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Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 14 March 2019 (the “**Prospectus**”) issued by Pipeline Engineering Holdings Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for Shares or other securities of the Company. Prospective investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been, and will not be registered under the United States Securities Act of 1933, as amended (the “**US Securities Act**”) and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of, US persons, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act.

## Pipeline Engineering Holdings Limited 管道工程控股有限公司

(Incorporated in the Cayman Islands with limited liability)

### LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

**Total number of Offer Shares : 230,000,000 Shares (subject to the Over-allotment Option)**

**Number of Public Offer Shares : 23,000,000 Shares (subject to reallocation)**

**Number of Placing Shares : 207,000,000 Shares (subject to reallocation and the Over-allotment Option)**

**Offer Price : Not more than HK\$0.65 per Offer Share and expected to be not less than HK\$0.55 per Offer Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)**

**Nominal value : HK\$0.01 per Share**

**Stock code : 1865**

**Sole Sponsor**



**Sole Global Coordinator**



**Joint Bookrunners and Joint Lead Managers**



**Co-Lead Manager**



## THE SHARE OFFER

Application has been made to the Listing Committee for the listing of, and permission to deal in, on the Main Board of the Stock Exchange, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Share Offer (including any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option, the exercise of options to be granted under the Share Option Scheme). Assuming the Share Offer becomes unconditional at or before 8:00 a.m. (in Hong Kong time) on Wednesday, 27 March 2019, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 27 March 2019.

The Share Offer comprises the Public Offer and the Placing. The Share Offer is an offer of initially 23,000,000 Public Offer Shares under the Public Offer (subject to reallocation), representing 10% of the total number of Offer Shares initially available under the Share Offer, and initially 207,000,000 Placing Shares under the Placing (subject to reallocation and the Over-allotment Option), representing 90% of the total number of Offer Shares initially available under the Share Offer, in each case at the Offer Price.

The allocation of Offer Shares between the Public Offer and the Placing is subject to reallocation, as described in the paragraphs headed “The Public Offer — Reallocation” and “The Placing — Reallocation” under the section headed “Structure and conditions of the Share Offer” in the Prospectus. In particular, the Joint Lead Managers (for themselves and on behalf of the Underwriters) may, at their sole discretion, reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 46,000,000 Offer Shares); and the final Offer Price shall be fixed at low end of the indicated Offer Price range stated in the Prospectus (i.e. HK\$0.55 per Offer Share).

Under the Placing Underwriting Agreement, the Company is expected to grant to the Placing Underwriters, exercisable by the Sole Global Coordinator (for itself and on behalf of the Placing Underwriters), the Over-allotment Option, exercisable within 30 days from the last day for lodging applications under the Public Offer, to require the Company to issue up to 34,500,000 additional Offer Shares, representing approximately 15% of the Offer Shares initially available under the Share Offer, at the Offer Price, to cover the over-allocations in the Placing, if any.

Subject to the granting of the listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and 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 Listing Date, i.e. 27 March 2019, or any other date determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been

made for the Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

The final Offer Price is expected to be determined by agreement between the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or about Tuesday, 19 March 2019 (Hong Kong time), and in any event no later than Monday, 25 March 2019 (Hong Kong time). If for any reason the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) are unable to agree on the Offer Price by Monday, 25 March 2019 (Hong Kong time), the Share Offer will not proceed and will lapse. In such event, the Company will issue an announcement on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.pipeline-engineering-holdings.com](http://www.pipeline-engineering-holdings.com).

The Offer Price will not be more than HK\$0.65 per Offer Share and is currently expected to be not less than HK\$0.55 per Offer Share. Applicants under the Public Offer should pay, on application, the maximum Offer Price of HK\$0.65 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, in full upon application for Offer Shares under the terms set out in the Application Forms, subject to refund if the application is wholly or partially unsuccessful and/or if the Offer Price as finally determined is lower than HK\$0.65 per Offer Share.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.**

Applicants who would like the Public Offer Shares to be issued in their own names should either (i) complete and sign a **WHITE** Application Form; or (ii) apply online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like the Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to their CCASS Investor Participant stock accounts or their designated CCASS Participants' stock accounts should either (i) complete and sign the **YELLOW** Application Form; or (ii) give **electronic application instructions** to HKSCC via CCASS.

## AVAILABILITY OF THE PROSPECTUS AND THE APPLICATION FORMS

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 14 March 2019 until 12:00 noon on Tuesday, 19 March 2019 (or such later date as may apply as described in the paragraph headed “10. Effect of bad weather on the opening of the applications lists” under the section headed “How to apply for the Public Offer Shares” in the Prospectus) from:

(i) any of the following offices of the **Public Offer Underwriters**:

Fortune (HK) Securities Limited	43/F, COSCO Tower 183 Queen’s Road Centre Hong Kong
Pacific Foundation Securities Limited	11/F, New World Tower II 16–18 Queen’s Road Central Hong Kong
China Industrial Securities International Capital Limited	7/F, Three Exchange Square 8 Connaught Place Central Hong Kong
Sorrento Securities Limited	11/F, The Wellington 198 Wellington Street Central Hong Kong
Astrum Capital Management Limited	Room 2704, Tower 1 Admiralty Centre 18 Harcourt Road Admiralty Hong Kong
Frontpage Capital Limited	26/F, Siu On Centre 188 Lockhart Road Wanchai Hong Kong
ZACD Financial Group Limited	Unit 2029, Level 20, Infinitus Plaza 199 Des Voeux Road Central Sheung Wan, Hong Kong

(ii) any of the following branches of **DBS Bank (Hong Kong) Limited**, the receiving bank for the Public Offer:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road Central, Central
	Queen's Road East — DBS Treasures Centre	Shop A, G/F, Jonsim Place, 228 Queen's Road East, Wanchai, Hong Kong
Kowloon	Nathan Road — SME Banking Centre	2/F, Wofoo Commercial Building, 574–576 Nathan Road, Mongkok
New Territories	Kwai Chung Branch	G/F, 1001 Kwai Chung Road, Kwai Chung

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 14 March 2019, until 12:00 noon on Tuesday, 19 March 2019, from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Subject to the terms and conditions set out in the Prospectus and the related Application Forms, your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**TING HONG NOMINEES LIMITED — PIPELINE ENG PUBLIC OFFER**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

**Thursday, 14 March 2019 — 9:00 a.m. to 5:00 p.m.**  
**Friday, 15 March 2019 — 9:00 a.m. to 5:00 p.m.**  
**Saturday, 16 March 2019 — 9:00 a.m. to 1:00 p.m.**  
**Monday, 18 March 2019 — 9:00 a.m. to 5:00 p.m.**  
**Tuesday, 19 March 2019 — 9:00 a.m. to 12:00 noon**

The application lists will be open from 11:45 a.m. to 12:00 noon on Tuesday, 19 March 2019, the last application day or such later time as described in the paragraph headed "10. Effect of bad weather on the opening of the applications lists" under the section headed "How to apply for the Public Offer Shares" in the Prospectus.

Applicants may submit applications online to the **HK eIPO White Form** Service Provider through the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Thursday, 14 March 2019 until 11:30 a.m. on Tuesday, 19 March 2019 (24 hours daily, except on the last application day) or such later time as described in the paragraph headed "10. Effect of bad weather on the opening of the applications lists" under the section headed "How to apply for the Public Offer Shares" under the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 14 March 2019 until 12:00 noon on Tuesday, 19 March 2019 or such later time as described in the paragraph headed “10. Effect of bad weather on the opening of the applications lists” under the section headed “How to apply for the Public Offer Shares” in the Prospectus.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Thursday, 14 March 2019 until 12:00 noon on Tuesday, 19 March 2019 (24 hours daily, except on the last application day).

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Sole Sponsor, the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers, the Co-Lead Manager and the Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for the Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Share Offer.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer on Tuesday, 26 March 2019 on the Company’s website at **[www.pipeline-engineering-holdings.com](http://www.pipeline-engineering-holdings.com)** and the website of the Stock Exchange at **[www.hkexnews.hk](http://www.hkexnews.hk)**.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants under the Public Offer will be made available through a variety of channels from Tuesday, 26 March 2019 as described in the paragraph headed “11. Publication of results” under the section headed “How to apply for the Public Offer Shares” in the Prospectus.

No temporary document of title will be issued in respect of the Public Offer Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid certificates of title at 8:00 a.m. on Wednesday, 27 March 2019 provided that the Share Offer has become unconditional and the right of termination described in the paragraph headed “Underwriting arrangements and expenses — Public Offer — Grounds for termination” under the section headed “Underwriting” in the Prospectus has not been exercised and has lapsed.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.65 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with the section headed “Structure and conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus or if any application is revoked, the application monies, or the appropriate

portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker's cashier order will not be cleared.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. on Wednesday, 27 March 2019 (Hong Kong time), dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 27 March 2019 (Hong Kong time). The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 1865.

By order of the Board  
**Pipeline Engineering Holdings Limited**  
**Michael Shi Guan Wah**  
*Chairman and Executive Director*

Hong Kong, 14 March 2019

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