
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of 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 Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



CHU KONG PETROLEUM AND NATURAL GAS STEEL PIPE HOLDINGS LIMITED

珠江石油天然氣鋼管控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1938)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited to be held at 7th Floor, W Hong Kong Hotel, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Friday, 8 June 2018 at 10:30 a.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the annual general meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. 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.

20 April 2018

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Explanatory Statement	7
Appendix II – Particulars of Directors for re-election	11
Notice of Annual General Meeting	15

DEFINITIONS

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

“2017 Annual Report”	the annual report of the Company for the financial year ended 31 December 2017 despatched to the Shareholders together with this circular
“AGM”	the annual general meeting of the Company to be held at 7th Floor, W Hong Kong Hotel, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Friday, 8 June 2018 at 10:30 a.m., the notice of which is set out on pages 15 to 19 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning as defined in the Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited (珠江石油天然氣鋼管控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on the Stock Exchange
“core connected person(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate number of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate number of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate number of Shares not exceeding 20% of the number of issued Shares as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	13 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, for the time being in force
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange with an aggregate number of Shares not exceeding 10% of the number of issued Shares as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) for the time being in force
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning as defined in the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, for the time being in force
“%”	per cent

LETTER FROM THE BOARD



CHU KONG PETROLEUM AND NATURAL GAS STEEL PIPE HOLDINGS LIMITED

珠江石油天然氣鋼管控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1938)

Executive Directors:

Mr. CHEN Chang (*Chairman*)

Ms. CHEN Zhao Nian

Ms. CHEN Zhao Hua

Independent non-executive Directors:

Mr. CHEN Ping

Mr. SEE Tak Wah

Mr. TIAN Xiao Ren

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place of
business in the PRC:*

Qinghe Road

Shiji Town

511450 Panyu District

Guangzhou City

Guangdong Province

The PRC

Principal place of business in Hong Kong:

Suite Nos. 1, 2 and 19

15th Floor, Tower 3

China Hong Kong City

33 Canton Road

Tsim Sha Tsui

Kowloon

Hong Kong

20 April 2018

Dear Shareholders,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with details of the resolutions to be proposed at the AGM including (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the Extension Mandate; and (iv) the proposed re-election of the retiring Directors.

LETTER FROM THE BOARD

ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with unissued Shares with an aggregate number of Shares not exceeding 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution at the AGM. As at the Latest Practicable Date, a total of 1,011,142,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 202,228,400 Shares.

REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, the Shares with an aggregate number of Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 101,114,200 Shares.

An explanatory statement containing information regarding the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

EXTENSION MANDATE

In addition, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by an additional amount representing the aggregate number of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or the other applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to article 105(A) of the Articles, Ms. Chen Zhao Nian and Mr. Tian Xiao Ren shall retire from office by rotation at the AGM and are eligible to offer themselves for re-election at the AGM.

The biographical details of them are set out in Appendix II to this circular.

THE ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 15 to 19 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other matters, the granting of the Issue Mandate, the granting of the Repurchase Mandate, the granting of the Extension Mandate and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. 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.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM shall be conducted by way of poll and the results of the AGM will be announced by the Company in compliance with the Listing Rules.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. Exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company compared with that as at 31 December 2017, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. The Board also considers that it is in

LETTER FROM THE BOARD

the interests of the Company and the Shareholders as a whole to re-elect the retiring Directors. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 5 June 2018 to Friday, 8 June 2018, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 4 June 2018.

RESPONSIBILITY OF DIRECTORS

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, the information contained in this circular is accurate and complete in all material respects and there are no other facts the omission of which would make any statement contained herein misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

LANGUAGE

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

Yours faithfully,
For and on behalf of the Board of
Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited
Chen Chang
Chairman

This Appendix I includes an explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,011,142,000 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate 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 101,114,200 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchases which will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders, may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

4. FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules, the Companies Law and other applicable laws of the Cayman Islands.

Taking into account the current financial position of the Company, the Directors consider that if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in its latest published audited consolidated financial statements as at 31 December 2017. However, the Directors do not intend to exercise the Repurchase Mandate to

such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

5. 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 granted, 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.

6. SHARE PRICES

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

	Share prices (per Share)	
	Highest	Lowest
	HK\$	HK\$
2017		
April	1.16	1.3
May	1.13	1.06
June	1.07	1.00
July	1.05	1.00
August	1.03	0.85
September	0.96	0.82
October	0.84	0.76
November	0.80	0.63
December	0.87	0.65
2018		
January	0.89	0.81
February	1.03	0.74
March	0.97	0.88
April (up to the Latest Practicable Date)	0.90	0.83

7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

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

As at the Latest Practicable Date, according to the register of interests in shares and short positions kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the AGM) is shown under the column "After repurchase":

	Before repurchase	After repurchase
Bournam Profits Limited (<i>Note 2</i>)	69.42%	77.13%
Chen Chang (<i>Note 1</i>)	69.85%	77.61%
Su Xing Fang (<i>Note 1</i>)	69.85%	77.61%

The above are calculated based on 1,011,142,000 Shares in issue as at the Latest Practicable Date.

Notes:

- 701,911,000 Shares are registered in the name of Bournam Profits Limited. The entire issued share capital of Bournam Profits Limited is solely and beneficially owned by Mr. Chen Chang. In addition, Mr. Chen Chang has personal interest of 4,350,000 Shares. Mr. Chen Chang is deemed under the SFO to be interested in 706,261,000 Shares. Madam Su Xing Fang, the spouse of Mr. Chen Chang, is also deemed to be interested in 706,261,000 Shares.
- Bournam Profits Limited has pledged 525,742,000 shares, representing 52.00% of total number of issued shares, in favour of independent parties.

On the basis that the Shares held by the Shareholders named above and the number of Shares in issue would remain the same, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part may result in less than 25% of the Shares being held by the public. The Directors do not intend to repurchase Shares which would result in a public shareholding of less than the prescribed minimum percentage of Shares in public hands.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. UNDERTAKING OF THE BOARD

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the Directors eligible for re-election at the AGM are set out below:

Ms. CHEN Zhao Nian (陳兆年) – Executive Director

Ms. CHEN Zhao Nian (陳兆年), aged 41, is an executive Director. She is the daughter of Mr Chen Chang (being the Chairman of the Board and an executive Director) and also the sister of Ms. Chen Zhao Hua (being an executive Director). Ms. Chen is primarily responsible for the daily management and operations of the Group. Ms Chen joined the Group in October 2002 as vice general manager after her graduation. Ms Chen obtained her bachelor's degree in arts from the University of Central Lancashire in the United Kingdom in June 2000 and her master's degree in accounting from Leeds Metropolitan University in the United Kingdom in October 2002. Ms. Chen has taken up the following public duties and has received the following awards:

public duties:

- 廣州市番禺區第十六屆人大常委 (Member of the Standing Committee of 16th Session of NPC in Panyu, Guangzhou*) (2011)
- 廣州市光彩事業促進會理事 (Executive member of the Guangzhou Glory Society*) (2012)
- 廣州市番禺區工商業聯合會的副主席 (Vice chairwoman of the Federation of Industry & Commerce in Panyu District of Guangzhou*) (2012)
- 番禺區禺商創業青年協會會長 (President of the Youth Association of Panyu Merchants and Entrepreneurs in Panyu District*) (2012)
- 廣州市婦女第十二屆執行委員會委員 (Member of the 12th Executive Committee for Guangzhou Women*) (2012)
- 廣州市女企業家協會會長 (Chairlady of the Guangzhou Association of Women Entrepreneurs*) (2013)
- 中華全國婦女聯合會第十一屆會議廣州代表 (Representative of Guangzhou in the 11th All-China Women Federation Conference*) (2013)
- 中國人民政治協商會議第十二屆廣州市委員會委員 (Committee member of the Guangzhou Committee of the 12th Chinese People's Political Consultative Conference*) (2014)
- 廣州市工商聯青年企業家委員常務副主任 (Guangzhou Deputy Director of the Federation of Young Entrepreneurs Committee*) (2014)

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

- 廣東省婦聯第十二屆執委會常務委員 (Committee member of the 12th Guangdong Provincial Women's Federation, the Executive Committee*) (2014)
- 廣東省民營企業投資發展促進會副會長 (Vice President of Guangdong Province Private Enterprises Investment Development Association*) (2015)
- 廣東省女企業家協會副會長 (Vice President of Guangdong Province Association of Women Entrepreneurs*) (2015)
- 廣東省致福公益促進會常務副會長 (Executive Vice President of Guangdong Province Association of Public Affairs*) (2015)
- 廣州市納稅人協會副會長 (Vice President of Guangzhou Taxpayers Association*) (2015)
- 廣州市第十五屆人民代表大會代表 (Representative of the 15th People's Congress of Guangzhou City*) (2016)
- 廣東省婦女兒童基金會理事長 (President of Guangdong Women and Children's Fund*) (2017)

awards:

- 中華全國婦女聯合會第八屆五好文明家庭 (the 8th Civilised Family with Five Distinctive Merits by the All-China Women's Federation*) (2012)
- 全國巾幗建功標兵 (Female Pace Setter with Great Contribution (National Level)*) (2013)
- 感動廣州60年最具魅力女性 (Most Charismatic Woman in 60 years of Guangzhou Loving Hearts*) (2013)
- 廣州市優秀企業家 (Guangzhou Outstanding Entrepreneur Honors*) (2013)
- 廣東省“優秀女企業家” (Guangdong Outstanding Women Entrepreneur Honours*) (2013)
- 廣州市“三八紅旗手” (March 8th Flag Bearer” of Guangzhou*) (2010-2013)
- 廣東省“三八紅旗手” (“March 8th Flag Bearer” of Guangdong Province*) (2013)
- 全國“三八紅旗手” (“March 8th Flag Bearer” of China*) (2014)
- 傑出創業女性 (Outstanding Women Entrepreneur*) (2014)

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

- 廣東省“十大優秀書香之家” (Guangdong Province Top Ten Outstanding Scholarly Home*) (2014)
- 十佳優秀青年企業家 (Ten Outstanding Young Entrepreneur*) (2015)
- 廣東十佳“慈善奉獻獎” (Guangdong Top Ten “Charity Contribution Award”*) (2015)
- 2015廣東商界十大新銳人物 (Top 10 Guangdong Business New Individuals in 2015*) (2016)
- 2016年度慈善人物鑽石獎 (Diamond Award of Charity Figures*) (2016)
- 廣州新生代優秀企業家 (Guangzhou New Generation Outstanding Entrepreneur*) (2016)
- 2016年度傑出CEO (Outstanding CEO) (2016)
- 第一屆全國文明家庭 (the 1st National Civilized Family*) (2016)
- 第二屆紫荊女企業家獎 (Award of 2nd Bauhinia Women Entrepreneur*) (2017)

Ms. Chen is also director of Chu Kong Steel Pipe Group Co. Limited, Crown Central Holdings Limited, Panyu Chu Kong Steel Pipe Co. Limited, Guangzhou Pearl River Petroleum Steel Pipe Company Limited, View Sharp International Limited, Guangzhou Panyu Chu Kong Hualong Petroleum Steel Pipe Anti-Corrosion Company Limited, Panyu Chu Kong Steel Pipe (Lianyungang) Company Limited, Panyu Chu Kong Steel Pipe (Zhuhai) Co., Ltd, Guangdong Pearl Steel Investment Management Co., Limited, Lianyungang Kaidi Heavy Equipment Technology Co. Limited, PCK Steel (Middle East) FZE and PT Chu Kong Steel Indonesia, all being subsidiaries of the Company.

Ms. Chen has renewed the service contract with the Company for a term of three years commencing from 1 February 2016. Under such contract, Ms. Chen is entitled to a basic annual salary of RMB1.38 million, subject to an annual increment after 1 January of each year at the discretion of the Directors of not more than 15% of the annual salary immediately prior to such increase. In addition, Ms. Chen is entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to her for any financial year of the Company may not exceed 5% of the audited combined or consolidated audited net profit of the Group (after taxation and minority interests and payment of such bonuses but before extraordinary or exceptional items) in respect of that financial year of the Company. There was no increment of Ms. Chen’s basic annual salary as compared with that of 2017. Ms. Chen may not vote on any

* Unofficial transliteration from Chinese name for identification purposes only

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

resolution of the Directors regarding the amount of the management bonus payable to her. The basis of determination of director's remuneration of Ms. Chen was with reference to the duties and level of responsibilities as well as market practice and conditions.

Save as disclosed above, Ms. Chen does not have any relationship with any Directors, senior management, or controlling or substantial shareholders of the Company. As at the Latest Practicable Date, Ms. Chen is not interested in any Shares within the meaning of Part XV of the SFO. Ms. Chen has not held any directorship in other public listed companies in the last three years.

Mr. TIAN Xiao Ren (田曉韜) – Independent Non-executive Director

Mr TIAN Xiao Ren (田曉韜), aged 64, was appointed as an independent non-executive Director on 1 August 2014. Mr Tian is also the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. Mr Tian graduated from Zhejiang Radio and Television University in the PRC in 1985 and studied the Master of Business Administration Degree at Hangzhou University in the PRC from 1995 to 1998. He was appointed as vice chairman of Bank of China Group Investment Company Limited from 2006 to 2013. Prior to 2006, Mr Tian was the president of Bank of China of Guangdong Province and Jiangxi Province, the PRC and the Vice-President of Bank of China of Zhejiang Province, the PRC for 26 years. He has over 30 years of experience in the banking and financial field. Mr Tian is now a senior economist in the PRC and is entitled to the special subsidy awarded by the State Council of the PRC in recognition of his contribution to the economy of the PRC.

Mr. Tian has been re-appointed for a term of two years commencing from 1 August 2016 and his annual director's fee is RMB198,000 which will be determined by the Company with reference to the duties and level of responsibilities as well as market practice and conditions.

Save as disclosed above, Mr. Tian does not have any relationship with any Directors, senior management, or controlling or substantial shareholders of the Company. As at the Latest Practicable Date, Mr. Tian is not interested in any Shares within the meaning of Part XV of the SFO. Mr. Tian has not held any directorship in other public listed companies in the last three years.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rules 13.51 (2)(h) to (v) of the Listing Rules in relation to the proposed re-election of the aforesaid Directors.

NOTICE OF ANNUAL GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



CHU KONG PETROLEUM AND NATURAL GAS STEEL PIPE HOLDINGS LIMITED

珠江石油天然氣鋼管控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1938)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited (the “**Company**”) will be held at 7th Floor, W Hong Kong Hotel, 1 Austin Road West, Kowloon Station, Kowloon, Hong Kong on Friday, 8 June 2018 at 10:30 a.m. for considering and, if thought fit, to transact the following businesses:

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 20 April 2018.

1. To receive and consider the audited consolidated financial statements and reports of the Directors and auditors of the Company and its subsidiaries for the year ended 31 December 2017;
2. Each being a separate resolution:
 - (a) To re-elect Ms. Chen Zhao Nian as executive Director;
 - (b) To re-elect Mr. Tian Xiao Ren as independent non-executive Director; and
 - (c) To authorise the Board to fix the Directors’ remuneration;
3. To re-appoint Ernst & Young as the auditors of the Company and to authorise the Board to fix the auditors’ remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT**:

- (a) subject to paragraph (c) below, pursuant to the Listing Rules, 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 unissued Shares and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined (d) below) to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20% of the aggregate number of issued Shares on the date of the passing of 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 date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or any other applicable law of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for 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 Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT:**
- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase the Shares on 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 (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of this resolution; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, or any other applicable law of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. To consider and if thought fit, pass the following resolution as ordinary resolution of the Company (with or without amendments), “**THAT:**

subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate number of Shares repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares on the date of the passing of resolution no. 5.”

By order of the Board

Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited

Chen Chang

Chairman

Guangdong Province, the PRC, 20 April 2018

Notes:

1. A form of proxy for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. 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 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 attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) 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 and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

6. Where there are joint holders of any Share, any one of such persons may vote at any meeting either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution 5 as set out in this notice will be sent to members of the Company together with the Company's 2017 Annual Report.
8. The register of members of the Company will be closed from Tuesday, 5 June 2018 to Friday, 8 June 2018, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 4 June 2018.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. CHEN Chang, Ms. CHEN Zhao Nian and Ms. CHEN Zhao Hua, and three independent non-executive Directors, namely Mr. CHEN Ping, Mr. SEE Tak Wah and Mr. TIAN Xiao Ren.