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*Potential investors should read the prospectus of the Company dated Wednesday, 9 December 2009 (the “Prospectus”) issued by the Company for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares being offered.*

*In connection with the Global Offering, Macquarie Capital Securities Limited (the “Stabilizing Manager”), as the Stabilizing Manager, its affiliates or any person acting for it, on behalf of the Underwriters may over-allocate shares or effect any other transactions with a view to stabilizing or supporting the market price of the Offer Shares at a level higher than that which might otherwise prevail in the open market for a limited period commencing on the Listing Date, subject to compliance with applicable legal and regulatory requirements. However, there is no obligation on the Stabilizing Manager or any person acting for it to do this. Such stabilizing action, if commenced, may be discontinued at any time, and is required to be brought to an end after a limited period. Any stabilizing actions taken will be in accordance with applicable laws, rules and regulations on stabilization. Any stabilizing actions will be at the absolute discretion of the Stabilizing Manager or any person acting for it. Details of the intended stabilization and how it will be regulated under the Securities and Futures (Price Stabilizing) Rules of the Securities and Futures Ordinance are contained in the Prospectus. The number of Shares being offered in the Global Offering may be increased up to an aggregate of 828,000,000 Shares with 108,000,000 additional Shares, representing 15% of the Shares initially available under the Global Offering through the exercise of the Over-allotment Option granted to the International Underwriters by the Company exercisable by the Stabilizing Manager on behalf of the International Underwriters to cover over-allocation (if any) in the International Offering, which option is exercisable at any time from the Listing Date until 30 days after the last date for lodging applications under the Hong Kong Public Offering. In the event that such Over-allotment Option is exercised, a press announcement will be made.*

*Unless otherwise defined in this announcement, terms defined in the Prospectus have the same meanings when used in this announcement.*

# 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)*

## GLOBAL OFFERING

Number of Offer Shares : 720,000,000 Offer Shares, comprising 600,000,000  
New Shares and 120,000,000

Sale Shares (subject to adjustment and the  
Over-allotment Option)

Number of Hong Kong Public Offer Shares : 72,000,000 Offer Shares (subject to adjustment)

Number of International Offer Shares : 648,000,000 Offer Shares, comprising 528,000,000  
New Shares and 120,000,000

Sale Shares (subject to adjustment and the  
Over-allotment Option)

Maximum Offer Price : HK\$2.69 per Offer Share payable in full on  
application in Hong Kong dollars, plus brokerage of  
1%, SFC transaction levy of 0.004% and Hong  
Kong Stock Exchange trading fee of 0.005%  
(subject to refund)

Nominal value : HK\$0.1 per Share

Stock code : 1080

Sole Global Coordinator, Bookrunner, Sponsor and Lead Manager



Application has been made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus, the Shares offered in the Global Offering (including any additional Shares which may be issued by the Company pursuant to the exercise of the Over-allotment Option) and any Shares which may be issued pursuant to the exercise of options granted under the Share Option Scheme. Dealings in the Shares on the Hong Kong Stock Exchange are expected to commence on Friday, 18 December 2009. The Shares will be each traded in board lots of 1,500 Shares. Applications for the Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and in the **white** or **yellow** Application Forms and the designated website for **White Form eIPO (www.eipo.com.hk)**. It should be noted that multiple applications or suspected multiple applications or any application for more than 36,000,000 Shares, being 50% of the Shares initially comprised in the Hong Kong Public Offering, will be rejected. Only one application on a **white** or **yellow** Application Form or the White Form eIPO Service Provider under the **White Form eIPO** service through the designated website **www.eipo.com.hk** may be made for the benefit of any person. Applicants for any offer shares under the Hong Kong

Public Offering are required to undertake and confirm that they or the relevant beneficial owner(s) have not applied for or taken up, or indicated an interest in, or received or be placed or allocated (including conditionally and/or provisionally) for, and will not apply for or take up, or indicate an interest in, any other Shares under the International Offering or otherwise participate in the International Offering. Subject to the granting of the listing of, and permission to deal in, the Offer Shares to be offered as described in the Prospectus on the Main Board of the Hong Kong Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Shares on the Hong Kong Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange on any trading day is required to take place in CCASS on the second business day thereafter. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

The Company is initially offering 72,000,000 Shares for subscription by the public in Hong Kong at the Offer Price, representing approximately 10% of the total number of Shares initially available under the Global Offering (subject to adjustment) and 648,000,000 Shares for International Offering at the Offer Price (subject to adjustment and the Over-allotment Option), representing approximately 90% of the total number of Shares initially under the Global Offering. The adjustment and the over-allotment option are stated in the paragraph headed “The Hong Kong Public Offering” under the section in the Prospectus headed “Structure of the Global Offering”.

Acceptance of all applications for the Shares pursuant to the Hong Kong Public Offering is conditional on the conditions as stated in the paragraph headed “Conditions of the Global Offering” in the section headed “Structure of the Global Offering” in the Prospectus. The Offer Price is expected to be fixed by agreement between the Sole Global Coordinator (on behalf of the Underwriters) and the Company on or about the Price Determination Date on Monday, 14 December 2009 and, in any event, not later than Wednesday, 16 December 2009. Investors applying for Shares under the Hong Kong Public Offering must pay, on application, the maximum offer price of HK\$2.69 for each Offer Share together with brokerage of 1%, SFC transaction levy of 0.004% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price should be lower than HK\$2.69. The Sole Global Coordinator, on behalf of the Underwriters, may, with the consent of the Company, reduce the number of Shares offered under the Global Offering and/or the indicative offer price range below that stated in the Prospectus (which is HK\$1.81 to HK\$2.69 per Offer Share) at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. **In such a case, an**

**announcement of the reduction in the number of Offer Shares and/or the indicative offer price range will be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese), on the Hong Kong Stock Exchange’s website at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company’s website at [www.slogp.com](http://www.slogp.com) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering.** Applications pursuant to the Hong Kong Public Offering which have been submitted prior to an announcement of such reduction (i.e. the day which is the last day for lodging applications under the Hong Kong Public Offering) cannot be subsequently withdrawn even if the number of Offer Shares and/or the offer price range is so reduced. Further details are set out in the section headed “Structure of the Global Offering” in the Prospectus. If, for any reason, the Offer Price is not agreed between the Company and the Sole Global Coordinator (on behalf of the Underwriters), the Global Offering (including the Hong Kong Public Offering) will not proceed and will lapse.

If the Global Offering does not become unconditional, all application monies, or the appropriate portion thereof together with the brokerage, the SFC transaction levy and the Hong Kong Stock Exchange trading fee received from applicants under the Hong Kong Public Offering will be refunded, without interest, on the terms set out under the paragraph headed “Refund of Application Monies” in the section headed “How to Apply for Hong Kong Public Offer Shares” in the Prospectus. Refund will be made in respect of wholly or partially successful applications in the event that the Offer Price as finally determined is less than the initial offer price per Offer Share actually paid and in respect of wholly or partially unsuccessful applications. Applicants applying for 1,000,000 Offer Shares or more who have indicated on their Application Forms to collect refund cheques (where applicable) and/or share certificates (where applicable) in person may do so from the Company’s Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, 17 December 2009 or any other date notified by the Company on the Hong Kong Stock Exchange’s website at [www.hkex.com.hk](http://www.hkex.com.hk) as the date of dispatch of share certificates/refund cheques. Applicants being individuals who opt for personal collection must not authorize any other person to make collection on their behalf. Applicants being corporate applicants who opt for personal collection must attend by their authorized representatives each bearing a letter of authorization from such corporation stamped with the corporation’s chop. Both individuals and authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to, Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong Share Registrar. Uncollected refund cheques and/or share certificates will be dispatched promptly thereafter by ordinary post to the addresses specified in the Application Forms at the applicants’ own risk.

For details, please refer to the section headed “How to apply for Hong Kong Public Offer Shares” in the Prospectus. Share certificates for the Offer Shares are expected to be issued on Thursday, 17 December 2009 but will only become valid certificates of title provided that no later than 8:00 a.m. on Friday, 18 December 2009 the Hong Kong Public Offering has become unconditional in all respects and the right of termination described under the paragraph headed “Hong Kong Public Offering — Grounds for Termination” in the section headed “Underwriting” in the Prospectus has not been exercised, which is expected to be at or around 8:00 am on Friday, 18 December 2009.

In connection with the Global Offering, the Stabilizing Manager as stabilizing manager, its affiliates or any person acting for it, on behalf of the Underwriters may over-allocate shares or effect any other transactions with a view to stabilizing or supporting the market price of the Offer Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager or any person acting for it to do this. Such stabilizing action, if commenced, may be discontinued at any time, and is required to be brought to an end after a limited period. Any stabilizing actions taken will be in accordance with applicable laws, rules and regulations on stabilization. Details of the intended stabilization and how it will be regulated under the Securities and Futures (Price Stabilizing Rules of the Securities and Futures) Ordinance are contained in the Prospectus. The number of Shares being offered in the Global Offering may be increased up to an aggregate of 828,000,000 Shares with 108,000,000 additional Shares being issued by the Company and/or sold by the Selling Shareholders through the exercise of the Over-allotment Option granted to the International Underwriters by the Company exercisable by the Sole Global Coordinator on behalf of the International Underwriters to cover over-allocation (if any) in the International Offering, which option is exercisable at any time from the Listing Date until 30 days after the last date for lodging applications under the Hong Kong Public Offering. In the event that such Over-allotment Option is exercised, an announcement will be made in accordance with the Hong Kong Listing Rules.

In relation to applicants who have applied for less than 1,000,000 Shares, or applicants applying for 1,000,000 or more Shares but have not elected to collect their refund cheque(s) (where applicable) and/or share certificate(s) (where applicable) in person, their refund cheque(s) and/or share certificate(s) will be sent by ordinary post at the applicants’ own risk to the addresses specified in the relevant Application Forms on Thursday, 17 December 2009.

Applicants who wish to be allotted the Hong Kong Public Offer Shares in their own names should (i) complete and sign the **white** Application Forms or (ii) submit application online through the designated website of the White Form eIPO Service Provider at **www.eipo.com.hk** under the **White Form eIPO** service. Applicants who wish to have the Hong Kong Public Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **yellow** Application Forms, copies of which, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 9 December 2009 until 12:00 noon on Monday, 14 December 2009 at the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbroker, who may have such Application Forms and Prospectus available.

Copies of the Prospectus, together with the **white** Application Forms, may be obtained during business hours in the same period from:

Any participant of The Stock Exchange of Hong Kong Limited and any of the following addresses of the Hong Kong Underwriters:

1. **Macquarie Capital Securities Limited**  
Level 18, One International Finance Centre  
1 Harbour View Street  
Central  
Hong Kong
2. **CIMB Securities (HK) Ltd.**  
25th Floor, Central Tower  
28 Queen's Road  
Central  
Hong Kong
3. **Guotai Junan Securities (Hong Kong) Limited**  
Room 2606, 26th Floor  
Low Block, Grand Millennium Plaza  
181 Queen's Road  
Central  
Hong Kong

or any of the following branches of The Hongkong and Shanghai Banking Corporation Limited:

<b>Hong Kong Island</b>	<b>Hong Kong Office</b>	<b>Level 3, 1 Queen's Road Central</b>
	<b>Cityplaza Branch</b>	<b>Unit 065, Cityplaza I, Taikoo Shing</b>
	<b>Sheung Wan Branch</b>	<b>Shop A, G/F, Guangdong Investment Tower, 293-301 Des Voeux Road Central</b>
	<b>Hay Wah Building Branch</b>	<b>G/F, Hay Wah Bldg, 71-85B Hennessy Rd, Wan Chai</b>
<b>Kowloon</b>	<b>Kwun Tong Branch</b>	<b>No. 1, Yue Man Square, Kwun Tong</b>
	<b>Mong Kok Branch</b>	<b>L/G &amp; U/G, 673 Nathan Road, Mong Kok</b>
	<b>Tin On Building Branch</b>	<b>777-779 Cheung Sha Wan Road</b>
	<b>Hung Hom Branch</b>	<b>G/F, Hung Hom Commercial Centre, 37-39 Ma Tau Wai Road, Hung Hom</b>
<b>New Territories</b>	<b>Tuen Mun Town Plaza Branch</b>	<b>Shop 1, UG/F, Shopping Arcade Phase II, Tuen Mun Town Plaza, Tuen Mun</b>
	<b>Sheung Shui Centre Branch</b>	<b>Shop 1024-1028 &amp; 1030-1031, Level 1, Sheung Shui Centre, Sheung Shui</b>

or any of the following branches of Industrial and Commercial Bank of China (Asia) Limited:

<b>Hong Kong Island</b>	<b>Central Branch</b>	<b>1/F, 9 Queen’s Road Central</b>
	<b>West Point Branch</b>	<b>242-244 Queen’s Road West, Sai Ying Pun</b>
	<b>Quarry Bay Branch</b>	<b>G/F, 1036-1040 King’s Road, Quarry Bay</b>
<b>Kowloon</b>	<b>Yaumatei Branch</b>	<b>542 Nathan Road, Yaumatei</b>
	<b>Mok Cheong Street Branch</b>	<b>12-14 Mok Cheong Street, Tokwawan</b>
<b>New Territories</b>	<b>Tsuen Wan Castle Peak Road Branch</b>	<b>G/F., 423-427 Castle Peak Road, Tsuen Wan</b>
	<b>Yuen Long Branch</b>	<b>G/F., 197-199 Castle Peak Road, Yuen Long</b>
	<b>Shatin Branch</b>	<b>Shop 22J, Level 3, Shatin Centre</b>

Both **white** and **yellow** Application Forms completed in all respects (to which cheques or banker’s cashier orders should be crossed “Account Payee Only” and made payable to “HSBC Nominees (Hong Kong) Limited — Shengli Pipe Public Offer” and securely stapled) should be deposited in the special collection boxes provided at any of the branches referred to above at the following times on the following dates:

*Wednesday, 9 December 2009 — 9:00 a.m. to 4:30 p.m.*  
*Thursday, 10 December 2009 — 9:00 a.m. to 4:30 p.m.*  
*Friday, 11 December 2009 — 9:00 a.m. to 4:30 p.m.*  
*Saturday, 12 December 2009 — 9:00 a.m. to 1:00 p.m.*  
*Monday, 14 December 2009 — 9:00 a.m. to 12:00 noon*

#### **Application by White Form eIPO**

Applicants applying by **White Form eIPO** may submit application online to the White Form eIPO Service Provider through the designated website **www.eipo.com.hk** from 9:00 a.m. on Wednesday, 9 December 2009 until 11:30 a.m. on Monday, 14 December 2009 (24 hours daily, except on the last application day). The latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Monday, 14 December 2009, the last application day. Applicants will not be permitted to submit applications to the **White Form eIPO**



Service Provider after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained a payment reference number from the website prior to 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.

Subject to the terms and conditions set out in the Prospectus and the Application Forms relating thereto, applications must be received no later than 12:00 noon on Monday, 14 December 2009 (or if the application lists are not open on that day, then by 12:00 noon on the next business day the lists are open). Please see the section headed “How to apply for Hong Kong Public Offer Shares” in the Prospectus for further details. No temporary documents or evidence of title will be issued. No receipt will be issued for application monies. The application lists will open from 11:45 a.m. to 12:00 noon on Monday, 14 December 2009 (or such later date as may apply in case of a tropical cyclon warning signal No. 8 or above or a “black” rainstorm warning signal being in force as described in the section headed “How to Apply for Hong Kong Public Offer Shares” in the Prospectus).

**The total number of Shares being offered under the Hong Kong Public Offering is to be divided into two pools for allocation purposes: 36,000,000 Public Offer Shares for pool A and 36,000,000 Public Offer Shares for pool B. The Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for Hong Kong Public Offer Shares with an aggregate price (excluding the 1% brokerage, 0.004% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee payable) of HK\$5,000,000 or less. The Offer Shares in pool B will be allocated on an equitable basis to applicants who have applied for Offer Shares with an aggregate price (excluding the 1% brokerage, 0.004% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee payable) of more than HK\$5,000,000 and up to the total value of Offer Shares in pool B. Applicants should be aware that applications in different pools may receive different allocation ratios. Where one but not both of the pools is undersubscribed, the surplus Offer Shares will be transferred to the other pool to satisfy demand in that other pool and be allocated accordingly. For the purpose of this paragraph only, the “price” for Offer Shares means the price payable on application therefor (without regard to the Offer Price as finally determined). Applicants can only receive an allocation of Offer Shares from either pool A or pool B but not from both pools. Multiple or suspected multiple applications and any application for more than 36,000,000 Offer Shares, being 50% of the Offer Shares initially available for subscription under the Hong Kong Public Offering, are liable to be rejected.**

It is expected that announcement of the Offer Price, the level of indications of interest in the International Offering, the results of applications and the basis of allocation of Shares under the Hong Kong Public Offering will be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese), on the Hong Kong Stock Exchange's website at [www.hkex.com.hk](http://www.hkex.com.hk) and on the Company's website at [www.slogp.com](http://www.slogp.com) on or before Thursday, 17 December 2009.

Results of allocations in the Hong Kong Public Offering, including the Hong Kong Identity Card numbers, passport numbers or Hong Kong business registration numbers of successful applicants (where supplied) and the number of Hong Kong Public Offer Shares successfully applied for under **white** and **yellow** Application Forms or by giving **electronic application instructions** to the White Form eIPO Service Provider under the White Form eIPO services, will be made available at the times and dates and in the manner specified below:

- Results of allocations for the Hong Kong Public Offering will be available from the Hong Kong Stock Exchange's website at [www.hkex.com.hk](http://www.hkex.com.hk) and our Company's website at [www.slogp.com](http://www.slogp.com) from 9:00 a.m. on Thursday, 17 December 2009;
- Results of allocations will be available from the Hong Kong Public Offering website at [www.iporeresults.com.hk](http://www.iporeresults.com.hk) on a 24-hour basis from 8:00 a.m. on Thursday, 17 December 2009 to 12:00 midnight on Wednesday, 23 December 2009. The user will be required to key in the Hong Kong Identity Card/passport/Hong Kong business registration number provided in his/her/its application to search for his/her/its own allocation result;
- Results of allocations will be available from the Hong Kong Public Offering allocation results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number of Hong Kong Public Offer Shares allocated to them, if any, by calling 2862 8669 between 9:00 a.m. and 10:00 p.m from Thursday, 17 December 2009 to Sunday, 20 December 2009; and
- Special allocation results booklets setting out the results of allocations will be available for inspection during opening hours of individual branches and sub-branches from Thursday, 17 December 2009 to Saturday, 19 December 2009 at all the receiving bank branches and sub-branches at the addresses set out in the Prospectus section headed "How to Apply for Hong Kong Public Offer Shares — Where to Collect the Application Forms".

If you are applying for the Hong Kong Public Offer Shares by using a **yellow** Application Form and your application is wholly or partially successful, your share certificate will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your CCASS Investor Participant stock account or as instructed by you in your **yellow** Application Form at the close of business on Thursday, 17 December 2009 or under contingent situations, on any other date as shall be determined by HKSCC or HKSCC Nominees Limited. If you are applying through a designated CCASS Participant (other than a CCASS Investor Participant), you can check the number of Shares allocated to you with that CCASS Participant. If you are applying as a CCASS Investor Participant, you should check the announcement published by the Company on Thursday, 17 December 2009 and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, 17 December 2009 or such other date as shall be determined by HKSCC or HKSCC Nominees Limited. Immediately after the credit of the Shares to your stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in “An Operating Guide for Investor Participants” as published by HKSCC in effect from time to time). HKSCC will also make available to you an activity statement showing the number of Hong Kong Public Offer Shares credited to your CCASS Investor Participant stock account.

By order of the Board of  
**Shengli Oil & Gas Pipe Holdings Limited**  
**Yan Tangfeng**  
*Chairman*

Hong Kong, 9 December 2009

*As at the date of this announcement, the Executive Directors are Mr. Zhang Bizhuang, Mr. Wang Xu and Ms. Han Aizhi, the Non-executive Directors are Mr. Yan Tangfeng, Mr. Teo Yi-Dar, Mr. Ling Yong Wah and Mr. Ong Kar Loon, and the Independent Non-executive Directors are Mr. Huo Chunyong, Mr. Guo Changyu and Ms. Wong Wing Yee Jessie.*

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).