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about 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 Shengli Oil & Gas Pipe Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or 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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SHENGLI OIL & GAS PIPE HOLDINGS LIMITED

勝利油氣管道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1080)

PROPOSALS FOR

**(1) RENEWAL OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;**

(2) RE-ELECTION OF DIRECTORS; AND

(3) RE-APPOINTMENT OF AUDITOR;

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Shengli Oil & Gas Pipe Holdings Limited to be held at 4th Floor, Golden Tulip Shanghai Hongqiao Yankuang, No. 303 Mingzhu Road, Qingpu District, Shanghai City, the PRC on Friday, 21 June 2024 at 3:00 p.m. is set out on pages 20 to 25 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. 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.

This circular together with the form of proxy are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.slogp.com).

21 May 2024

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RESPONSIBILITY STATEMENT

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, there are no other facts the omission of which would make any statement contained herein misleading.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 4th Floor, Golden Tulip Shanghai Hongqiao Yankuang, No. 303 Mingzhu Road, Qingpu District, Shanghai City, the PRC on Friday, 21 June 2024 at 3:00 p.m. or any adjournment thereof;
“AGM Notice”	the notice convening the AGM set out on pages 20 to 25 of this circular;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors of the Company;
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Company”	Shengli Oil & Gas Pipe Holdings Limited, a company incorporated under the Cayman Islands Law on 3 July 2009 with limited liability, 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;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) of not exceeding 20% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of passing such proposed ordinary resolution at the AGM;

DEFINITIONS

“Latest Practicable Date”	13 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular, does not include Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of the issued Shares of (excluding any Treasury Shares) as at the date of passing such proposed ordinary resolution at the AGM;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong;
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



勝利管道
SHENGLI PIPE

SHENGLI OIL & GAS PIPE HOLDINGS LIMITED

勝利油氣管道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1080)

Executive Directors

Mr. Zhang Bizhuang (*Chief Executive Officer*)
Mr. Wang Kunxian (*Vice President*)
Ms. Han Aizhi (*Vice President*)
Mr. Zhang Bangcheng

Non-executive Directors

Mr. Wei Jun (*Chairman*)
Mr. Zhang Danyu

Independent non-executive Directors

Mr. Chen Junzhu
Mr. Qi Defu
Mr. Qiao Jianmin

Registered Office

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

Principal place of

business in Hong Kong
Room 2111
21st Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

21 May 2024

*To the Shareholders and, for information only,
the holders of share options of the Company*

Dear Sir or Madam,

PROPOSALS FOR
(1) RENEWAL OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS; AND
(3) RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of the Directors to be re-elected; (iv) inform you about the proposed re-appointment of the auditor of the Company; and (v) give you the AGM Notice.

Ordinary resolutions will be proposed at the AGM for the Shareholders to approve, among other things,

- (i) the grant of the Issue Mandate to the Directors;
- (ii) the grant of the Repurchase Mandate to the Directors;
- (iii) the extension of scope of the Issue Mandate by adding the Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM);
- (iv) the re-election of retiring Directors and authorisation to the Board to fix their remuneration; and
- (v) the re-appointment of auditor and authorisation to the Board to fix its remuneration.

ISSUE MANDATE

At the last annual general meeting of the Company held on 16 June 2023, a general mandate was granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares on the Stock Exchange. Such mandate will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate in order to provide flexibility and discretion to the Directors to allot, issue and otherwise deal with new Shares (including any sale or transfer of Treasury Shares out of treasury). As at the Latest Practicable Date, the Company had an issued share capital of HK\$387,436,560, divided into 3,874,365,600 Shares with par value of HK\$0.10 each. Subject to the passing of an ordinary resolution approving the Issue Mandate and on the basis that none of the outstanding share options is exercised and no further Shares will be issued or repurchased by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 774,873,120 Shares, representing 20% of the total number of issued Shares (excluding any Treasury Shares) and a share capital of HK\$77,487,312, being issued by the Company during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. In addition, an ordinary resolution will also be proposed to extend the scope of the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate (including any sale or transfer of Treasury Shares out of treasury).

LETTER FROM THE BOARD

REPURCHASE MANDATE

At the last annual general meeting of the Company held on 16 June 2023, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors to enable them to buy back the Shares on the Stock Exchange. As at the Latest Practicable Date, the Company had an issued share capital of HK\$387,436,560, divided into 3,874,365,600 Shares with par value of HK\$0.10 each. Subject to the passing of an ordinary resolution approving the Repurchase Mandate and on the basis that none of the outstanding share options is exercised and no Shares will be issued or repurchased by the Company prior to the AGM, exercise of the Repurchase Mandate in full would result in up to a maximum of 387,436,560 Shares, representing 10% of the total number of issued Shares (excluding any Treasury Shares) and a share capital of HK\$38,743,656, being repurchased by the Company. An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles, Mr. Zhang Bizhuang, Mr. Zhang Bangcheng and Mr. Wei Jun shall retire from office at the AGM. Being eligible, Mr. Zhang Bizhuang, Mr. Zhang Bangcheng and Mr. Wei Jun will offer themselves for re-election as Directors at the AGM.

In accordance with Article 83(3) of the Articles, Mr. Qi Defu, who was appointed by the Board as an independent non executive Director on 24 April 2024, will hold office only until the AGM. Being eligible, Mr. Qi will offer himself for re-election at the AGM.

The particulars of the retiring Directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The nomination committee of the Company (the “**Nomination Committee**”) will recommend to the Board for the appointment of a Director, including an independent non-executive Director, in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select and nominate such individuals for directorships or make recommendations to the Board in this regard, having due regard to the Company’s Board diversity policy, the requirements in the Company’s constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates’ contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;

LETTER FROM THE BOARD

- (b) assess the independence of independent non-executive Directors to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding his/her seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) establish the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and prepare a description of the role and capabilities required for a particular appointment based on such evaluation.

RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee has considered the extensive experience, diversified working profiles and other experience of Mr. Qi Defu, an independent non-executive Director, in his field as well as the factors set out in his biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Qi Defu has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively and his re-appointment will contribute to the diversity (in particular in terms of skills) of the Board. The Board also assessed and reviewed the independence confirmation of Mr. Qi Defu based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and is satisfied with his independence. The Board considered that the re-election of Mr. Qi Defu as a Director would be in the best interests of the Company and its Shareholders as a whole.

In addition, the Nomination Committee has also reviewed the structure, size and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills, knowledge and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the Board diversity policy of the Company.

As mentioned above, with the assistance and recommendation from the Nomination Committee, the Board has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, cultural background, professional qualification, skills, knowledge and length of service and decided to propose the re-election of Mr. Qi Defu as an independent non-executive Director at the AGM. During his period of appointment, Mr. Qi Defu has not been involved in the daily management of the Company nor in any relationships or circumstances which would impair his independent judgment. He has demonstrated his abilities to provide independent, balanced and objective advice and insight on the Company's affairs, the Board is of the view that Mr. Qi Defu is able to continue to fulfill his role as required and thus recommends him for re-election at the AGM. Further, the Company is of the view that Mr. Qi Defu meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. Given that Mr. Qi Defu does not hold any directorship in more than seven listed companies, the Board believes that he can commit sufficient time to assume his director's duties.

LETTER FROM THE BOARD

The Nomination Committee had discussed and considered the above factors at its meeting in arriving at the determination that Mr. Qi Defu is independent to be re-elected as an independent non-executive Director.

The Nomination Committee has recommended to the Board on re-election of all the retiring Directors and considers that all the retiring Directors will continue to bring valuable perspectives, skills and experience to the Board for its efficient and effective functioning and diversity.

RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint Mazars CPA Limited as auditor of the Company at the AGM.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 4th Floor, Golden Tulip Shanghai Hongqiao Yankuang, No. 303 Mingzhu Road, Qingpu District, Shanghai City, the PRC on Friday, 21 June 2024 at 3:00 p.m. is set out on pages 20 to 25 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). 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. If you attend and vote at the AGM, the authority of your proxy will be revoked.

The notice of the AGM and the form of proxy are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.slogp.com).

Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the AGM will be taken by poll based on the number of Shares. The chairman of the AGM will therefore demand a poll based on the number of Shares for every resolution put to vote at the AGM pursuant to Article 66 of the Articles.

As there is no Shareholder who has any material interest in the resolutions proposed at the AGM, none of the Shareholders is required to abstain from voting on such resolutions. Separately, holders of Treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 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 Monday, 17 June 2024.

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Article 85 of the Articles provides that:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

For the purpose of the Articles:

- (i) “Member” means a duly registered holder from time to time of the Shares in the capital of the Company;
- (ii) “Notice” means written notice unless otherwise specifically stated and as further defined in the Articles; and
- (iii) “Registration Office” means, in respect of any class of share capital, such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.

LETTER FROM THE BOARD

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served at the Company's principal place of business in Hong Kong at Room 2111, 21st Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong or at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, including (i) his/her notice of intention to propose a resolution at the general meeting; and (ii) a notice signed by the nominated candidate of the candidate's willingness to be appointed together with (a) that candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the section below headed "Information Required for the Director Candidate(s) Nominated by Shareholders", and (b) the candidate's written consent to the publication of his/her personal data.

If the documents are served after the Company has given notice of general meeting appointed for the election of Director, the period for service of documents will commence on the day after the date of the notice of such general meeting and end fourteen (14) days prior to the date of such general meeting.

INFORMATION REQUIRED FOR THE DIRECTOR CANDIDATE(S) NOMINATED BY SHAREHOLDERS

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

- a) full name and age;
- b) positions held with the Company and its subsidiaries (if any);
- c) experience including (i) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and (ii) other major appointments and professional qualifications;
- d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware, pertaining to the ability or integrity of the candidate;
- e) length or proposed length of service with the Company;
- f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- g) interests in the Shares within the meaning of Part XV of SFO, or an appropriate negative statement;

LETTER FROM THE BOARD

- h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor are there any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
- i) contact details.

The Shareholder proposing the Director candidate will be required to read out aloud the proposed resolution at the general meeting.

RECOMMENDATION

The Directors consider that the resolutions set out in the AGM Notice, including the granting of the Issue Mandate and the Repurchase Mandate, the re-election of retiring Directors and re-appointment of auditor are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of all resolutions as set out in the AGM Notice.

Your attention is drawn to the additional information set out in Appendix I and Appendix II to this circular.

MISCELLANEOUS

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

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

This appendix includes an explanatory statement required under the Listing Rules to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange, either directly or indirectly, to repurchase their shares on the Stock Exchange and any other stock exchange on which securities of such companies 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 companies must be fully paid up and all repurchases of shares by such companies must be approved in advance by an ordinary resolution of shareholders, either by way of a general share repurchase mandate or by specific approval of a particular transaction, in compliance with the requirements under Rule 10.06(1)(c) of the Listing Rules.

2. FUNDING OF REPURCHASES

Repurchasing Shares must be made of the funds legally available for such purpose in accordance with the Memorandum and Articles and the applicable laws of the Cayman Islands and Hong Kong.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares of the Company is 3,874,365,600 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares 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 387,436,560 Shares, representing 10% of the total number of issued Shares (excluding any Treasury Shares) of the Company on the date of passing of such resolution.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

The above mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the Company is required by law or the Articles to hold its next annual general meeting; or (iii) the date upon which the Repurchase Mandate is varied or revoked by an ordinary resolution of the Shareholders at a general meeting.

4. REASONS FOR REPURCHASES

The Directors believe that it is in the best 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 asset value of the Company 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.

5. CONFIRMATION FROM THE DIRECTORS

The Directors will exercise the Repurchase Mandate to the extent as permitted by the Listing Rules, the applicable laws and regulations of the Cayman Islands and the Memorandum and Articles.

The Directors have confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed share repurchase has unusual features.

6. EFFECT OF THE TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mefun Group Limited, being the single largest Shareholder of the Company, was interested in 620,000,000 Shares, representing approximately 16.003% of the total number of the issued Shares of the Company.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate and on the assumption that no further Shares are issued or repurchased prior to the AGM, the shareholding interest of Mefun Group Limited would be increased to approximately 17.781%, and such increase will not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent as would give rise to an obligation on the part of Mefun Group Limited to make a mandatory offer as set out above.

Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be in public hands. The Directors have no intention to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

7. 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 approved by the Shareholders, 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 nor has he/she/it 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.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares on the Stock Exchange within last six months up to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous 12 months and up to the Latest Practicable Date were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
May	0.070	0.062
June	0.063	0.052
July	0.059	0.043
August	0.107	0.050
September	0.065	0.047
October	0.055	0.047
November	0.061	0.045
December	0.053	0.041
2024		
January	0.058	0.031
February	0.051	0.040
March	0.044	0.039
April	0.045	0.035
May (up to the Latest Practicable Date)	0.040	0.036

APPENDIX II PARTICULARS OF THE DIRECTORS SUBJECT TO RE-ELECTION

The particulars of the retiring Directors who are subject to re-election at the AGM and which are required to be disclosed by the Listing Rules are set out below:

RETIRING DIRECTORS SUBJECT TO RE-ELECTION

Mr. Zhang Bizhuang (張必壯) (“Mr. Zhang”)

Mr. Zhang Bizhuang, aged 57, has been our executive Director of the Company since July 2009, the chief executive officer from July 2009 to June 2021, the co-chief executive officer from June 2021 to March 2024 and currently serves as the chief executive officer. Mr Zhang is responsible for the overall management of our Group’s business operations. Mr. Zhang worked in Shengli Steel Pipe Co., Ltd.* (勝利鋼管有限公司) (“Shengli Steel Pipe”, known as Shengli Administration of Petroleum Steel Pipe Factory* (勝利石油管理局鋼管廠) and Shengli Oilfield Zibo Pipe Co., Ltd.* (勝利油田淄博制管有限公司) before reconstruction of state-owned enterprises) from July 1990 to December 2008, serving various positions including as the department head of technical supervision department and quality control inspection department, the deputy general manager and the general manager, with his last position as the chairman. He also served in various positions in Shandong Shengli Steel Pipe including as the executive director and the general manager between December 2007 and June 2013, and has been its chairman since December 2008. He has been the general manager of Shengguan Group* (勝管集團) since July 2013. Mr. Zhang currently serves as a director of 11 subsidiaries of the Group.

Mr. Zhang graduated from Chongqing University with a bachelor’s degree in Bachelor of Engineering in 1990, majoring in Metal Materials and Heat Treatment and obtained his master’s degree in business administration from the Open University of Hong Kong in 2004. He is a certified senior engineer in the PRC, and holds the Chinese Career Manager qualification.

Save as disclosed above, Mr. Zhang has not held any other position in the Company or its subsidiaries nor does he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries. Mr. Zhang did not hold any other directorships in any listed public companies in the last three years. Mr. Zhang is interested in 235,330,224 Shares within the meaning of Part XV of the SFO, including 153,130,224 Shares held through a company owned as to 40% and 60% by him and his spouse, and 79,800,000 Shares held by him.

APPENDIX II PARTICULARS OF THE DIRECTORS SUBJECT TO RE-ELECTION

Mr. Zhang entered into a service contract with the Company with respect to his appointment as an executive Director for a term of three years commencing from the listing date, renewable for three years at a time, and is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles. Mr. Zhang entered into a supplemental contract to the service contract with the Company on 18 August 2014, 28 March 2017, 25 March 2019 and 28 March 2020, respectively. Pursuant to the service contract and supplemental service contract, Mr. Zhang is entitled to an annual service fee of HK\$1,100,000 with discretionary bonus subject to the Board's approval, not exceeding 5% of the net profits stated in the audited financial statements for the relevant financial year end, with effect from 1 January 2020. His remuneration package is determined by the Board with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions, and shall be reviewed by the remuneration committee of the Company from time to time.

Save as disclosed above, there is no other information which is discloseable nor is/was Mr. Zhang involved in any other matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules. There are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

Mr. Zhang Bangcheng (張榜成)

Mr. Zhang Bangcheng, aged 53, has been our executive Director since March 2021, responsible for the overall sales of steel pipes of the Group. He served as the investment director of Beijing Beirong International Investment Co., Ltd.* (北京北融國際投資有限公司) from July 2005 to December 2007, the vice president of Sino-Singapore Lion Investment Pte Ltd.* (新加坡中獅投資私人有限公司) from May 2008 to September 2010, the managing director of Magic Group (HK) International Holdings Co., Limited (神奇集團(香港)國際控股有限公司) from June 2013 to March 2017, the chairman of the board of directors of Hami Tianzhi New Energy Technology Co., Ltd.* (哈密天智新能源科技有限公司) from April 2017 to December 2018 and the risk control manager of Beijing X&H Investment Management Co., Ltd.* (北京蕭何投資管理有限公司) from July 2019 to January 2021.

Mr. Zhang Bangcheng graduated from China Agricultural University (中國農業大學) in 2006 and obtained a master's degree in agricultural economics management; and obtained the fund practicing qualification from the Securities Association of China in 2019.

Save as disclosed above, Mr. Zhang Bangcheng has not held any other position in the Company or its subsidiaries nor does he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries. Mr. Zhang Bangcheng did not hold any other directorships in any listed public companies in the last three years. LM Global Asset LP held 600,000,000 Shares of the Company, representing approximately 15.486% of the issued Shares of the Company and LM Global Asset LP was managed by its general partner, namely LM Asset Management Corp, which was owned as to approximately 70% by Mr. Huang Guang (黃廣) and 30% by Magic Group and Magic Group was wholly owned by Mr. Zhang Bangcheng.

APPENDIX II PARTICULARS OF THE DIRECTORS SUBJECT TO RE-ELECTION

Mr. Zhang Bangcheng entered into a service contract with the Company with respect to his appointment as an executive Director for a term of three years commencing on 10 March 2021, renewable for three years at a time, and is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles. Pursuant to the service contract, Mr. Zhang Bangcheng is entitled to an annual service fee of HK\$900,000 with discretionary bonus subject to the Board's approval, not exceeding 5% of the net profits stated in the audited financial statements for the relevant financial year end, with effect from 10 March 2021. His remuneration package is determined by the Board with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions, and shall be reviewed by the remuneration committee of the Company from time to time.

Save as disclosed above, there is no other information which is discloseable nor is/was Mr. Zhang Bangcheng involved in any other matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules. There are no other matters concerning Mr. Zhang Bangcheng that need to be brought to the attention of the Shareholders.

Mr. Wei Jun (魏軍) (“Mr. Wei”)

Mr. Wei Jun, aged 55, has been our non-executive Director and the chairman of the Board since January 2019, and serves as the member of remuneration committee of the Company. He currently serves as the general manager of Beijing Zhenhong Xingye Trading Co., Ltd.* (北京臻鴻興業商貿有限公司), responsible for the overall management and international trading of the Company. Mr. Wei was the standing deputy general manager of Beijing Jinggang International Trading Limited Company* (北京京鋼國際貿易有限公司), i.e. the department of international trading business of Advanced Technology & Materials Co., Ltd.* (安泰科技股份有限公司) (“**Advanced Technology (安泰科技)**”), the shares of which are listed on the Shenzhen Stock Exchange, and was mainly responsible for the overall management and international trading business of the company from 1999 to 2003. He was also the assistant to the director of operating department and the department head of external economics in Central Iron & Steel Research (鋼鐵研究總院) (as defined below), and was mainly engaged in daily management of foreign investment joint ventures and domestic joint ventures, feasibility research on industrial investment, as well as the preparation work for the listing of Advanced Technology (安泰科技) from 1995 to 1999.

Mr. Wei graduated from Chongqing University with a degree in Bachelor of Engineering in 1990, majoring in iron and steel metallurgy, and obtained a degree in Master of Engineering from China Iron & Steel Research Institute Group* (中國鋼研科技集團公司) (formerly known as the Ministry of Metallurgical Industry of Central Iron & Steel Research Institute* (冶金工業部鋼鐵研究總院) (“**Central Iron & Steel Research* (鋼鐵研究總院)**”) in 1993. He is a certified senior engineer in the PRC.

Mr. Wei also serves as a director of Mefun Group Limited, which is the single largest Shareholder of the Company. Mefun Group Limited holds 620,000,000 Shares of the Company, representing approximately 16.003% of the issued Shares of the Company. Mr. Wei has 65.97% interests in Mefun Group Limited. Accordingly, Mr. Wei is deemed to be interested in the Shares of the Company held by Mefun Group Limited by virtue of the SFO.

APPENDIX II PARTICULARS OF THE DIRECTORS SUBJECT TO RE-ELECTION

Save as disclosed above, Mr. Wei has not held any other position in the Company or its subsidiaries nor does he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries. Mr. Wei did not hold any other directorships in any listed public companies in the last three years.

Mr. Wei entered into a letter of appointment of non-executive Director with the Company with respect to his appointment as a non-executive Director for a term of three years commencing on 29 January 2019, renewable for three years at a time, and is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles. Mr. Wei also entered into a supplemental contract to the letter of appointment with the Company on 25 March 2019. Pursuant to the letter of appointment and supplemental contract, Mr. Wei is entitled to an annual service fee of HK\$300,000 but is not entitled to any discretionary bonus, with effect from 1 April 2019. His remuneration package is determined by the Board with reference to the remuneration policy of the Company, his duties and the prevailing market level of remuneration for executives of similar positions, and shall be reviewed by the remuneration committee of the Company from time to time.

Save as disclosed above, there is no other information which is discloseable nor is/was Mr. Wei involved in any other matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules. There are no other matters concerning Mr. Wei that need to be brought to the attention of the Shareholders.

Mr. Qi Defu (戚德福) (“Mr. Qi”)

Mr. Qi Defu, aged 46, has been an independent non-executive Director of the Company since 24 April 2024. He is currently the vice president of Orient Securities International Financial Group Limited* (東證國際金融集團有限公司) and Orient Capital (Hong Kong) Limited* (東方融資(香港)有限公司), where he is engaged in investment banking business and mainly assists domestic and foreign companies in initial public offering, mergers and acquisitions, debt financing in Hong Kong. He is also a responsible officer licensed to carry out type 1 (dealing in securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and holds qualifications for type 6 (advising on corporate finance). Mr. Qi served as the managing director and investment director of Shanghai Fuyun Investment Management Co., Ltd.* (上海復雲投資管理有限公司) and Shanghai Yingfei Chuangfu Investment Management Co., Ltd.* (上海英飛創複投資管理有限公司) from October 2014 to May 2020, and was mainly responsible for the management of private equity business, including establishing private equity funds, investing in high-quality targets, etc.. Mr. Qi served as the senior vice president from December 2012 to October 2014 of Shenyin & Wanguo Investment Co., Ltd. (申銀萬國投資有限公司), where he led the development of the company's innovative business, as well as carried out mergers and acquisitions, mezzanine fund establishment, and investment management business. Mr. Qi was the senior investment manager of Ping An Asset Management Co., Ltd.* (平安資產管理有限責任公司) from December 2009 to July 2012 and was mainly responsible for investment and mergers and acquisitions of outstanding companies with high growth potential. From July 2006 to December 2009, Mr. Qi served as the investment manager of Daojie Capital Co., Ltd.* (道杰資本有限公司) and was engaged in private equity investment business management.

APPENDIX II PARTICULARS OF THE DIRECTORS SUBJECT TO RE-ELECTION

Mr. Qi graduated from Chongqing University majoring in industrial automation, and obtained bachelor's degree in engineering in July 2000. In June 2007, he obtained a master's degree in business administration from Shanghai University of Finance and Economics, specialising in finance and securities. He also obtained a Master of Arts degree in cultural and heritage tourism from Hong Kong Metropolitan University in October 2019.

Save as disclosed above, Mr. Qi has not held any other position in the Company or its subsidiaries nor does he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries. Mr. Qi did not hold any other directorships in any listed public companies in the last three years.

Mr. Qi entered into an appointment letter of independent non-executive Director with the Company on 24 April 2024 with respect to his appointment as an independent non-executive Director for a term of three years commencing on 24 April 2024, renewable for three years at a time and is subject to retirement by rotation and re-election at the Company's general meeting in accordance with the Articles. Pursuant to the appointment letter, Mr. Qi is entitled to an annual service fee of HK\$300,000 but is not entitled to any discretionary bonus. The remuneration package of Mr. Qi is determined with reference to the his experience, duties and responsibilities, as well as the prevailing market rate of remuneration offered by companies of comparable size and similar operation, and shall be reviewed by the remuneration committee of the Company from time to time.

Save as disclosed above, there is no other information which is discloseable nor is/was Mr. Qi involved in any other matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules. There are no other matters concerning Mr. Qi that need to be brought to the attention of the Shareholders.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



勝利管道
SHENGLI PIPE

SHENGLI OIL & GAS PIPE HOLDINGS LIMITED

勝利油氣管道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1080)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Shengli Oil & Gas Pipe Holdings Limited (the “**Company**”) will be held at 4th Floor, Golden Tulip Shanghai Hongqiao Yankuang, No. 303 Mingzhu Road, Qingpu District, Shanghai City, the PRC on Friday, 21 June 2024 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2023 and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company.
2. To re-elect the following Directors:
 - (a) To re-elect Mr. Zhang Bizhuang as an executive Director.
 - (b) To re-elect Mr. Zhang Bangcheng as an executive Director.
 - (c) To re-elect Mr. Wei Jun as a non-executive Director.
 - (d) To re-elect Mr. Qi Defu as an independent non-executive Director.
3. To authorise the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Mazars CPA Limited as the auditor of the Company and authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions which will be proposed, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, 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 additional shares (the “**Shares**”) in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024 and as amended from time to time, “**Treasury Shares**”) out of treasury) and to make or grant offers, agreements and options (including warrants to subscribe for Shares, bonds and debentures convertible into Shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option schemes adopted by the Company or an issue of Shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of Shares in lieu of the whole or part of a dividend on Shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company (the “**Articles**”), shall not exceed 20% of the total number of the issued Shares of the Company (excluding any Treasury Shares) on the day of passing this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(D) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of 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 such Shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange);

(E) any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of Treasury Shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

6. “**THAT:**

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (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 and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such Shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (C) the total number of issued Shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued Shares of the Company (excluding any Treasury Shares) as at the time of passing 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 time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company at general meeting.”
7. “**THAT** conditional upon the passing of ordinary resolutions numbered 5 and 6 in the notice convening the AGM of the Company, the total number of the issued Shares of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 6 shall be added to the total number of the Shares of the Company (excluding any Treasury Shares) that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the said ordinary resolution numbered 5.”

Yours Faithfully,
By Order of the Board
Shengli Oil & Gas Pipe Holdings Limited
Zhang Bizhuang
Executive Director and Chief Executive Officer

Zibo, Shandong, 21 May 2024

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Directors are:

Executive Directors: Mr. Zhang Bizhuang, Mr. Wang Kunxian, Ms. Han Aizhi and Mr. Zhang Bangcheng

Non-executive Directors: Mr. Wei Jun and Mr. Zhang Danyu

Independent non-executive Directors: Mr. Chen Junzhu, Mr. Qi Defu and Mr. Qiao Jianmin

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. In order to ascertain the entitlement of shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 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 Monday, 17 June 2024.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company. A proxy needs not be a member of the Company. 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/she/it 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/her attorney duly authorised in writing or, if the appointor is a corporation, under its seal and under the hand of an officer, attorney or other person duly authorized to sign the same.
4. In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power of attorney or authority shall be delivered to 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 meeting or adjourned meeting 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 convened.
6. Where there are joint holders of any Share, any one of such joint holder may vote either in person or by proxy in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. The main texts of resolutions at the AGM are set forth in the circular of the Company dated 21 May 2024, which is available on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.slogp.com).