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## **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)**

## **APPOINTMENT OF JOINT CHAIRMEN**

The board (the “**Board**”) of directors (the “**Directors**”) of Pipeline Engineering Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) announces that with effect from 30 October 2020, Mr. Michael Shi Guan Wah (“**Mr. Michael Shi**”) and Ms. Feng Jiamin (“**Ms. Feng**”), both are executive Directors, have been appointed as joint chairmen (each a “**Joint Chairman**” and collectively “**Joint Chairmen**”) of the Board.

Biographical details of Mr. Michael Shi and Ms. Feng are as follows:

### **Mr. Michael Shi Guan Wah**

Mr. Michael Shi Guan Wah (徐源華先生), aged 58, is a co-founder of our Group and has been a director of HSC Pipeline Engineering Pte. Ltd. since January 1993. He was appointed as a Director in July 2018 and was re-designated as the Chairman, chief executive officer and an Executive Director in August 2018. On 30 October 2020, Mr. Michael Shi has been appointed as a Joint Chairman of the Board together with Ms. Feng. He was further appointed as a member of the nomination committee of our Company on 26 February 2019. Mr. Michael Shi has been our Group’s managing director since January 1993 and is responsible for leading the Group’s business development and overseeing all aspects of the business, including corporate operations, project execution and financial performance.

Mr. Michael Shi has over 26 years of experience in the construction industry. He had attended secondary education in Singapore until October 1978, then he participated in his family business engaging in the building construction business, where he gained exposure to the construction industry. He also formed Jet Equipment, a partnership engaging in installation of industrial machinery and equipment and mechanical engineering works from July 1991 until August 1992.

Throughout the years, Mr. Michael Shi has attended a number of professional training courses to enhance his skills and knowledge in handling advanced machinery and systems and has obtained relevant licences and certificates. In December 1992, he completed the Gas Service Workers Course organised by the Public Utilities Board. He has become a licensed gas service worker since 1993 and was granted a lifetime Gas Service Worker Licence by the Energy Market Authority of Singapore in February 2015. In July 1995, he obtained the Skill Evaluation Certificate for attaining the required standard in the Practical Test in Construction Plant Operation (Excavator Loader) conducted by the Building and Construction Authority, and he then became a registered excavator operator recognised by SP PowerGrid Ltd in 1996. In October 1995, he completed the Underground Services Detection course organised by the Singapore Power Training Institute. He also completed the basic training for Durafuse PE electrofusion system for gas distribution organised by Glynwed Pipe Systems (Asia) Pte Ltd in June 1997 and July 1998, respectively. In July 2002, he completed the ‘on-site’ course of instruction on Hy-Ram Fully Automatic butt-fusion Equipment organised by CPP Global Products Pte Ltd. He also completed the training on the WIDOS 4800 CNC 3.0 Welding Machine organised by WIDOS Technology (Asia Pacific) Pte Ltd.

Mr. Michael Shi was previously a director of the following entities which have been struck off due to cessation of business:

Name of entity	Place of incorporation	Type of entity	Nature of business	Date of incorporation	Date of striking off
HSC Kingview JV Pte. Ltd.	Singapore	Private company limited by shares	Engineering design and consultancy activities	19 March 2015	3 March 2016
Mishi Pipeline Engineering Pte. Ltd.	Singapore	Exempt private company limited by shares	Water and gas pipe-line and sewer construction	18 February 2016	5 November 2018

Mr. Michael Shi confirmed that (i) the striking off of the above entities were voluntary and due to cessation of business or inactivity of the company (as the case may be); (ii) there is no wrongful act on his part leading to the striking off of the above entities and he is not aware of any actual or potential claim that has been or will be made against him as a result of the striking off of such entities; and (iii) the above entities were solvent immediately before striking off. Mr. Michael Shi is the father of Mr. Shi Hong Sheng (Xu Hongsheng).

As at the date of this announcement, Mr. Michael Shi has entered into a service agreement with the Company for an initial fixed term of three years commencing from 26 February 2019, which may be terminated by either party serving on the other not less than three months' written notice, subject to retirement by rotation and re-election at least once every three years in accordance with article 84 of the articles of association of the Company and the Listing Rules. Mr. Michael Shi is entitled to receive a fixed salary at the rate of S\$252,000 per annum and a discretionary bonus to be determined by the remuneration committee of the Company (the “**Remuneration Committee**”) from time to time with reference to the financial results of the Company and her performance.

As at the date of this announcement, Mr. Michael Shi is deemed within the meaning of Part XV of the SFO to be interested in 276,000,000 ordinary shares in the Company, representing approximately 30.00% of the issued shares of the Company, through Astute Prosper Limited, which is wholly-owned by Mr. Michael Shi.

### **Ms. Feng Jiamin**

Ms. Feng Jiamin, aged 35, was appointed as a non-executive Director on 27 September 2019 and was re-designated as an executive Director on 21 September 2020. On 30 October 2020, Ms. Feng has been appointed as a Joint Chairman of the Board together with Mr. Michael Shi. Ms. Feng is responsible for overseeing the Group's operations and implementation of the Company's business strategies. She graduated from the University of California, Irvine in 2010 with a Master's degree in Business Administration.

In 2008, she served as an assistant to the chief operating officer for China Region of Pacific Asia Media, participated in the coordination for the organization of Fortune Forum (財富論壇) in China (e.g. Tianjin, Guangzhou), and assisted in the coordination and administration for the first World Mind Sports Games. Ms. Feng later worked as a representative in China Region for Global Strategy Group (環球策略集團) and was engaged in the preparation of “Sino-Singapore Tianjin Eco-city” project. Ms. Feng was appointed as vice chairman of supply security and president of China Baosha Group\* in 2013, responsible for offshore supply platform project development. Later she served as chief operating officer of China Baosha Group\* and was involved in large-scale urban comprehensive development such as Jing Kai Meng Du\* in Zhengzhou, the coordination of Zhangjiakou super-large photovoltaic power generation project, and the planning for and operation of industrial parks, ecological parks, forestry and other forms of business. Ms. Feng has extensive experience in public relations and investor relations. Ms. Feng has been an executive director of China Bozza Development Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1069), since 20 August 2019.

\* For identification purposes only

As at the date of this announcement, Ms. Feng has entered into a service agreement with the Company for an initial fixed term of three years commencing from 21 September 2020, which may be terminated by either party serving on the other not less than three months' written notice, subject to retirement by rotation and re-election at least once every three years in accordance with article 84 of the articles of association of the Company and the Listing Rules. Ms. Feng is entitled to receive an annual performance related discretionary bonus, to be determined by the Remuneration Committee from time to time with reference to the financial results of the Company and her performance.

As at the date of this announcement, save as disclosed herein, (i) each of Mr. Michael Shi and Ms. Feng does not hold any other position with the Company or its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) each of Mr. Michael Shi and Ms. Feng has not held any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) each of Mr. Michael Shi and Ms. Feng does not have any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").

Save as disclosed above, there are no other matters relating to Mr. Michael Shi's and Ms. Feng's appointment that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## **REASONS FOR APPOINTING JOINT CHAIRMEN**

The proposed Joint Chairmen arrangement is to utilise the expertise of the Joint Chairmen. As disclosed in the announcement of the Company dated 12 October 2020, the Group has established a subsidiary in the People's Republic of China (the "PRC") to develop its pipeline engineering business in the PRC (the "New Business"). As Ms. Feng has extensive experience in working at companies based in the PRC, she will be responsible for the development and expansion of the New Business while Mr. Michael Shi will continue to lead the development of the existing business of the Group and be responsible for overseeing all aspects of the Group. While the Company will benefit from the services of the Joint Chairmen in their expertise areas, the Joint Chairmen can be complementary to each other on sharing knowledge and experience and also creating synergy on common areas.

The Joint Chairmen shall have clear division of roles and responsibilities such that both the Joint Chairmen can perform their roles without conflict as follows:

- (a) the articles of association of the Company (the “**Articles**”):

If both Joint Chairmen attend a general meeting, the chairman to that meeting will be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as the chairman at the general meeting. If no chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. The relevant duties and powers (including the casting vote) under the Articles will be vested on the chairman to that meeting.

- (b) the Corporate Governance Code:

- (i) for any matters involving day-to-day operations of the Company, ultimate decisions will be made by the executive Directors unanimously;
- (ii) for reserved Board matters, they will be submitted and be decided by the full Board, who will decide based on majority of votes in accordance with the Articles on board’s approval process;
- (iii) for any matters, if any, that would require the decisions of the Joint Chairmen, the Joint Chairmen will first discuss and cooperate among themselves, and reach a consensus and issue their unanimous decision in joint names, or if given verbally by any one of the Joint Chairmen, will be assumed to have been given by both of the Joint Chairmen verbally; and
- (iv) if the Joint Chairmen cannot resolve those issues by unanimous consensus, they will submit those matters to be decided by the full Board, who will decide based on majority of votes in accordance with the Articles on board’s approval process.

(c) Other provisions of the Listing Rules:

- (i) In respect of the requirements under Model Code in Appendix 10 of the Listing Rules, either one of the Joint Chairmen shall be entitled to receive notification and give clearance relating to Director's dealings provided that the Joint Chairman receiving notification will inform the other Joint Chairman. If one of the Joint Chairmen give notification, the other Joint Chairman will give clearance; and
- (ii) For other provisions under Chapter 14 and Chapter 14A of the Listing Rules, the relevant duties and powers will be vested on the chairman of the meeting.

The Board would like to take this opportunity to express its welcome to Mr. Michael Shi and Ms. Feng for taking up the new position within the Board.

By Order of the Board  
**Pipeline Engineering Holdings Limited**  
**Michael Shi Guan Wah and Feng Jiamin**  
*Joint Chairmen*

Hong Kong, 30 October 2020

*As at the date of this announcement, the Board comprises Mr. Michael Shi Guan Wah, Mr. Shi Hong Sheng (Xu Hongsheng) and Ms. Feng Jiamin as executive directors; Mr. Cher Choong Kiak, Mr. Chiam Soon Chian (Zhan Shunquan), Mr. Choo Chih Chien Benjamin and Mr. Tong Wing Chi as independent non-executive directors.*