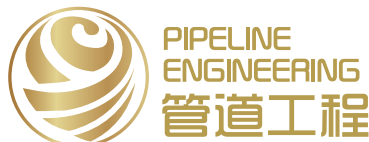

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, 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 Pipeline Engineering Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or 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.



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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of Pipeline Engineering Holdings Limited to be held at Units 1201-3, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong at 10:00 a.m. on Wednesday, 5 May 2021 or any adjourned meeting hereof to approve matters referred to in this circular, is set out on pages 9 to 11 of this circular. A form of proxy for use by the Shareholders at the extraordinary general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk. Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the form of proxy for use by the Shareholders in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting (i.e. before 10:00 a.m. on Monday, 3 May 2021) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of COVID-19 at the EGM, including:

- **compulsory temperature screening/checks**
- **compulsory wearing of appropriate face masks for all participants; and**
- **no distribution of corporate gifts or refreshments.**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the venue of the EGM. The Company also encourages its shareholders to consider appointing the chairman of the meeting as its/his/her proxy to vote on the relevant resolutions at the EGM as an alternative to attending the meeting in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate. Any person with a body temperature of over 37.3 degree Celsius will not be admitted to the EGM venue.

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PRECAUTIONARY MEASURES FOR THE EGM

In view of the current development of COVID-19, the Company will implement the following measures at the EGM:

- (i) all participants (including Shareholders or their proxies) in the EGM are required to wear appropriate face masks at all times during their attendance; and
- (ii) no refreshments will be served, and there will be no corporate gifts. Seating will be arranged to ensure adequate physical distancing between attendees in order to reduce person-to-person contact.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

Although Shareholders are welcome to attend in person to vote at the EGM, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending in person. The Proxy Form will be despatched to Shareholders and can be downloaded from the websites of the Stock Exchange and the Company.

DEFINITIONS

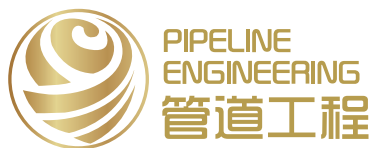
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Company”	Pipeline Engineering Holdings Limited 管道工程控股有限公司, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1865)
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held at 10:00 a.m. on Wednesday, 5 May 2021 or any adjournment thereof for the purpose of considering, and if though fit, approving the Proposed Change of Company Name, or any adjourned thereof
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 March 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Pipeline Engineering Holdings Limited” to “Trendzon Holdings Group Limited” and its dual foreign name in Chinese of the Company from “管道工程控股有限公司” to “卓航控股集團有限公司”

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%” or “per cent”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Michael Shi Guan Wah

(Joint Chairman and Chief Executive Officer)

Ms. Feng Jiamin *(Joint Chairman)*

Mr. Lok Ka Ho

Independent non-executive Directors:

Mr. Shek Jun Chong

Mr. Qiu Yue

Mr. Cher Choong Kiak

Mr. Chiam Soon Chian (Zhan Shunquan)

Mr. Choo Chih Chien Benjamin

Mr. Tong Wing Chi

Registered Office:

Cricket Square Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of Business

in Hong Kong:

23/F, Central 88,

88-98 Des Voeux Road Central,

Hong Kong

1 April 2021

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 29 March 2021 in relation to the Proposed Change of Company Name. The purpose of this circular is to provide the Shareholders with information in respect of the special resolution to be proposed at the EGM for the Proposed Change of Company Name, and the notice of EGM to be convened and held for the purpose of considering, and if thought fit, approving the Proposed Change of Company Name.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the Company's English name from "Pipeline Engineering Holdings Limited" to "Trendzon Holdings Group Limited" and its dual foreign name in Chinese from "管道工程控股有限公司" to "卓航控股集團有限公司", subject to the conditions as set out below.

3. CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will be subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (b) the approval of the Registrar of Companies in the Cayman Islands being obtained the Proposed Change of Company name.

The relevant filing with the Registrar of Companies in Cayman Islands will be made after the passing of the relevant special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then comply with the necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

4. REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Change of Company Name is to reflect the Company's intention in diversifying its businesses including to venture into investment services and financial services. The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group's business development and its direction of future development and therefore the Proposed Change of Company Name can provide the Company with a fresh new corporate image and identity. The Board is of the opinion that the Proposed Change of Company Name will benefit the Company's future business development and is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

5. EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation or financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any issue of share certificates thereafter will bear the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name. In addition, after the Proposed Change of Company Name becomes effective, the Company will change the English and Chinese stock short names accordingly, subject to the confirmation of the Stock Exchange. The Company will make further announcement(s) on the Change of Company Name as soon as practicable after the Change of Company Name has become effective and will announce the change of the stock short name following the Change of Company Name. The stock code of the Company will remain as "1865".

6. EGM

The EGM will be held at Units 1201-3, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong at 10:00 a.m. on Wednesday, 5 May 2021, for the Shareholders to consider and, if thought fit, to approve the Proposed Change of Company Name. The notice of EGM is set out on pages 9 to 11 of this circular.

7. PROXY ARRANGEMENT

A form of proxy for use at the EGM is enclosed herewith. Whether or not you are able to attend and/or vote at the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions thereon. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the EGM (i.e. before 10:00 a.m. on Monday, 3 May 2021) or at any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The chairman of the EGM shall therefore demand voting on all resolutions set out in the notice of EGM be taken by way of poll pursuant to Article 66(1) of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his votes or cast all the votes he uses in the same way. The Company will appoint scrutineers to handle vote-taking procedures at the EGM. The results of the poll will be published on the websites of the Stock Exchange and the Company as soon as possible in accordance with Rule 13.39(5) of the Listing Rules.

The Proposed Change of Company Name is subject to the approval of a special resolution passed by the Shareholders. As none of the Shareholders is interested in the Proposed Change of Company Name, no Shareholders are required to abstain from voting at the EGM on the Proposed Change of Company Name.

For determining the entitlement to attend and vote at the EGM to be held on Wednesday, 5 May 2021, the register of members of the Company will be closed from Friday, 30 April 2021 to Wednesday, 5 May 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 29 April 2021. All persons who are registered holders of the Shares on Wednesday, 5 May 2021, the record date of the EGM, will be entitled to attend and vote at the EGM.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

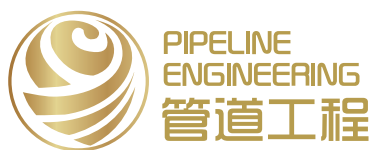
LETTER FROM THE BOARD

10. RECOMMENDATION

The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT the an extraordinary general meeting (the “Meeting”) of Pipeline Engineering Holdings Limited (the “Company”) will be held at Units 1201–3, 12/F., Podium Plaza, 5 Hanoi Road, Tsim Sha Tsui, Kowloon, Hong Kong at 10:00 a.m. on Wednesday, 5 May 2021, for considering and, if thought fit, passing, with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Pipeline Engineering Holdings Limited” to “Trendzon Holdings Group Limited” and its dual foreign name in Chinese of the Company from “管道工程控股有限公司” to “卓航控股集團有限公司” (the “**Proposed Change of Company Name**”), and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board

Pipeline Engineering Holdings Limited
Feng Jiamin and Michael Shi Guan Wah
Joint Chairmen

Hong Kong, 1 April 2021

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principle place of business
in Hong Kong:*

23/F, Central 88,
88-98 Des Voeux Road Central,
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) A shareholder of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is appointed.
- (ii) In the case of joint holders, 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 vote(s) of the other joint holder(s) 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.
- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, 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 notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10:00 a.m. on Monday, 3 May 2021) or any adjournment thereof. Completion and return of an instrument appointing a proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) The register of members of the Company will be closed from Friday, 30 April 2021 to Wednesday, 5 May 2021, both days inclusive, during which period no share transfers can be registered, for the purpose of determining the identity of the shareholders entitled to attend and vote at the extraordinary general meeting. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 29 April 2021.
- (v) In view of the current development of COVID-19, the Company will implement the following preventive measures at the EGM, including:
 - (i) compulsory temperature screening/checks;
 - (ii) compulsory wearing of appropriate face masks for all participants; and
 - (iii) no distribution of corporate gifts or refreshments.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the venue of the EGM. The Company also encourages its shareholders to consider appointing the chairman of the meeting as its/his/her proxy to vote on the relevant resolutions at the EGM as an alternative to attending the meeting in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate. Any person with a body temperature of over 37.3 degree Celsius will not be admitted to the EGM venue.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (vi) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all of the above resolutions will be voted by way of poll. Pursuant to Article 66(1) of the articles of association of the Company, the above resolution put to vote at the meeting shall be decided by poll.

- (vii) If typhoon signal no. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the extraordinary general meeting, the extraordinary general meeting will be postponed. The Company will post an announcement on the websites of the Company at www.pipeline-engineering-holdings.com and the Stock Exchange at www.hkexnews.hk to notify the shareholders of the Company of the date, time and place of the rescheduled extraordinary general meeting.

- (viii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.