



SINOPIPE HOLDINGS LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of the Company will be held at 11 Slim Barracks Rise, NTU@one-north Campus, Executive Centre, Level 9, Seminar Room SR901, Singapore 138664, on Friday, 24 November 2017 at 2:00 p.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 2016 and the Directors' Statement and the Auditors' Report thereon. | Resolution 1 |
| 2. To approve Directors' fees of S\$165,000 for the financial year ending 31 December 2017. (2016: S\$235,000) | Resolution 2 |
| 3. To re-elect Mr Chew Heng Ching, a Director retiring pursuant to Article 117 of the Company's Constitution.
<i>(See Explanatory Note)</i> | Resolution 3 |
| 4. To re-elect Mr Wang Sen, a Director retiring by rotation pursuant to Article 107 of the Company's Constitution.
<i>(See Explanatory Note)</i> | Resolution 4 |
| 5. To re-appoint Messrs Mazars LLP as Auditors and to authorise the Directors to fix their remuneration. | Resolution 5 |
| 6. To transact any other business that may be properly transacted at the Annual General Meeting of the Company. | |

SPECIAL BUSINESS

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

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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 6 |
| (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) 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) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation 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 (excluding treasury shares) in the capital of the Company 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 which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of shares;
- (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)

BY ORDER OF THE BOARD

Wang Sen
Chairman and Chief Executive Officer
Singapore
9 November 2017

Explanatory Notes:

Resolution 3

Mr Chew Heng Ching, Chairman of the Audit Committee and Nominating Committee, and a member of the Remuneration 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.

Resolution 4

Mr Wang Sen, Chairman of the Board, Executive Director, and a member of the Nominating Committee, will continue to serve in these capacities if re-elected as a Director of the Company.

Resolution 6

Resolution no. 6, 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) 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) shall be based on the total number of issued shares (excluding treasury shares) 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.

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 registered office of the Company at 80 Raffles Place, #32-01 UOB Plaza, Singapore 048624, not less than 48 hours before the time set for holding the meeting.

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.

NOTICE TO EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of Sinopipe Holdings Limited ("**Company**") will be held at 11 Slim Barracks Rise, NTU@one-north Campus, Executive Centre, Level 9, Seminar Room SR901, Singapore 138664, on Friday, 24 November 2017 at 4:00 p.m., (or as soon as practical immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue), and at any adjournment thereof, for the purpose of all considering and, if thought fit, passing with or without amendment, the ordinary resolution as set out below.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the Circular to shareholders of the Company dated 9 November 2017.

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF SHARES AND EQUITY INTERESTS BY SINOPIPE HOLDINGS LIMITED, BEST CONNECT RESOURCES LIMITED, EAGLE SUPER ASSOCIATES LIMITED, AND ONE SEA DEVELOPMENT LTD.

That:-

- (a) approval be and is hereby given for the Proposed Disposal of the Company's entire equity interest in Fujian Atontech Advanced Material Science and Technology Co., Ltd, Sinopipe Guizhou Co., Ltd, Yunnan Aton High Molecular Materials Technology Co., Ltd, Inner Mongolia Aton Plastics Co., Ltd, Yatong Plastic (Hubei) Co., Ltd and Yatong Plastic & Rubbers (Kaifeng) Co., Ltd pursuant to the terms and conditions of the Sale and Purchase Agreement dated 31 March 2017 entered into between the Company, Best Connect Resources Limited, Eagle Super Associates Limited, One Sea Development Ltd and Fujian Yatong Construction Material Limited for an aggregate consideration of RMB10,000,000, as a major transaction for the purposes of Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited; and
- (b) the Directors and each of them be and is hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation, to approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient in order to implement, finalise and give full effect to this Ordinary Resolution and the Proposed Disposal and/or the matters contemplated herein.

BY ORDER OF THE BOARD

Wang Sen
Chairman and Chief Executive Officer
Singapore
9 November 2017

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 Extraordinary 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 Extraordinary 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.
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