

SINOPIPE HOLDINGS LIMITED
(Company Registration No. 200411382N)
Incorporated in the Republic of Singapore

APPLICATION FOR AN EXTENSION OF TIME TO COMPLY WITH RULE 707(1) OF THE LISTING MANUAL IN RESPECT OF THE ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017 (“FY2017”)

- **RECEIPT OF WAIVER FROM SGX-ST**
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1. INTRODUCTION

The Board of Directors (the “**Board**”) of SINOPIPE HOLDINGS LIMITED (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the announcement made by the Company dated 6 April 2018.

The Board wishes to inform shareholders of the Company that the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) has, on 20 April 2018, informed the Company that it has no objections to the Company’s application (the “**Waiver**”) for a two (2) months extension of time to hold its annual general meeting (the “**Extension**”) for financial year ended 31 December 2017 (“**FY2017**”) by 30 June 2018, with regards to compliance with Rule 707(1) of the Listing Manual of the SGX-ST (“**Listing Manual**”).

The approval for the Waiver is subject to: -

- (a) the Company announcing the period of extension granted, the reasons for seeking the extension of time and the conditions as required under Listing Rule 107;
- (b) submission of a written confirmation from the Company that the waiver does not contravene any laws and regulations governing the Company and the articles of association of the Company;
- (c) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors’ decision which has yet to be announced by the Company; and
- (d) the Company convening the AGM of the Company by 30 June 2018 subject to approval of the same from the Accounting & Corporate Regulatory Authority.

2. BACKGROUND AND REASONS FOR THE WAIVER APPLICATION

The Company is applying for an extension of two (2) months to convene the AGM for FY2017 because of the following reasons:

- (1) the Group has faced serious financial distress since the Group’s principal bankers in the Peoples’ Republic of China (“**PRC**”) withdrew a substantial amount of banking facilities to the Group due to credit crunch in the PRC, which severely affected the Group’s operations and caused several subsidiaries in the PRC to close their respective production plants. Going forward, the Company has decided to dispose of the loss-making and highly leveraged subsidiaries in the PRC and to look for new investors and new business to revive the Company. The Company announced on 3 April 2017 that it had entered into a sale and purchase agreement for the disposal of the shares and equity interest in the Group’s subsidiaries in the PRC (“**Disposal**”). The Group does not currently have sufficient financial resources to pay its audit fees for the financial year ended 31 December 2017 (“**Audit Fees**”) and annual general meeting related fees and expenses (“**AGM Expenditure**”). As at the date of this application, the Company anticipates it will only have sufficient financial resources to pay the Audit Fees and the AGM Expenditure upon completion of the Disposal;

- (2) As announced by the Company on SGXNET on 24 November 2017, the Disposal has been approved by the shareholders of the Group in accordance with the Listing Manual of the SGX-ST;
- (3) As further announced by the Company on SGXNET on 15 February 2018, due to the current financial status of the subsidiaries of the Company in the PRC, the Disposal has been delayed. The vendors which include the Company and purchaser have entered into a supplemental agreement in respect of the Disposal on 15 February 2018 and been trying to expedite the completion of the Disposal. The Company anticipates that the Disposal will be completed in April 2018;
- (4) once the Disposal is completed, the Company will receive and use part of the proceeds of the Disposal to pay for the AGM Expenditure and to pay the Audit Fees to its auditor, Messrs Mazars LLP, who requires the Company to make payment for the Audit Fees before the commencement of the audit for FY2017. The Company has been informed by its auditors that the audit for FY2017 will require approximately five (5) weeks from the date of commencement of the audit; and
- (5) upon the issue of the completed audit report of the Group, the Company requires time to prepare and finalise the annual report for FY2017, print and distribute the annual report and comply with the necessary notice period.

As disclosed in the Announcement, the Company has submitted the application for the Extension to ACRA on 6 April 2018 and the Company will provide updates on the outcome of the applications to the ACRA in due course.

Subject to the receipt of such approval from ACRA, the Company will hold its FY2017 annual general meeting on or before 30 June 2018.

By Order of the Board

Mr. Wang Sen
Non-Executive Chairman

21 April 2018