

# Pipeline Engineering Holdings Limited

## 管道工程控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1865)

### SECOND PROXY FORM

**Second form of proxy for use at the Annual General Meeting to be held by way of electronic means (via GOOGLE MEET MEETING ONLY to be hosted at 36 Sungei Kadut Avenue, Singapore 729661) at 10:00 a.m. on Friday, 18 September 2020**

I/We (Name) \_\_\_\_\_ (Block capitals, please)  
of (Address) \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ (see Note 1) shares of HK\$0.01 each in the capital of Pipeline Engineering Holdings Limited (the “Company”) hereby appoint the chairman of the meeting (see Note) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “Meeting”) to be held by way of electronic means (via GOOGLE MEET MEETING ONLY to be hosted at 36 Sungei Kadut Avenue, Singapore 729661) at 10:00 a.m. on Friday, 18 September 2020, and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorized and instructed to vote as indicated (see Note 2) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 2)		For (see Note 2)	Against (see Note 2)
1	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 March 2020.		
2	(a) To re-elect the following retiring directors of the Company:		
	(i) Mr. Shi Hong Sheng (Xu Hongsheng), executive director		
	(ii) Ms. Feng Jiamin, non-executive director		
	(iii) Mr. Chiam Soon Chian (Zhan Shunquan), independent non-executive director		
	(iv) Mr. Choo Chih Chien Benjamin, independent non-executive director		
(b) To authorize the board of directors to fix the remuneration of the directors.			
3	To re-appoint PricewaterhouseCoopers as auditor of the Company and authorize the board of directors of the Company to fix its remuneration.	N/A	N/A
4	(A) To give a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the number of the issued shares of the Company as at the date of this resolution.		
	(B) To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the number of the issued shares of the Company as at the date of this resolution.		
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 4(A) to issue shares by adding to the issued shares of the Company the number of shares repurchased under ordinary resolution no. 4(B).		
5	To appoint Baker Tilly TFW LLP as auditor of the Company to fill the vacancy following the retirement of PricewaterhouseCoopers and to hold office until conclusion of the next annual general meeting of the Company, and to authorize the board of directors of the Company to fix its remuneration.		

Date this \_\_\_\_\_ day of \_\_\_\_\_, 2020 Signature(s) (see Note 3 & 4) \_\_\_\_\_

**IMPORTANT: PLEASE READ NOTES CAREFULLY BEFORE COMPLETING THIS PROXY FORM**

Notes:

**In view of the current COVID-19 restriction orders in Singapore, a shareholder of the Company will not be able to attend the Meeting in person. If a shareholder of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting. In appointing the chairman of the Meeting as proxy, a shareholder of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.**

1. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
3. If the appointor is a corporation, this form must be executed under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.
4. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited (the “**Hong Kong Branch Registrar**”), at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof), not less than 48 hours before the time for holding the meeting (i.e. before 10:00 a.m. on Wednesday, 16 September 2020) the (“**Closing Time**”).
6. A proxy need not be a member of the Company.
7. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY (“FIRST PROXY FORM”) WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 27 JULY 2020 CONTAINING THE NOTICE OF THE AGM, SHOULD NOTE THAT:**
  - (a) If no Second Proxy Form is lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting (including, if properly put, a resolution for the re-election of the additional candidate as director as set out in the supplemental circular of the Company dated 2 September 2020) except for those resolutions to which the shareholder has indicated his/her voting direction in the First Proxy Form.
  - (b) If the Second Proxy Form is lodged with the Company’s Hong Kong Branch Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder.
  - (c) If the Second Proxy Form is lodged with the Company’s Hong Kong Branch Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Second Proxy Form was lodged with the Company’s Hong Kong Branch Registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company’s Hong Kong Branch Registrar before the Closing Time.
8. As set out in the supplemental circular of the Company dated 2 September 2020, PricewaterhouseCoopers will retire as the auditor of the Company upon expiration of its current term of office and will not seek for re-appointment as auditors of the Company at the Meeting. The proposed ordinary resolution no. 3 is no longer applicable and will not be put forward for consideration and approval by shareholders of the Company at the Meeting.

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#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by the following means:

By mail to: Tricor Investor Services Limited  
Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong

By email to: is-enquiries@hk.tricorglobal.com

This document is made in English and Chinese. In case of any inconsistency, the English version shall prevail.