

SINOPIPE HOLDINGS LIMITED

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

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting of the Company will be held by way of electronic means on Thursday, 29 April 2021 at 11:00 a.m., for the purpose of transacting the following business:

ORDINARY BUSINESS

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| 1. | To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2020 and the Directors' Statement and the Auditors' Report thereon. | Resolution 1 |
| 2. | To approve Directors' fees of S\$100,000 for the financial year ending 31 December 2021. (2020: S\$100,000) | Resolution 2 |
| 3. | To re-elect Mr Soh Beng Tiong, a Director retiring by rotation pursuant to Article 107 of the Company's Constitution.
<i>(See Explanatory Note)</i> | Resolution 3 |
| 4. | To re-appoint Messrs Mazars LLP as Auditors and to authorise the Directors to fix their remuneration. | Resolution 4 |

SPECIAL BUSINESS

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| 5. | To approve the continued appointment of Mr Chew Heng Ching as an Independent Director in accordance to Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (which will come into effect on 1 January 2022). This Resolution to remain in force until the earlier of Mr Chew Heng Ching's retirement or resignation, or the conclusion of the third Annual General Meeting following the passing of this Resolution and Resolution 6 below.
<i>(See Explanatory Note)</i> | Resolution 5 |
| 6. | To approve, subject to and contingent upon the passing of Resolution 5 above, by shareholders (excluding the Directors and the Chief Executive Officer of the Company, and the respective associates of such Directors and Chief Executive Officer) the continued appointment of Mr Chew Heng Ching as an Independent Director in accordance to Rule 210(5)(d)(iii)(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited (which will come into effect on 1 January 2022). This Resolution to remain in force until the earlier of Mr Chew Heng Ching's retirement or resignation of the Director; or the conclusion of the third Annual General Meeting following the passing of this Resolution.
<i>(See Explanatory Note)</i> | Resolution 6 |

To consider and, if thought fit, to pass, with or without modifications, the following Ordinary Resolution:

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| 7. | THAT pursuant to Section 161 of the Companies Act (Chapter 50) and in accordance with the listing rules of Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors to: | Resolution 7 |
| (a) | (i) allot and issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or | |
| | (ii) make or grant offers, agreements or options (collectively "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares, | |

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion, deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

PROVIDED THAT:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings (if any), at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards, provided that the share options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of the shares;

Adjustments in accordance with the above Paragraph 2(i) is only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time this Resolution is passed;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until 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 by law to be held, whichever is the earlier.
(See *Explanatory Note*)

- 8. To transact any other business that may be properly transacted at the Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Wang Sen
Non-Executive Chairman

Singapore
14 April 2021

Explanatory Notes:

Resolution 3

Mr Soh Beng Tiong, Non-Executive Director, Chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nominating Committee, will continue to serve in these capacities if re-elected as a Director of the Company, and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Resolutions 5 and 6

Mr Chew Heng Ching ("**Mr Chew**"), Chairman of Audit Committee and Nominating Committee and a member of Remuneration Committee, has served as an Independent Director more than 9 years on the Board of the Company and has submitted himself for a two-tier voting process in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited, which will come into effect on 1 January 2022.

Resolutions 5 and 6, if passed, will remain in force until the earlier of the following: (i) the retirement or resignation of Mr Chew; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of Resolutions 5 and 6.

If the Resolution 5 is not passed, Resolution 6 will not be voted on at this Annual General Meeting.

If the Resolutions 5 and 6 are not passed, Mr Chew will no longer be considered an Independent Director with effect from 1 January 2022. He shall continue to serve as a Non-Executive and Non-Independent Director of the Company therefrom. Consequently, on and from 1 January 2022, he shall cease as Chairman of the Audit Committee and Nominating Committee of the Company in compliance with the Code of Corporate Governance 2018 and the Term of Reference of the Audit Committee and Nominating Committee of the Company requiring the Chairman of the Audit Committee and Nominating Committee shall be an independent non-executive Director. In addition, the Remuneration Committee of the Company will not be formed by a majority of independent non-executive Directors. In view thereof, the Board of the Directors will have to appoint additional independent non-executive Director(s) to be a Chairman of the Audit Committee and Nominating Committee and as a member of Remuneration Committee.

On 6 August 2018, the SGX-ST amended the Listing Manual following the publication of the Code of Corporate Governance 2018 by the Monetary Authority of Singapore. As part of the amendments to the Code of Corporate Governance 2018, certain guidelines from the Code of Corporate Governance 2012 were shifted into the Listing Manual for mandatory compliance. On 28 November 2018, the SGX-ST issued the Transitional Practice Note 3 to establish transitional arrangements for certain guidelines shifted into the Listing Manual. Pursuant thereto and in respect of Rule 210(5)(d)(iii) of the Listing Manual, to ensure that the independence designation of a director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company is seeking to obtain shareholders' approvals for Mr Chew Heng Ching's continued appointment as an independent director prior to 1 January 2022, as he has served for more than 9 years on the Board of the Company. Rule 210(5)(d)(iii) provides that continued appointment as independent director, after an aggregate period of more than 9 years on the board, must be sought and approved in separate resolutions by (A) all shareholders (Resolution 5) and (B) shareholders excluding directors, chief executive officer, and their associates (Resolution 6).

Resolution 7

Resolution no. 7, if passed, will empower the Directors of the Company to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, with a sub-limit of twenty per cent (20%) for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this resolution is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

Printed copies of the following documents can be assessed on the SGX website (https://www.sgx.com/securities/company-announcements):-	
1.	2020 Annual Report
2.	Proxy Form
3.	Notice of Seventeenth Annual General Meeting

Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus ("COVID-19")

Pursuant to COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendments No. 2 & 3) Order 2020 (the "**Order**"), the Seventeenth Annual General Meeting will be conducted by electronic means and Shareholders will not be able to attend the Seventeenth Annual General Meeting physically to minimise risk of community spread of COVID-19.

In light of the above developments, the Company is arranging for a live webcast of the Seventeenth Annual General Meeting proceedings (the "**Live AGM Webcast**") which will take place on **Thursday, 29 April 2021 at 11.00 a.m.** ("**AGM**").

Shareholders will be able to participate in the AGM in following manner set out in the paragraphs below.

Live Webcast:-

1. Shareholders may watch the AGM proceedings through the Live AGM Webcast. To do so, shareholders will need to register at https://easyvideo-sg.zoom.us/webinar/register/WN__stxVLTeTOOjdaEib2sWIA (the "**Registration Link**") by 11.00 a.m. on 26 April 2021 (the "**Registration Deadline**") to enable the Company to verify their status.
2. Following verification, authenticated shareholders will receive an email by 11.00 a.m. on 28 April 2021 containing a link to access the live audio-visual webcast of the AGM proceedings as well as a toll-free telephone number to access the live audio-only stream of the AGM proceedings.
3. Shareholders must not forward the abovementioned link or telephone number to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast.
4. Shareholders who register by the Registration Deadline but do not receive an email response by 11.00 a.m. on 28 April 2021 may contact the Company by email to shaun@easyvideo.sg.

Submission of Proxy Forms to Vote:-

1. Shareholders who wish to vote at the AGM may submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf.
2. The proxy form (a copy of which is also attached hereto), duly completed and signed, must be submitted by:
 - (a) mail to the place of business of the Company at 16 Ayer Rajah Crescent #07-04, Singapore 139965 ; or
 - (b) email to GA@sinopipe.com.sg,

by no later than 11.00 a.m. on 27 April 2021, being 48 hours before the time fixed for the AGM.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email in view of the current COVID-19 situation and the related safe distancing measures.

3. CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.
4. **Please note that shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.**

Submission of Questions:-

1. Shareholders will not be able to ask questions at the AGM during the "live" audio-visual webcast; therefore it is important for shareholders to submit their questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM.
2. Shareholders may submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, in the following manner:
 - (i) By email to the Company via GA@sinopipe.com.sg; or
 - (ii) By post to the Company to 16 Ayer Rajah Crescent #07-04, Singapore 139965

When sending in your questions, please also provide us with the following details:

- your full name;
- your address;
- number of shares held; and
- the manner in which you hold shares (e.g. via CDP, CPF or SRS).

All questions must be submitted and reached the Company **no later than 11.00 a.m. on 26 April 2021** being 72 hours before the time fixed for the AGM.

3. The Company will endeavour to address the substantial and relevant questions before or at the AGM and by publishing our responses on the SGXNet.

Notes:

- (1) (a) A member of the Company ("**Member**") (other than a member who is a relevant intermediary) entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf.
- (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act (Chapter 50) of Singapore.

- (2) A proxy need not be a member of the Company.
- (3) The instrument appointing a proxy or proxies that has been executed by a Member, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be deposited at the place of business of the Company at 16 Ayer Rajah Crescent #07-04, Singapore 139965 ; or (b) email to GA@sinopipe.com.sg, not less than 48 hours before the time set for holding the meeting.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request, and (iv) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

By pre-registering for the webcast and/or the audio-only tele-conferencing, submitting an instrument appointing the Chairman of the AGM as proxy to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, your consent to the collection, use and disclosure of your personal data by the Company (or its agents or service providers) for the purpose (i) administering the webcast and/or the audio-only tele-conferencing (including, but not limited to, verifying your identity and shareholding status, registering an account for you to access the webcast and/or the audio-only tele-conferencing, facilitating and administering the webcast and audio-only tele-conferencing and disclosing your personal data to the Company's agents or third-party service provider for any such purposes), (ii) the processing of any questions submitted to the Company, (iii) the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.