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**CHINA PUBLIC PROCUREMENT LIMITED**  
**中國公共採購有限公司**  
*(incorporated in Bermuda with limited liability)*  
**(Stock code: 1094)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of China Public Procurement Limited (the “**Company**”) will be held on Thursday, 10 August 2017 at 11:00 a.m. at Unit 1802, 18/F., No. 88 Gloucester Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions which will be proposed as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. “**THAT** subject to and conditional upon, among other things, the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated Ordinary Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective and any Consolidated Ordinary Share which may fall to be issued after the Share Consolidation becoming effective:
  - (a) with effect from the first Business Day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange: (i) every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the capital of the Company be consolidated into one (1) ordinary share of HK\$0.1 each (the “**Consolidated Ordinary Shares**” and each a “**Consolidated Ordinary Share**”), such Consolidated Ordinary Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company; and (ii) every ten (10) issued and unissued convertible preference shares of HK\$0.01 each in the capital of the Company be consolidated into one

(1) convertible preference share of HK\$0.1 each (the “**Consolidated Preference Shares**” and each a “**Consolidated Preference Share**”), such Consolidated Preference Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of preference shares contained in the bye-laws of the Company;

- (b) all fractional Consolidated Ordinary Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Ordinary Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and
- (c) any one of the Directors be and is hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as he may, in his absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

2. To re-elect Mr. Jiang Jun as an independent non-executive Director.

By Order of the Board  
**CHINA PUBLIC PROCUREMENT LIMITED**  
**Zheng Jinwei**  
*Chairman*

Hong Kong, 13 July 2017

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

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

Unit 1802, 18/F.,  
No. 88 Gloucester Road  
Wanchai  
Hong Kong

*At the date of this notice, the Board comprises four executive Directors, namely Mr. Zheng Jinwei (Chairman and Chief Executive), Mr. Ho Wai Kong (Honorary Chairman), Miss. Ng Weng Sin and Ms. He Qian; one non-executive Director, namely Mr. Chen Limin; and three independent non-executive Directors, namely Ms. Wong Yan Ki, Angel, Mr. Deng Xiang and Mr. Jiang Jun.*

*Notes:*

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy needs not be a member 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 so appointed.
3. The register of members of the Company will be closed from Monday, 7 August 2017 to Thursday, 10 August 2017 (both days inclusive), during which no transfer of Shares will be effected, to determine the eligibility of the Shareholders to participate in the Meeting. For Shareholders not already on the register of the members of the Company, in order to qualify to attend and vote at the Meeting, all transfer(s) of Share(s) (together with the relevant Share certificate(s)) must be lodged with Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for registration by no later than 4:00 p.m. on Friday, 4 August 2017.
4. In order to be valid, the 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, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. 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 Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at [www.cpphk.com](http://www.cpphk.com) and on the HKExNews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.