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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a 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 this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**IPE GROUP LIMITED**  
**IPE集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 929)**

**PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT  
OF THE EXISTING SHARE OPTION SCHEME  
AND  
NOTICE OF AN EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of IPE Group Limited to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 2 June 2009 at 12:45 p.m. (or immediately following its annual general meeting to be held at 12:15 p.m. on the same day) is set out on pages 7 and 8 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ipegroup.com](http://www.ipegroup.com)) respectively.

Whether or not you are able to attend the extraordinary general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

15 May 2009

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## DEFINITIONS

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

|                                 |   |
|---------------------------------|---|
| “Board”                         | the board of Directors;   |
| “Company”                       | IPE Group Limited, 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;  |
| “Director(s)”                   | the director(s) of the Company;   |
| “Existing Scheme Mandate Limit” | the Scheme Mandate Limit as refreshed at the annual general meeting of the Company held on 22 May 2006, being 10% of the issued share capital of the Company as at 22 May 2006;   |
| “Existing Share Option Scheme”  | the existing share option scheme of the Company adopted on 12 October 2004;   |
| “Extraordinary General Meeting” | an extraordinary general meeting of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 2 June 2009 at 12:45 p.m. (or immediately following its annual general meeting to be held at 12:15 p.m. on the same day), to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages 7 and 8 of this circular, or any adjournment thereof; |
| “Group”                         | the Company and its subsidiaries from time to time;   |
| “HK\$”                          | Hong Kong dollars, the lawful currency of Hong Kong;  |
| “Hong Kong”                     | The Hong Kong Special Administrative Region of the People’s Republic of China;  |
| “Latest Practicable Date”       | 12 May 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;  |
| “Listing Rules”                 | the Rules Governing the Listing of Securities on the Stock Exchange;  |

## DEFINITIONS

|                        |  |
|------------------------|--|
| “Participants”         | any directors (including executive directors, non-executive directors and independent non-executive directors) and full-time employees of any member of the Group and any advisors, consultants, distributors, contributors, suppliers, agents, customers, joint venture business partners, promoters, service providers of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group; |
| “Scheme Mandate Limit” | the maximum number of Shares which may be issued upon exercise of all share options to be granted under the Existing Share Option Scheme and any other share option scheme(s) as may from time to time be adopted by the Company, as permitted under the Listing Rules;  |
| “Shares”               | ordinary shares of HK\$0.10 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;  |
| “Shareholders”         | holders of Shares; and   |
| “Stock Exchange”       | The Stock Exchange of Hong Kong Limited.   |



**IPE GROUP LIMITED**  
**IPE集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 929)**

*Executive Directors:*

Chui Siu On (*Chairman, Chief Executive Officer  
and Managing Director*)

Ho Yu Hoi

Lai Man Kit

Li Chi Hang

Wong Kwok Keung

*Non-executive Directors:*

Ng Kin Nam (*Vice Chairman*)

Wan Tak Wing, Gary

*Independent Non-executive Directors:*

Cheng Ngok

Choi Hon Ting, Derek

Wu Karl Kwok

*Registered Office:*

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Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Block E1, 11th Floor

Hoi Bun Industrial Building

No. 6 Wing Yip Street

Kwun Tong

Kowloon

Hong Kong

15 May 2009

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT  
OF THE EXISTING SHARE OPTION SCHEME  
AND  
NOTICE OF AN EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the resolution to be proposed at the Extraordinary General Meeting for the refreshment of the Existing Scheme Mandate Limit of the Existing Share Option Scheme.

## LETTER FROM THE BOARD

### 2. PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE EXISTING SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by the Company on 12 October 2004. The purpose of the Existing Share Option Scheme is to enable the Company to grant options to the eligible Participants as incentives and/or rewards for their contribution to the Group.

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

At the annual general meeting of the Company held on 22 May 2006, the Scheme Mandate Limit was refreshed and approved by the then Shareholders such that the total number of Shares which may fall to be issued upon exercise of all share options to be granted under the Existing Share Option Scheme and any other share option scheme(s) as may from time to time be adopted by the Company must not exceed 72,382,000 Shares, representing 10% of the issued share capital of the Company as at 22 May 2006. As at the Latest Practicable Date, 8,700,000 share options have been granted (none of which has been exercised or cancelled or lapsed) and 50,000,000 share options have been offered by the Company under the Existing Scheme Mandate Limit. Details of the foregoing offer of 50,000,000 share options on 8 May 2009 were disclosed in the Company’s announcement dated 11 May 2009. Presuming that the said 50,000,000 share options were fully accepted by the offerees, the total number of share options granted by the Company under the Existing Scheme Mandate Limit would be 58,700,000. On this basis, the number of remaining share options that can be granted by the Company under the Existing Scheme Mandate Limit would only be 13,682,000, being approximately 1.96% of the issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, there were a total of 60,700,000 outstanding share options granted under the previous Scheme Mandate Limit and Existing Scheme Mandate Limit (on the presumption that the above 50,000,000 share options offered on 8 May 2009 were granted by the Company by the Latest Practicable Date), representing approximately 8.70% of the issued share capital of the Company as at the Latest Practicable Date. Apart from the Existing Share Option Scheme, the Company has no other share option scheme currently in force.

## LETTER FROM THE BOARD

In order to give the Company the flexibility to grant share options to eligible Participants under the Existing Share Option Scheme as incentives and/or rewards for their contribution to the Group, the Directors consider that it is in the interests of the Company to refresh the Existing Scheme Mandate Limit. If such refreshment is approved at the Extraordinary General Meeting, then based on the 697,795,000 Shares in issue as at the Latest Practicable Date and on the basis that this issued share capital remains unchanged on the date of the Extraordinary General Meeting, the Company will be allowed to grant up to 69,779,500 share options pursuant to the Existing Share Option Scheme under the refreshed limit, entitling the Participants to subscribe for a total of 69,779,500 Shares, representing 10% of the issued share capital of the Company as at the date of the Extraordinary General Meeting.

The refreshment of the Existing Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the Extraordinary General Meeting to approve the said refreshment; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit not exceeding 10% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution at the Extraordinary General Meeting.

An application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Existing Share Option Scheme up to 10% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution at the Extraordinary General Meeting.

### **3. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT**

A notice convening the Extraordinary General Meeting is set out on pages 7 and 8 of this circular. At the Extraordinary General Meeting, an ordinary resolution will be proposed to approve the refreshment of the Existing Scheme Mandate Limit as mentioned above.

Pursuant to the amendments to the Listing Rules, which came into force on 1 January 2009, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolution will be put to vote by way of poll at the Extraordinary General Meeting. An announcement on the poll vote results will be made by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ipegroup.com](http://www.ipegroup.com)) respectively. Whether or not

## LETTER FROM THE BOARD

you are able to attend the Extraordinary General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

#### 4. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

#### 5. RECOMMENDATION

The Directors consider that the proposed refreshment of the Existing Scheme Mandate Limit is in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the ordinary resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,  
On behalf of the Board  
**Chui Siu On**  
*Chairman*

# NOTICE OF EXTRAORDINARY GENERAL MEETING



## IPE GROUP LIMITED

## IPE集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 929)**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Company will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 2 June 2009 at 12:45 p.m. (or immediately following its annual general meeting to be held at 12:15 p.m. on the same day) to consider and, if thought fit, pass with or without amendments, the following resolution:

### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares to be issued upon exercise of any options to be granted under the Refreshed Limit (as defined below) pursuant to the share option scheme (“Share Option Scheme”) adopted by the Company on 12 October 2004, the existing scheme mandate limit under the Share Option Scheme be refreshed so that the aggregate nominal amount of share capital of the Company to be allotted and issued upon exercise of any options to be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution (“Refreshed Limit”) and that the Directors of the Company be and are hereby authorized to grant options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

On behalf of the Board  
**Chui Siu On**  
*Chairman*

Hong Kong, 15 May 2009

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Notes:*

- (a) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. 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 so appointed.
- (b) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (c) Concerning the ordinary resolution set out in the above notice, approval is being sought to refresh the scheme mandate limit under the Company's existing share option scheme to give the directors the flexibility to grant share options under the refreshed limit to eligible participants as rewards and incentives for their contribution to the Group.