

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form Number
申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM IS VALUABLE BUT NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 14 DECEMBER 2009.

YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER. IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES IN IPE GROUP LIMITED, YOU SHOULD AT ONCE HAND THE PROSPECTUS DOCUMENTS TO THE PURCHASER OR THE TRANSFERREE OR TO THE BANK, LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR THE TRANSFERREE.

A COPY OF THE PROSPECTUS OF IPE GROUP LIMITED (THE "COMPANY") DATED 30 NOVEMBER 2009 (THE "PROSPECTUS") TOGETHER WITH THIS APPLICATION FORM AND COPIES OF DOCUMENTS SPECIFIED IN THE PARAGRAPH HEADED "DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES" IN APPENDIX III TO THE PROSPECTUS, HAVE BEEN REGISTERED WITH THE REGISTRAR OF COMPANIES IN HONG KONG PURSUANT TO SECTION 342C OF THE COMPANIES ORDINANCE. THE REGISTRAR OF COMPANIES IN HONG KONG TAKES NO RESPONSIBILITY AS TO THE CONTENTS OF THESE DOCUMENTS.

IPE集團有限公司(「本公司」)於二零零九年十一月三十日刊發之招股章程(「招股章程」),連同本申請表格及章程附錄三「送呈公司註冊處處長登記文件」一段所述文件,已依據公司條例第342C條之規定送呈香港公司註冊處處長登記,香港公司註冊處處長對此等文件之內容概不負責。

HONG KONG EXCHANGES AND CLEARING LIMITED, THE STOCK EXCHANGE OF HONG KONG LIMITED ("THE STOCK EXCHANGE") AND HONG KONG SECURITIES CLEARING COMPANY LIMITED ("HKSCC") TAKE NO RESPONSIBILITY FOR THE CONTENTS OF THIS APPLICATION FORM, MAKE NO REPRESENTATION AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIM ANY LIABILITY WHATSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS APPLICATION FORM.

香港交易所及香港證券交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不認因本申請表格全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

SUBJECT TO THE FULFILLMENT OF THE CONDITIONS OF THE OPEN OFFER, IN PARTICULAR THE GRANTING OF LISTING OF, AND PERMISSION TO DEAL IN, THE OFFER SHARES ON THE STOCK EXCHANGE, THE OFFER SHARES WILL BE ACCEPTED AS ELIGIBLE SECURITIES BY HKSCC FOR DEPOSIT, CLEARANCE AND SETTLEMENT IN CCASS WITH EFFECT FROM THE COMMENCEMENT DATE OF DEALINGS IN THE OFFER SHARES ON THE STOCK EXCHANGE OR SUCH OTHER DATE AS DETERMINED BY HKSCC. SETTLEMENT OF TRANSACTIONS BETWEEN PARTICIPANTS OF THE STOCK EXCHANGE ON ANY TRADING DAY IS REQUIRED TO TAKE PLACE IN CCASS ON THE SECOND TRADING DAY THEREAFTER. ALL ACTIVITIES UNDER CCASS ARE SUBJECT TO THE GENERAL RULES OF CCASS AND CCASS OPERATIONAL PROCEDURES IN EFFECT FROM TIME TO TIME.

待公開發售之條件獲達成,特別是發售股份獲批准在聯交所上市及買賣,發售股份將獲香港結算接納為合資格證券,自發售股份開始在聯交所買賣日期或香港結算指定之其他日期起,可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易,須於其後第二個交易日透過中央結算系統交收。所有中央結算系統之活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

TERMS USED HEREIN SHALL HAVE THE SAME MEANINGS AS DEFINED IN THE PROSPECTUS UNLESS THE CONTEXT OTHERWISE REQUIRES. 除文義另有所指外,本表格所用詞彙與招股章程所界定者具相同涵義。

Branch share registrar in Hong Kong:
Tricor Investor Services Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記分處:
卓佳證券登記有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心26樓



IPE GROUP LIMITED
IPE 集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock Code: 929)
(股份代號: 929)

OPEN OFFER OF NEW SHARES
ON THE BASIS OF ONE OFFER SHARE
FOR EVERY FOUR SHARES HELD ON THE RECORD DATE
按於記錄日期每持有四股股份
獲發一股發售股份之基準
公開發售新股份

PAYABLE IN FULL ON ACCEPTANCE
BY NO LATER THAN 4:00 P.M. ON MONDAY, 14 DECEMBER 2009
最遲須於二零零九年十二月十四日(星期一)下午四時正前接納時悉數支付股款

APPLICATION FORM
申請表格

Name(s) and address of Qualifying Shareholder(s)
合資格股東姓名及地址

Total number of Shares registered in your name on 27 November 2009
於二零零九年十一月二十七日以前 閣下名義登記之股份總數

Form area for Box A (甲欄) to Box D (丁欄) with instructions and conditions.

Form area for Box A (甲欄) with instructions.

Form area for Box B (乙欄) with instructions.

Form area for Box C (丙欄) with instructions.

Form area for Box D (丁欄) with instructions.

Application can only be made by the registered Qualifying Shareholder(s) named above. Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied multiplied by HK\$0.30).

Application can only be made by the registered Qualifying Shareholder(s) named above. Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied multiplied by HK\$0.30).

閣下僅能由合資格股東(即上文所列人士)作出申請。請在表格D欄填明申請發售股份數目及隨附之匯款總額(按申請發售股份數目乘以每股港幣0.30元計算)。



IPE集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：929)

申請條件

1. 受禁制股東不得申請認購任何發售股份。
2. 本申請表格僅供名列本表格之合資格股東使用，且不可轉讓。
3. 凡填妥及遞交本申請表格，即表示閣下(及倘閣下為聯名合資格股東，則閣下共同及各自)
 - (i) 指示及授權本公司及卓佳證券登記有限公司(或各自之代理或代名人)代表閣下辦理所有必要事宜，以閣下名義登記向閣下配發及發行之任何發售股份，及致令售股章程及本申請表格所述安排生效，及
 - (ii) 承諾簽署所有必要文件及辦理所有必要事宜，以及根據本公司組織章程大綱及細則規定之文件及事宜，以便閣下登記為閣下所獲配發及發行發售股份之持有人。
4. 所有支票或銀行本票將於收訖後隨即過戶，而就該等申請股款賺取之所有利息將撥歸本公司。支票或銀行本票於首次過戶時未能兌現之任何申請表格可遭拒絕受理，在該情況下，合資格股東根據公開發售之申請將被視作已被拒絕及將予註銷。
5. 本公司不會就所收取任何申請股款發出收據。
6. 就發售股份發出之股票預期將於二零零九年十二月十八日或之前，按背頁所示地址以平郵寄交合資格股東，或倘屬聯名合資格股東，則寄交排名首位之合資格股東，郵誤風險概由彼等自行承擔。
7. 本公司保留權利拒絕未符合下列申請及付款手續之發售股份申請。
8. 倘售股章程所述公開發售條件未能於二零零九年十二月十七日下午四時正前達成，公開發售將告失效，而公開發售將不會進行。

申請手續

閣下如欲申請相等或於或少於乙欄所列閣下之保證配額發售股份數目，請填寫及簽署本申請表格，連同閣下欲申請之發售股份數目涉及之全數股款，於二零零九年十二月十四日下午四時正前交回卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

閣下如欲申請少於閣下獲保證配發之發售股份數目，請在本申請表格丁欄填上欲申請認購之發售股份數目及應繳款項總額(按所申請發售股份數目乘0.36港元計算)。倘所接獲相應股款少於所填上發售股份數目所需股款，則閣下將被視作申請認購所接獲全數款項代表之較少數目發售股份。

閣下如欲申請本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄填上此數目。如無填上任何數目，則閣下將被視作申請認購所接獲全數款項代表數目之發售股份。

請填妥本申請表格並將適當之個別股款相應緊釘其上，將表格對摺一次並於二零零九年十二月十四日下午四時正前交回本公司之股份過戶登記分處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。就認購按閣下保證配額有權接納之發售股份之所有股款，必須為港元款項，而支票必須以於香港持牌銀行開設之戶口開出，銀行本票則須由香港持牌銀行發出，註明抬頭人為「IPE Group Limited – Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格，連同本申請表格丙欄或丁欄(視情況而定)所示適當股款於二零零九年十二月十四日下午四時正前收訖，否則閣下申請認購發售股份之權利以及一切有關權利將視作已被拒絕及將予註銷。

不可抗力事件

股東敬請注意，倘於最後終止時限前任何時間發生下列任何事件，包銷商可全權酌情向本公司發出書面通知終止包銷協議：

- (1) 包銷商全權認為下列情況對公開發售之成功進行構成重大不利影響：
 - (a) 頒布任何新法例或法規或現行法例或法規(或其司法詮釋)出現任何變動或發生任何其他性質相類事件；而包銷商全權認為，將對本集團整體業務、財務或營業狀況或前景構成重大不利影響，或就公開發售而言屬於重大不利；或
 - (b) 出現、發生、存在、演變或公眾知悉任何本地、國家或國際間有關政治、軍事、金融、經濟或其他性質(無論是否與上述任何一項屬同一類別)之事件或情況出現變化(不論是否構成包銷協議日期前及/或之後所發生或持續發生之一連串事件或變化其中部分)，或任何本地、國家或國際間爆發敵對衝突或武裝衝突或衝突升級，或發生可影響本地證券市場之事件，而包銷商全權認為，整體而言會對本集團整體業務、財務或營業狀況或前景，或公開發售之成功進行構成重大不利影響；或
- (2) 市況出現任何不利變化(包括但不限於財政或貨幣政策，或外匯或貨幣市場之任何變動，證券買賣被暫停或受到重大限制)，而包銷商全權認為很有可能對公開發售之成功進行構成重大不利影響；或
- (3) 本公司或本集團任何成員公司之情況出現任何變動，而包銷商全權認為會對本公司前景構成重大不利影響，包括(在不限制上述各項一般性原則下)本集團任何成員公司被提早清盤或自願清盤或結業或發生類似事件或本集團任何未投保重大資產被摧毀；或
- (4) 所有證券或本公司之證券暫停於聯交所買賣超過連續十個營業日，惟不包括因批該公布或售股章程文件或有關公開發售之其他公布或通函而暫停買賣；或
- (5) 任何不可抗力事件，包括(在不限制其一般性之原則下)任何天災、戰爭、暴亂、擾亂公共秩序、內亂、火災、水災、爆炸、疫症、恐怖主義活動、罷工或停工；或
- (6) 本集團整體業務或財政或營業狀況或前景出現任何其他重大不利變動，不論是否與前述任何一項屬同類；或
- (7) 任何倘於緊接售股章程日期前發生或發現且並無於售股章程內披露，而包銷商全權認為就公開發售構成重大遺漏之事項；或
- (8) 售股章程於刊發時載有本公司於售股章程日期前並未公開宣布或刊發之資料(關於本集團業務前景或狀況或關於其遵守任何法律或上市規則或任何適用法例及規例)，而包銷商全權認為就完成公開發售而言對本集團整體屬重大，且有可能對公開發售之成功進行構成重大不利影響；或
- (9) 本公司及/或Tottenham(視情況而定)違反包銷協議所載任何保證或承諾，而包銷商全權認為屬重大者。

倘於最後終止時限前發生下列事項，則包銷商亦將有權以書面通知撤銷包銷協議：

- (1) 包銷商得悉包銷協議所載任何聲明、保證或承諾遭嚴重違反；或
- (2) 包銷商得悉任何特定事件。

包銷商須於最後終止時限前送達任何有關通知。

倘包銷商根據包銷協議條款向本公司發出終止通知，則包銷商於包銷協議項下所有責任將會終止，訂約方不得就包銷協議所產生或有關之任何事項或事宜向任何其他訂約方提出索償。倘包銷商行使其權利終止包銷協議，則公開發售將不會進行。

惡劣天氣對最後接納時限之影響

倘發生下列情況，最後接納時限將不會生效：

- 八號或以上熱帶氣旋警告信號，或
- 「黑色」暴雨警告信號
 - (i) 於二零零九年十二月十四日星期一當地時間中午十二時前在香港懸掛，並於當日中午十二時後解除，而最後接納時限將延至同一個營業日下午五時正；
 - (ii) 於二零零九年十二月十四日星期一當地時間中午十二時至下午四時在香港懸掛，而最後接納時限將改為於上午九時正至下午四時正並無懸掛上述警告信號之下一個營業日下午四時正。

倘最後接納時限並無於二零零九年十二月十四日星期一生效，本公司將在可行情況下盡快刊發公佈。

一般事項

售股章程所載有關申請發售股份之條款及條件將適用。

本申請表格以及所有據此作出之發售股份申請須受香港法律監管，並按其詮釋。



IPE GROUP LIMITED
IPE 集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock Code: 929)
(股份代號: 929)

To: IPE Group Limited
致: IPE 集團有限公司

Dear Sirs,

I/We, being the registered holder(s) stated overleaf of ordinary shares in IPE Group Limited (the "Company"), enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.36 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept the number of Offer Shares on the terms and conditions of the Prospectus of the Company dated 30 November 2009 and subject to the memorandum of association and articles of association of the Company and I/we hereby and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid, and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者：

本人／吾等為背頁所示IPE集團有限公司(「貴公司」)普通股之登記持有人，現附上按每股發售股份0.36港元之價格申請認購乙欄(或倘已填妥丁欄，則僅於該情況下指丁欄)所註明發售股份數目須於申請時悉數支付之全數股款**。本人／吾等謹此依照 貴公司日期為二零零九年十一月三十日之售股章程所載條款及條件，並在 貴公司之組織章程大綱及細則規限下，接納有關數目之發售股份，而本人／吾等謹此並同意申請相等於或少於與本申請有關數目之發售股份。本人／吾等謹此授權 貴公司將本人／吾等之姓名列入 貴公司之股東名冊，作為有關數目或較少數目發售股份之持有人，並將有關股票按背頁所示地址以平郵寄交本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等已細閱背頁所載各項條件及申請手續，並同意受其約束。

Please insert contact telephone number 請填上聯絡電話號碼	
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Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholder(s) must sign)
合資格股東簽署(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2009

日期：二零零九年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下詳情：以

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 所申請數目發售股份 (丁欄或如未有填妥則乙欄所註明發售股份總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄或如未有填妥則丙欄所註明股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票／銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票／銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "**Account Payee Only**" and made payable to "**IPE Group Limited – Open Offer Account**" (see the section headed "Procedures for Application on the reverse side of this form).

** 支票或銀行本票須以「**只准入抬頭人賬戶**」方式劃線開出，並註明抬頭人為「**IPE Group Limited – Open Offer Account**」(請參閱本表格背頁「申請手續」一節)。

Valid application for a number of Offer Shares which is less than or equal to the Qualifying Shareholder's assured entitlement will be accepted in full, subject to the conditions of the Open Offer being satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

受限於公開發售之條件獲達成，認購數目少於或相等於合資格股東獲保證配發發售股份數目發售股份之有效申請將獲全數接納。倘以上空格並無填上數目，則閣下將被視作申請認購所接獲款項代表數目之發售股份。倘股款少於所填數目之發售股份所需股款，則閣下將被視作申請認購所收到款項代表數目之發售股份。申請將被視作就完整數目之發售股份作出。