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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 Function Room, Basement 2, The Wharney Guang Dong Hotel, 57-73 Lockhart Road, Wanchai, Hong Kong on Tuesday, 25 October 2011 at 11:30 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolution which will be proposed as ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the allotment and issue of the ordinary shares of HK\$0.01 each in the share capital of China Public Procurement Limited upon conversion of 1,200,000,000 preferred shares to Metro Factor Limited or its transferee(s), 1,754,280,000 preferred shares to Top Blast Limited or its transferee(s), and 592,360,000 preferred shares to Global Vector Limited or its transferee(s), as set out in the circular of China Public Procurement Limited dated 7 October 2011, be and is hereby approved 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 allotment and issue of ordinary shares upon conversion of the aforementioned preferred shares.”

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

Hong Kong, 7 October 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. 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. Cheng Yuanzhong (Vice Chairman), Mr. Li Junjie, Mr. Lu Xing and Mr. Wu Xiaodong; two non-executive directors, Ms. Cheng Zhuo and Mr. Wang Ning; and three independent non-executive directors, Mr. Chan Tze See, Kevin, Mr. Chen Bojie and Mr. Wu Fred Fong.