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If you have sold or transferred all your shares in China Public Procurement Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Capitalised terms used in this circular shall have the same meanings as defined in the section headed "Definitions" in this circular.

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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)

PROPOSED GRANT OF OPTIONS, RENEWAL OF THE GENERAL SCHEME LIMIT UNDER THE SHARE OPTION SCHEME AND NOTICE OF SGM

A letter from the Board is set out on pages 4 to 11 of this circular. A letter from the independent non-executive Directors containing their recommendations to the Shareholders regarding the grant of Options is set out on page 12 of this circular. A notice convening the SGM to be held at 4:00 p.m. on 18 June 2009 at Falcon Room I, Basement, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong or any adjournment thereof is set out on pages 13 to 15 of 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 share registrar in Hong Kong, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

29 May 2009

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DEFINITIONS

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

“2007 SGM”	the special general meeting of the Company held on 20 December 2007
“associates”	has the meaning as ascribed to it in the Listing Rules
“Board”	the board of Directors
“Board Meeting”	the meeting of the Board held on 26 March 2009, approving, among other matters, the proposed grant of Options to the Grantees under the Share Option Scheme
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Company”	China Public Procurement Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Date of Grant”	26 March 2009, being the date of the Board Meeting on which the Board proposed to grant the Options to the Grantees under the Share Option Scheme
“Director(s)”	the director(s) of the Company
“Existing Options”	the share options granted and yet to be exercised under the Share Option Scheme as at the Latest Practicable Date
“General Scheme Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options granted or to be granted under the Share Option Scheme and any other share option schemes of the Company, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme, which has been “refreshed” and may be further “refreshed” on and pursuant to the rules of the Share Option Scheme

DEFINITIONS

“Grantees”	the grantees of the proposed grant of the Options
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Individual Limit”	the limit imposed under the rules of the Share Option Scheme and Rule 17.03(4) of the Listing Rules on the number of Shares issued or to be issued upon exercise of all options (including both exercised and outstanding) granted to each individual participant in any 12-month period under the Share Option Scheme and any other share option schemes of the Company, being 1% of the Shares in issue from time to time
“Latest Practicable Date”	25 May 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information disclosed herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	the options proposed to be granted to the Grantees under the Share Option Scheme to subscribe for Shares
“Overall Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme as stipulated under Rule 17.03(3) of the Listing Rules, being 30% of the Shares in issue from time to time
“SGM”	the special general meeting of the Company to be convened and held at 4:00 p.m. on 18 June 2009
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed at the special general meeting of the Company held on 12 June 2002

DEFINITIONS

“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



CHINA PUBLIC PROCUREMENT LIMITED 中國公共採購有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1094)

Executive Directors:

Cheng Yuanzhong
Dai Zhongcheng
Li Chun Tak
Liu Bo
Wong Hin Shek
Wu Xiaodong
Zhao Peilai

Non-executive Directors:

Cheng Zhuo
Wong Kam Fat, Tony

Independent non-executive Directors:

Au Tin Fung
Chan Chun Wai
So Wai Yee, Betty

Registered office:

Clarendon House
Church Street
Hamilton HM 11
Bermuda

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

Suites 2805-2810
Dah Sing Financial Centre
108 Gloucester Road
Wanchai
Hong Kong

29 May 2009

*To the Shareholders and, for information only,
holders of options and warrants granted by the Company*

Dear Sir or Madam

PROPOSED GRANT OF OPTIONS AND RENEWAL OF THE GENERAL SCHEME LIMIT UNDER THE SHARE OPTION SCHEME

INTRODUCTION

On 26 March 2009, the Board Meeting was held and the Board approved (i) the proposed grant of Options to the Grantees under the Share Option Scheme subject to the approval of the Shareholders; and (ii) the renewal of the General Scheme Limit of the Company. It was proposed that at the SGM, resolutions in relation to the grant of Options to the Grantees and the renewal of the General Scheme Limit would be proposed to the Shareholders for consideration and, if thought fit, approval.

LETTER FROM THE BOARD

The purpose of this circular is to provide the Shareholders with details of the grant of Options and the renewal of the General Scheme Limit and to give the Shareholders notice of the SGM.

PROPOSED GRANT OF OPTIONS

(i) Details of the proposed grant of Options

Subject to (i) the approval of the Shareholders at the SGM, and (ii) the Stock Exchange granting the listing of, and permission to deal in, the Shares to be allotted and issued upon exercise of the Options, the Directors propose to grant the Options to the Grantees.

At the 2007 SGM, the General Scheme Limit was refreshed at 160,578,500 Shares, representing 10% of the Shares in issue as at the date of the 2007 SGM. Since the date of the 2007 SGM, the Company has already granted options to subscribe for a total of 160,500,000 Shares, representing 9.995% of the Shares in issue as at the date of the 2007 SGM, under the General Scheme Limit refreshed at the 2007 SGM.

The Board has proposed to grant the Options to the Grantees to subscribe for a total of 172,200,000 Shares which, together with the Shares issued or to be issued upon exercise in full of the options granted since the date of the 2007 SGM, will exceed the General Scheme Limit. In accordance with paragraph 3.1(b) of the Share Option Scheme and Rule 17.03(3) of the Listing Rules, the Company may seek separate Shareholders' approval in general meeting to grant options under the Share Option Scheme beyond the General Scheme Limit, provided that the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme shall not exceed the Overall Limit.

As at the Latest Practicable Date, a total of 3,197,916,485 Shares were in issue and the total number of Shares that may be issued upon exercise of all Existing Options was 175,306,000. On this basis, the total number of Shares that may be issued upon exercise of all Existing Options and that may be issued upon exercise of all Options proposed to be granted is 347,506,000, representing approximately 10.87% of the total issued share capital of the Company as at the Latest Practicable Date and thus complying with the Overall Limit.

As two of the Grantees are executive Directors on the Date of Grant, the proposed grant of Options to these executive Directors is required to be approved by the independent non-executive Directors under Rule 17.04(1) of the Listing Rules. It is noted that the proposal for grant of Options to each of the executive Directors was approved by the independent non-executive Directors at the Board Meeting.

LETTER FROM THE BOARD

The following table illustrates the number of Shares held by each Grantee as at the Latest Practicable Date, the number of Shares to be allotted upon exercise in full of the options and the changes in holdings of options with respect to the issued share capital of the Company as at the Latest Practicable Date and the enlarged share capital of the Company assuming exercise in full of the options:

Name of Grantees	Number of Shares held as at the Latest Practicable Date (Note 1)	Percentage of Shares held as at the Latest Practicable Date (%)	Number of Shares to be allotted upon exercise in full of the Existing Options	Percentage of Shares to be allotted upon exercise in full of the Existing Options in the issued share capital of the Company as at the Latest Practicable Date (%)	Number of Shares to be allotted upon exercise in full of the Options to be granted	Percentage of Shares to be allotted upon exercise in full of the Options in the issued share capital of the Company as at the Latest Practicable Date (%)	Number of Shares to be allotted upon exercise in full of the Existing Options and the Options to be granted	Percentage of Shares to be allotted upon exercise in full of the Existing Options and the Options in the enlarged issued share capital of the Company (%)
Liu Bo	—	—	—	—	20,000,000	0.625	20,000,000	0.564
Zhao Peilai	—	—	—	—	20,000,000	0.625	20,000,000	0.564
Lu Xing	10,296,000 (Note 2)	0.322	—	—	35,000,000	1.094	35,000,000	0.987
Ho Wai Kong	36,028,000 (Note 3)	1.127	—	—	35,000,000	1.094	35,000,000	0.987
Cheng Yuanzhong (Note 4)	—	—	—	—	20,000,000	0.625	20,000,000	0.564
Wu Xiaodong (Note 5)	—	—	—	—	20,000,000	0.625	20,000,000	0.564
Tsang Hing Bun	620,000	0.019	—	—	20,000,000	0.625	20,000,000	0.564
Ma Wing Kan	3,418,000	0.107	—	—	1,500,000	0.047	1,500,000	0.042
Ng Lai Yin	—	—	—	—	200,000	0.006	200,000	0.006
Cheung Ying, Amis	—	—	—	—	200,000	0.006	200,000	0.006
Li Kwok Man	—	—	—	—	100,000	0.003	100,000	0.003
Lam Wai Choi	—	—	—	—	100,000	0.003	100,000	0.003
Chok Yuk Chun, Rebecca	—	—	—	—	100,000	0.003	100,000	0.003

Notes:

- Based on the notices of disclosure of interests filed by the Shareholders pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as shown on the website of the Stock Exchange and the best knowledge of the Directors.
- These Shares were the consideration shares issued on 15 April 2009 upon completion of a very substantial acquisition of the Company (details of which were set out in the announcements of the Company dated 6 October 2008 and 15 April 2009 and the circular of the Company dated 16 January 2009) (“Acquisition”). On the Date of Grant, Lu Xing did not hold any Shares, and accordingly he was not a substantial Shareholder pursuant to the Listing Rules.
- These Shares were the consideration shares issued on 15 April 2009 upon completion of the Acquisition. On the Date of Grant, Ho Wai Kong did not hold any Shares, and accordingly he was not a substantial Shareholder pursuant to the Listing Rules.

LETTER FROM THE BOARD

4. Cheng Yuanzhong was appointed as an executive Director on 23 April 2009, and accordingly he was not a Director on the Date of Grant.
5. Wu Xiaodong was appointed as an executive Director on 23 April 2009, and accordingly he was not a Director on the Date of Grant.

Besides, under Rule 17.03(4) of the Listing Rules, the total number of securities issued and to be issued upon exercise of the Options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed the Individual Limit unless approved by the Shareholders.

Within the period (“**Period**”) of 12 months ended on the Date of Grant, the proposed grant of Options to Mr. Ho Wai Kong and Mr. Lu Xing exceeds their respective Individual Limit. The grant of Options to Mr. Ho Wai Kong and Mr. Lu Xing will be subject to the approval of the Shareholders other than Mr. Ho Wai Kong and Mr. Lu Xing and their respective associates under Rule 17.03(4) of the Listing Rules. However, the proposed grant of Options to each of the other Grantees will not exceed the Individual Limit.

(ii) Generic descriptions of the Grantees

The following table illustrates the generic descriptions of the Grantees on the Date of Grant:

Category of the Grantees	Number of Grantees
Directors	2
Employees of the Group	11

Note: As at the Latest Practicable Date, the Grantees comprised 4 Directors and 9 employees of the Group as Mr. Wu Xiaodong and Mr. Cheng Yuanzhong were appointed as executive Directors on 23 April 2009.

(iii) Terms of the Options

The following are the principal terms of the Options:

Exercise period of the Options

Subject to (i) the approval of the Shareholders at the SGM, and (ii) the Stock Exchange granting the listing of, and permission to deal in, the Shares to be allotted and issued upon exercise of the Options, the Directors propose to grant the Options to the Grantees.

LETTER FROM THE BOARD

Save as stated above, the exercise of the Options by the Grantees is not subject to any other conditions. The exercise period of the Options is from 26 March 2009 to 25 March 2012.

Subscription price

The subscription price of the Shares to be issued upon exercise of the Options is HK\$0.50 per Share, representing the highest of (i) the closing price of the Shares on the daily quotations of the Stock Exchange on the Date of Grant, (ii) the average of the closing prices of the Shares as stated on the Stock Exchange's daily quotations for the five trading days immediately preceding the Date of Grant, and (iii) the nominal value of the Shares (being HK\$0.01 per Share).

The closing prices of the Shares from 19 March 2009 up to the trading day immediately preceding the Date of Grant were as follows:

Date	Closing price <i>(HK\$ per Share)</i>
19 March 2009	0.435
20 March 2009	0.435
23 March 2009	0.465
24 March 2009	0.455
25 March 2009	0.460

The average of the closing prices of the Shares as stated on the Stock Exchange's daily quotations for the five trading days immediately preceding the Date of Grant was HK\$0.45 and the closing price of the Shares as stated on the Stock Exchange on the Date of Grant was HK\$0.50. The subscription price of the Options is therefore proposed to be HK\$0.50 per Share.

Consideration

A consideration of HK\$1 is payable upon acceptance of the Options. Shares to be allotted upon the exercise of the Options will be subject to all the provisions of the Bye-Laws for the time being in force and will rank pari passu in all respects with the fully paid Shares in issue as at the date on which the Options are duly exercised.

LETTER FROM THE BOARD

(iv) Purpose of granting the Options

The purpose of the Share Option Scheme was to enable the Company to grant options to selected participants as incentives or rewards for their contribution to the Group. The proposed Grantees, had contributed to the growth and development of the Group or are expected to contribute to the growth and well-being of the Group. The proposed grant of Options to the Grantees are to reward the Grantees for their contributions to the Group and it is also considered that by granting Options to the Grantees, they may be further motivated to continue their contribution to the Group. There is no performance target that must be achieved before the Options can be exercised.

(v) Listing approval

The proposed grant of Options is also subject to the granting of the listing, and permission to deal in, the Shares which may fall to be allotted and issued upon the exercise of any Options by the Listing Committee of the Stock Exchange. Application will be made to the Listing Committee of the Stock Exchange for the listing, and permission to deal in, such Shares.

RENEWAL OF THE GENERAL SCHEME LIMIT

As at the Latest Practicable Date, the General Scheme Limit was near depletion. The Directors proposed to refresh the General Scheme Limit, subject to the Shareholders' approval, so that the Company would be allowed to grant further options to other eligible participants under the Share Option Scheme to motivate such other eligible participants to contribute to the success of the Group.

Under the rules of the Share Option Scheme:

- (1) the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the Shares in issue from time to time; and
- (2) the total number of Shares which may be issued upon the exercise of all options granted under the Share Option Scheme and any other share option schemes of the Company is limited to 10% of the Shares of the Company in issue as at the date of adoption of the Share Option Scheme.

The Company may seek approval from the Shareholders in general meeting for refreshing the General Scheme Limit so that the total number of Shares which may be issued upon the exercise of all options granted under the Share Option Scheme and any other share option schemes of the Company shall be re-set at 10% of the Shares in issue as at the date of the approval of the limit as "refreshed".

LETTER FROM THE BOARD

Options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the General Scheme Limit as “refreshed”.

The existing General Scheme Limit is 160,578,500 Shares, being 10% of the Shares in issue as at date of the 2007 SGM in which the General Scheme Limit was refreshed. Since the date of 2007 SGM, options carrying the rights to subscribe for up to a total of 160,570,000 Shares have been granted under the Share Option Scheme, representing about 9.995% of the Shares then in issue.

As at the Latest Practicable Date, (i) none of the options granted since the date of the 2007 SGM under the existing General Scheme Limit had been exercised; (ii) and none of the Existing Options had been cancelled. Unless the General Scheme Limit is “refreshed”, only up to 78,500 Shares may be issued pursuant to the grant of further options under the Share Option Scheme.

If the General Scheme Limit is “refreshed”, on the basis of 3,197,916,485 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or repurchased by the Company prior to the SGM, the General Scheme Limit will be re-set at 319,791,648 Shares and the Company will be allowed to grant further options under the Share Option Scheme and other share option schemes carrying the rights to subscribe for a maximum of 319,791,648 Shares.

The purpose of the Share Option Scheme was to attract and retain quality personnel and other persons and provide them with incentive to contribute to the business and operations of the Group. Given that the existing General Scheme Limit is near depletion, the Share Option Scheme cannot continue to serve its intended purpose for the benefits of the Group and the Shareholders unless the General Scheme Limit is “refreshed” in accordance with the rules of the Share Option Scheme.

The Directors consider that it will be for the benefit of the Company and the Shareholders as a whole that eligible participants of the Share Option Scheme are granted rights to obtain equity holdings of the Company through the grant of options under the Share Option Scheme. This will motivate the eligible participants to contribute further to the success of the Group. For these reasons, the Directors will propose the passing of an ordinary resolution at the SGM for “refreshing” the General Scheme Limit.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Shares representing 10% of the issued share capital of the Company as at the SGM to be allotted and issued upon exercise of the options that may be granted within the General Scheme Limit as refreshed.

LETTER FROM THE BOARD

THE SGM

A notice of the SGM is enclosed with this circular. At the SGM, ordinary resolutions are proposed to approve the grant of the Options to the Grantees and the renewal of the General Scheme Limit.

At the SGM, each of the Grantees referred to in resolution numbered 1 in the notice of SGM and their respective associates will abstain from voting on the resolution in relation to granting of Options to himself/herself in resolution numbered 1. Mr. Ho Wai Kong and Mr. Lu Xing referred to in resolution numbered 2 in the notice of SGM and their respective associates will abstain from voting on the resolution in relation to granting of Options to himself in resolution numbered 2.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed on it and return it to the offices of the Company's share registrar in Hong Kong, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment of it should you so wish.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular 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.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the grant of the Options to the Grantees is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions in relation to the grant of Options to the Grantees to be proposed at the SGM.

The Directors also believe that the renewal of the General Scheme Limit is in the best interests of the Company and the Shareholders and therefore recommend the Shareholders to vote in favour of the ordinary resolution in relation to the renewal of the General Scheme Limit to be proposed at the SGM.

Yours faithfully
For and on behalf of the Board of
China Public Procurement Limited
Liu Bo
Executive Director



CHINA PUBLIC PROCUREMENT LIMITED
中國公共採購有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1094)

To the Shareholders

Dear Sir or Madam

PROPOSED GRANT OF OPTIONS

We write to you in connection with the grant of the Options to Mr. Liu Bo (“**Mr. Liu**”) and Mr. Zhao Peilai (“**Mr. Zhao**”), both being executive Directors, details of which are set out in the letter from the Board contained in the circular of the Company dated 29 May 2009 (“**Circular**”), of which this letter forms part. Terms defined in the Circular bear the same meanings herein unless the context otherwise requires.

Having considered the terms of the grant of the Options, we are of the view that the grant of the Options to Mr. Liu and Mr. Zhao is fair and reasonable so far as the Shareholders are concerned and is in the interests of the Company. We therefore recommend that you vote in favour of the ordinary resolution to be proposed at the SGM to approve the grant of the Options to Mr. Liu and Mr. Zhao.

Yours faithfully

Au Tin Fung

Chan Chun Wai

So Wai Yee, Betty

Independent non-executive Directors

NOTICE OF SGM



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 the special general meeting of China Public Procurement Limited (“**Company**”) will be held at 4:00 p.m. on 18 June 2009 at Falcon Room I, Basement, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “(a) **THAT** subject to the passing of resolution numbered 2 below in respect of the grant of options to the persons named therein, the grant of options as proposed by the directors of the Company on 26 March 2009 to the grantees to subscribe for a total of 172,200,000 Shares at the subscription price of HK\$0.50 per Share pursuant to the terms of the share option scheme (“**Share Option Scheme**”) of the Company adopted pursuant to an ordinary resolution of the shareholders of the Company passed on 12 June 2002 beyond the 10% general scheme limit under the Share Option Scheme as refreshed pursuant to an ordinary resolution of the shareholders of the Company on 20 December 2007 be and is hereby approved; and

(b) **THAT** any director of the Company be and is hereby authorised to take any step as he/she considers necessary, desirable or expedient in connection with the grant of each of the options referred in paragraph (a) of this resolution.”
2. “(a) **THAT**, each as a separate resolution, the grant of the following options to each of the following grantees under the share option scheme of the Company adopted pursuant to an ordinary resolution of the shareholders of the Company passed on 12 June 2002 as proposed by the directors of the Company be and it is hereby approved:
 - (i) the grant of option to Mr. Lu Xing to subscribe for 35,000,000 Shares in the share capital of the Company; and

NOTICE OF SGM

- (ii) the grant of option to Mr. Ho Wai Kong to subscribe for 35,000,000 Shares in the share capital of the Company; and

each of which representing more than one per cent. of the issued share capital of the Company as at 26 March 2009, being the date of the meeting of the board of directors of the Company, and

- (b) **THAT** any director of the Company be and is hereby authorised to take any step as he/she considers necessary, desirable or expedient in connection with the grant of each of the options.”

3. **“THAT** pursuant to the terms of the share option scheme (**“Share Option Scheme”**) of the Company adopted by the Company pursuant to an ordinary resolution passed at the special general meeting of the Shareholders held on 12 June 2002, approval be and is hereby generally and unconditionally granted for “refreshing” the 10% general scheme limit provided that (i) the total number of shares of HK\$0.01 each in the capital of the Company which may be issued upon the exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company under the limit as “refreshed” hereby shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution and (ii) options previously granted under the Share Option Scheme and other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the general scheme limit as “refreshed” hereby.”

By order of the board of directors of
China Public Procurement Limited

Liu Bo

Executive Director

Hong Kong, 29 May 2009

Registered office:

Clarendon House

Church Street

Hamilton HM 11

Bermuda

Head office and principal place

of business in Hong Kong:

Suites 2805-2810

Dah Sing Financial Centre

108 Gloucester Road

Wanchai

Hong Kong

NOTICE OF SGM

Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company's branch registrar in Hong Kong, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.