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## **CHINESE PEOPLE HOLDINGS COMPANY LIMITED**

**中民控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 681)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of the shareholders of Chinese People Holdings Company Limited (the “**Company**”) will be held at Function Room of Macau Jockey Club, 1st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong immediately after the conclusion of the annual general meeting of the Company to be held on Monday, 29 August 2011 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT**

- (a) the agreement (the “**Agreement**”) (a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) dated 13 June 2011 and entered into between the Company and Yongheng Development Corporation Limited (the “**Vendor**”) pursuant to which the Company has agreed to purchase and the Vendor has agreed to sell one ordinary Share of US\$1.00 in the issued share capital of Grand Destiny Group Limited for a total consideration of HK\$465,226,560 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to take all steps he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement and the transactions contemplated thereunder; and

\* *For identification purpose only*

- (c) the allotment and issue of an aggregate of 1,727,729,582 shares (each a “**Consideration Share**”) of HK\$0.07 each in the share capital of the Company credited as fully paid at an issue price of HK\$0.243 per Consideration Share to the Vendor in accordance with the Agreement be and is hereby approved.”

By order of the Board  
**Chinese People Holdings Company Limited**  
**Jin Song**  
*Managing and Executive Director*

Beijing, 12 August 2011

*Registered office:*  
Canon’s Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Head office:*  
No. 36 BDA International Business Park  
No. 2 Jingyuan North Street  
Economic Technological  
Development Area  
Beijing, 100176, China

*Principal place of  
business in Hong Kong:*  
Unit 2111, 21st Floor  
China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the new bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. 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.
2. A form of proxy for use at the SGM is published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the SGM 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 shares shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the executive Directors are Mr. Xu Ruixin, Dr. Mo Shikang, Mr. Zhang Hesheng, Mr. Zhu Peifeng, Mr. Jin Song and Mr. Chu Kin Wang Peleus, the independent non-executive Directors are Dr. Liu Junmin, Mr. Tan Qinglian and Mr. Sin Ka Man.*