
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of 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 **China Pipe Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker, registered dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國管業集團有限公司
China Pipe Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 00380)

PROPOSED CHANGE OF COMPANY NAME

AND

NOTICE OF SPECIAL GENERAL MEETING

Financial adviser to the Company



Gram Capital Limited
嘉林資本有限公司

A letter from the Board is set out from pages 2 to 4 of this circular.

A notice convening a special general meeting of the Company (the “SGM”) to be held at 12th Floor, Phase I, Austin Tower, 22-26A Austin Avenue, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 13th November 2015 at 2:00 p.m. is set out from pages 5 to 6 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so wish.

20th October 2015

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DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the names of the Company, such that the existing English name of the Company be changed from “China Pipe Group Limited” to “Softpower International Limited” and the secondary name of the Company from “中國管業集團有限公司” to “冠力國際有限公司”
“Company”	China Pipe Group Limited, a company incorporated in Bermuda with limited liability and having its Shares listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“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
“Listing Rules”	the Rules Governing the Listing of the Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened and held on 13th November 2015 to consider and, if thought fit, approve the Change of Company Name
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

LETTER FROM THE BOARD



中國管業集團有限公司
China Pipe Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 00380)

Executive Directors:

Mr. Lai Guanglin (*Chairman*)
Mr. Yu Ben Ansheng (*Chief Executive Officer*)
Mr. Lai Fulin

Non-executive Director:

Mr. U Kean Seng

Independent Non-executive Directors:

Mr. Wong Yee Shuen, Wilson
Mr. Chen Wei Wen
Ms. Yang Li

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

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

12th Floor
Phase I, Austin Tower
22-26A Austin Avenue
Tsim Sha Tsui, Kowloon
Hong Kong

20th October 2015

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

AND

NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 9th October 2015 in respect of the Change of Company Name. The purpose of this circular is to provide you with the information in respect of the Change of Company Name and the notice of SGM.

CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China Pipe Group Limited” to “Softpower International Limited” and the secondary name of the Company from “中國管業集團有限公司” to “冠力國際有限公司”.

LETTER FROM THE BOARD

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is conditional upon:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Bermuda approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new names of the Company on the register maintained by the Registrar of Companies in Bermuda. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

REASON FOR THE CHANGE OF COMPANY NAME

The Board considers that the proposed new names of the Company will provide the Company a new corporate image and identity of the Company. The Board is of the opinion that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders of the Company. All existing share certificates in issue bearing the present names of the Company shall, after the Change of Company Name becoming effective, continue to be evidence of title to the Shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing share certificates. Once the Change of Company Name becomes effective, new share certificates will be issued in the new names of the Company.

The Company will make further announcement(s) regarding the effective date of the Change of Company Name and the change of the stock short names for trading in the Shares on the Stock Exchange as and when appropriate.

THE SGM

A notice of the SGM is set out from pages 5 to 6 of this circular. The SGM will be convened at 12th Floor, Phase I, Austin Tower, 22-26A Austin Avenue, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 13th November 2015 at 2:00 p.m. for the purpose of considering, and if thought fit, the passing of the special resolution approving the Change of Company Name.

LETTER FROM THE BOARD

In compliance with the Listing Rules, the resolution will be voted by way of poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has direct or indirect material interest in the Change of Company Name and accordingly, no Shareholders are required to abstain from voting on the special resolution to be proposed at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so wish.

RECOMMENDATION

The Directors are of the opinion that the Change of Company Name is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders to vote in favour of the relevant special resolution to be proposed at the SGM.

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 inquiries, 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.

By Order of the Board
China Pipe Group Limited
Lai Guanglin
Chairman

NOTICE OF SPECIAL GENERAL MEETING



中國管業集團有限公司
China Pipe Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 00380)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of China Pipe Group Limited (the “**Company**”) will be held at 12th Floor, Phase I, Austin Tower, 22-26A Austin Avenue, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 13th November 2015 at 2:00 p.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to the entry of “Softpower International Limited” as the new English name and the entry of “冠力國際有限公司” as the new secondary name in Chinese of the Company in the register maintained by the Registrar of Companies in Bermuda (“**Registrar**”) and the issuance of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar (“**Certificates**”), the English name of the Company be changed from “China Pipe Group Limited” to “Softpower International Limited”, and the secondary name of the Company be changed from “中國管業集團有限公司” to “冠力國際有限公司” with effect from the date of registration as set out in the Certificates; and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to effect the foregoing.”

By order of the Board
China Pipe Group Limited
Lai Guanglin
Chairman

Hong Kong, 20th October 2015

Notes:

1. A shareholder entitled to attend and vote at this meeting (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
2. To be valid, the form of proxy and the 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 lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

NOTICE OF SPECIAL GENERAL MEETING

3. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, 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.
4. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.
5. The form of proxy shall be signed in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. A form of proxy for use at the meeting is attached herewith.