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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of CPMC Holdings Limited (the “Company”) will be held at JW Marriott Ballroom (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday 2 June 2015 at 10:30 a.m. for the following purposes:

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and auditors for the year ended 31 December 2014.
2. To declare a final dividend for the year ended 31 December 2014 of RMB 0.025 (equivalent to HK3.1 cents) per share.
3.
  - (a) To re-elect Mr. Ning Gaoning as a non-executive Director of the Company and to authorise the board of directors of the Company to fix his remuneration.
  - (b) To re-elect Mr. Zhou Zheng as a non-executive Director of the Company and to authorise the board of directors of the Company to fix his remuneration.
  - (c) To re-elect Mr. Cheng Yuk Wo as an independent non-executive Director of the Company and to authorise the board of directors of the Company to fix his remuneration.
4. To re-appoint Ernst & Young as auditors and to authorise the board of directors of the Company to fix their remuneration for the ensuing year.

To consider as special business and, if thought fit, pass with or without modification the following resolutions as Ordinary Resolutions of the Company:

5. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into shares in the Company, or options, warrants or similar rights to subscribe for any share in the Company, and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares in the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of shares upon the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iii) an exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into shares in the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Articles of Association of the Company from time to time or (v) a specific authority granted by the shareholders of the Company at general meeting, shall not exceed 20 per cent. of the aggregate number of issued shares of the Company as at the date of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after passing of this Resolution) effected from time to time during the Relevant Period and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares in the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares in the Company may be listed and is recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares in the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of issued shares of the Company as at the date of passing of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after passing of this Resolution) effected from time to time during the Relevant Period and the said approval shall be limited accordingly; and

- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by any applicable laws to be held; and
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

7. “**THAT:**

- (a) conditional upon the passing of ordinary resolutions no. 5 and 6 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the Company pursuant to ordinary resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of shares in the Company which may be repurchased by the Company under the authority granted pursuant to ordinary resolution no. 6 set out in the notice convening this meeting, provided that such number shall not exceed 10 per cent. of the aggregate number of issued shares of the Company as at the date of passing of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after passing of this Resolution) effected from time to time during the Relevant Period; and
- (b) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by any applicable laws to be held; and
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

By order of the Board

**Zhang Xin**

*Chairman and Executive Director*

Hong Kong, 27 April 2015

*As at the date of this notice, the Board comprises: Mr. Zhang Xin as the chairman and executive Director of the Board; Messrs. Ning Gaoning, Wan Zaotian, Zhou Zheng and Hu Yonglei as non-executive Directors; and Cheng Yuk Wo, Fu Tingmei and Andrew Y. Yan as independent non-executive Directors.*

*Notes:*

1. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Also, Article 65 of the Company's Articles of Association provides that at any general meeting a resolution put to the vote of a meeting shall be decided by poll.
2. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time of the Annual General Meeting or at any adjournment thereof.
3. For the purpose of determining the total number of Shareholders who are entitled to attend and vote at the AGM, the transfer books and Register of Members of the Company will be closed from Friday, 29 May 2015 to Tuesday, 2 June 2015 (both days inclusive). During such period, no share transfers will be effected. In order to qualify for attending the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 28 May 2015.
4. For the purpose of determining the Shareholders' entitlement to the proposed final dividend of 2014, the transfer books and Register of Members will be closed from Monday, 15 June 2015 to Wednesday, 17 June 2015 (both days inclusive). During such period, no share transfers will be effected. In order to establish entitlements to the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 12 June 2015.
5. With reference to Resolution 3 above, Mr. Ning Gaoning, Mr. Zhou Zheng and Mr. Cheng Yuk Wo will retire and being eligible, will offer themselves for re-election at the Annual General Meeting. Their requisite details are set out in Appendix II to the circular of the Company dated 27 April 2015.
6. Completion and return of the form of proxy will not preclude a member from attending the Annual General Meeting or any adjourned meeting if he so desires. If a member attends the Annual General Meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.