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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 of China Public Procurement Limited (the “**Company**”) will be held at 11:30 a.m. on Monday, 12 September 2011 at Function Room, Basement 2, The Wharney Guang Dong Hotel, 57-73 Lockhart Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

- (1) “**THAT** the transactions (the “**Tri-Party Cooperation Agreement Transaction**”) contemplated under the tri-party cooperation agreement dated 23 December 2010 (the “**Tri-Party Cooperation Agreement**”) entered into between 國采科技股份有限公司 (Guocai Science & Technology Company Limited*) (the “**PRC Partner**”), 國采(北京)技術有限公司 (Guocai (Beijing) Technology Company Limited*) (the “**EJV**”) and Public Procurement Limited (the “**Subsidiary**”) in relation to the transfer of the ownership of the rights and obligations under certain energy performance contracting projects (合同能源管理項目) which the PRC Partner had entered into with government entities in certain provinces in the People’s Republic of China (the “**EMC Projects**”) and the Tri-Party Cooperation Agreement be and the same are hereby confirmed and ratified and that the directors of the Company be and are hereby authorised to take any step and execute any other documents and to do all such acts or things as they consider necessary, desirable or expedient in connection with the Tri-Party Cooperation Agreement Transaction and the Tri-Party Cooperation Agreement.”
- (2) “**THAT** the transactions (the “**Project Agreement Transaction**”) contemplated under the project agreement dated 15 June 2011 (the “**Project Agreement**”) entered into between China Public Procurement (Hong Kong) Technology Co., Ltd., (the “**PRC Partner Subsidiary**”), Public Procurement Limited and the transferee of the Project Agreement in relation to the transfer of the ownership of the rights and obligations under an energy performance contracting project (合同能源管理項目) in Wuhan which the PRC Partner had entered into with government entity in Wuhan, the People’s Republic of China (the “**Wuhan EMC Project**”) and the Project Agreement be and the same are hereby confirmed and ratified and that the directors of the Company be and are hereby authorised to take any step and execute any other

documents and to do all such acts or things as they consider necessary, desirable or expedient in connection with the Project Agreement Transaction and the Project Agreement.”

By order of the Board
CHINA PUBLIC PROCUREMENT LIMITED
Ho Wai Kong
Chairman

Hong Kong, 24 August 2011

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Suites 2805-2810
28/F., Dah Sing Financial Centre
108 Gloucester Road
Wanchai
Hong Kong

Notes:

- 1 A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
- 2 To be valid, the form of proxy and/or a 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 deposited at the offices of the Company's Hong Kong branch registrar, Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 18/F, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not later than 48 hours before the time of the meeting or any adjourned meeting.
- 3 Delivery of an instrument appointing a proxy should not preclude member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 4 In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto to. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the board of directors of the Company comprises five executive directors, Mr. Ho Wai Kong (Chairman), Mr. Song Lianzhong (Deputy Chairman), Mr. Jiang Haoye, Mr. Lu Xing and Mr. Wu Xiaodong, one non-executive director, Ms. Cheng Zhuo and three independent non-executive directors, Mr. Chan Tze See, Kevin, Mr. Chen Bojie and Mr. Wu Fred Fong.

* *For identification purpose only*