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If you have sold or transferred all your shares in CHINA PUBLIC PROCUREMENT LIMITED (the “Company”), you should at once hand this circular to the purchaser or transferee or the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,
EXTENSION OF THE ISSUANCE MANDATE,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Unit 1802, 18/F., No. 88 Gloucester Road, Wanchai, Hong Kong on Thursday, 8 June 2017 at 11:30 a.m. is set out on pages 16 to 19 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

28 April 2017

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DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Unit 1802, 18/F., No. 88 Gloucester Road, Wanchai, Hong Kong on Thursday, 8 June 2017 at 11:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company, as amended, modified or otherwise supplemented from time to time;
“Company”	China Public Procurement Limited (中國公共採購有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	21 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong; and
“%”	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:

Mr. Zheng Jinwei (*Chairman and Chief Executive*)
Mr. Ho Wai Kong (*Honorary Chairman*)
Ms. He Qian

Non-executive Directors:

Mr. Chen Limin
Ms. Liu Lizhen

Independent non-executive Directors:

Mr. Deng Xiang
Ms. Wong Yan Ki, Angel

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

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

Unit 1802, 18/F.,
No. 88 Gloucester Road
Wanchai
Hong Kong

28 April 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES,
EXTENSION OF THE ISSUANCE MANDATE,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting to be held on Thursday, 8 June 2017 relating to, among other things, (i) the proposed granting of general mandates to the Directors for the issuance and repurchase of the Shares and the extension of Issuance Mandate to issue Shares and (ii) the proposed re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 31 May 2016, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange up to 10% of the number of Shares in issue on the date of passing of such resolution (i.e. an aggregate number of 1,342,931,254 Shares) on the basis that the issued Shares remains unchanged from the Latest Practicable Date up to the date of the Annual General Meeting);
- (b) to allot, issue or deal with Shares up to 20% of the total number of Shares in issue on the date of passing of such resolution (i.e. an aggregate number of 2,685,862,509 Shares) on the basis that the issued Shares remains unchanged from the Latest Practicable Date up to the date of the Annual General Meeting); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the Annual General Meeting as set out on pages 16 to 19 of this circular. With reference to the Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation at every annual general meeting. A retiring Director shall be eligible for re-election.

In accordance with Bye-law 87 of the Bye-laws, Mr. Zheng Jinwei, Ms. Liu Lizhen and Mr. Deng Xiang shall retire from their offices as Directors at the Annual General Meeting, and will offer themselves for re-election.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Zheng Jinwei, Ms. Liu Lizhen and Mr. Deng Xiang are set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the amount of Shares repurchased pursuant to the Repurchase Mandate, and the re-election of the retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cpphk.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

5. VOTING BY POLL

Pursuant to the Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions set out in the notice of the Annual General Meeting will be taken by way of poll. The chairman would explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy who is entitled to more than one vote needs not use all his votes or cast all his votes in the same way.

After the conclusion of the Annual General Meeting, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.cpphk.com).

6. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/ extension of the Issuance Mandate, and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with Hong Kong Listing Rules for the purposes of giving information with regards to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
By Order of the Board
China Public Procurement Limited
Zheng Jinwei
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 13,429,312,548 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued Shares remains unchanged on the date of the Annual General Meeting from the Latest Practicable Date, i.e. being 13,429,312,548 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate number of 1,342,931,254 Shares, representing 10% of the aggregate number of the Shares in issue as at the date of the Annual General Meeting.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-laws and the laws of Bermuda and/or any other applicable laws, as the case may be.

The Company is empowered by its memorandum of association and the Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are repurchased.

4. IMPACT OF REPURCHASES

Repurchased Shares shall be treated as cancelled and the amount of the Company's issued capital shall be diminished by the total number of those Shares accordingly; but the purchase of shares under this section shall not be taken as reducing the amount of the Company's authorised issued share.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase of Shares made under the Repurchase Mandate, since none of the substantial Shareholders would hold 30% or more of the shareholding of the Company after the repurchase.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have any present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	0.171	0.142
May	0.162	0.126
June	0.140	0.103
July	0.117	0.100
August	0.109	0.077
September	0.090	0.066
October	0.085	0.071
November	0.074	0.062
December	0.076	0.064
2017		
January	0.073	0.067
February	0.071	0.063
March	0.067	0.039
April (up to the Latest Practicable Date)	0.046	0.035

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting according to the Bye-laws, are provided below:

(1) Mr. Zheng Jinwei

Mr. Zheng Jinwei, aged 47, is an Executive Director, Chairman of the Board, Chief Executive and Chairman of the Nomination Committee as well as a director of several subsidiaries of the Company. He obtained a degree of bachelor of engineering from Beijing University of Chemical Industry in 1991, and a degree of executive master of business administration from Cheung Kong Graduate School of Business in 2014. With previous work experience in Beijing University of Chemical Industry, he worked as a director of Beijing Tiandi Jingwei Technology & Trade Limited* (北京天地經緯科貿有限公司) and Beijing Tiandi Ruiqi Technology & Trade Limited* (北京天地瑞祺科貿有限公司) from 1996 to 2006. Since 2006, he has served as a director in Zhao Wei International Enterprise Limited* (兆偉國際企業有限公司).

Mr. Zheng entered into a formal service contract with the Company for a term of 3 years commencing from 23 December 2014 and is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-laws. He is entitled to a monthly director's fee of HK\$50,000, which was determined by the Board with reference to his experience, duties and responsibilities in the Company as well as the current market conditions.

Mr. Zheng had the following interest in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date:

Capacity	No. of issued ordinary shares held	No. of underlying shares held
Beneficially owned	60,000,000	20,000,000 <i>(Note)</i>

Note: Such share options were granted by the Company under the New Scheme.

Save as disclosed above, Mr. Zheng has not held directorships in any public companies the securities of which are listed in Hong Kong or overseas stock market in the last three years and he does not hold any other positions in the Company or any of its subsidiaries. Mr. Zheng does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company and he does not have any interest in the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable pursuant to any of the requirements under paragraphs 13.51(2)(h) to (v) of the Listing Rules and there is no other matter relating to Mr. Zheng that needs to be brought to the attention of the Shareholders.

(2) Ms. Liu Lizhen

Ms. Liu Lizhen, aged 41, is a Non-executive Director and a member of the Remuneration Committee. She graduated from Hangzhou Dianzi University (formerly known as Hangzhou Dianzi Industry School) with a bachelor degree in 1997. From 1997 to 2007, she worked in Taikoo (Xiamen) Aircraft Engineering Co. Ltd. and Beijing Orient Huibo Human Resource Consulting Services Limited. From 2007 to 2014, she worked in various positions, including consultant and consultant manager, in 51JOB (NASDAQ: JOBS). During this period, she had been a human resource manager of Longfor Group. She has been the human resource director of 國採(北京)投資有限公司 since 2014.

Ms. Liu had the following interest in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date:

Capacity	No. of issued ordinary shares held	No. of underlying shares held
Beneficial owned	–	5,000,000 <i>(Note)</i>

Note: These share options were granted by the Company under the New Scheme.

Save as disclosed above, Ms. Liu has not held directorships in any public companies the securities of which are listed in Hong Kong or overseas stock market in the last three years and she does not hold any other positions in the Company or any of its subsidiaries. Ms. Liu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company and she does not have any interest in the Company within the meaning of Part XV of the SFO.

Ms. Liu entered into a service contract with the Company for a fixed term of 3 years commencing from 15 July 2016 and is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-laws. She is entitled to a monthly director's fee of HK\$25,000, which was determined by the Board with reference to her experience, duties and responsibilities in the Company as well as the current market conditions.

There is no information regarding Ms. Liu which is discloseable pursuant to any of the requirements under paragraphs 13.51(2)(h) to (v) of the Listing Rules and there is no other matter relating to Ms. Liu that needs to be brought to the attention of the Shareholders.

(3) Mr. Deng Xiang

Mr. Deng Xiang, aged 44, is an Independent Non-executive Director and a member of the Audit Committee. He graduated from Sichuan University with a bachelor degree of science and also possesses a bachelor degree in Economics. He is also a certified public accountant in the PRC. Prior to joining the Company, Mr. Deng was the financial manager of Chengdu Branch of Dapeng Securities Co., Ltd.* (大鵬證券有限責任公司), the audit manager of Chengdu Shenlan Group Co., Ltd.* (成都深藍集團有限公司), head of internal audit department in the PRC of Asia Pulp & Paper Co., Ltd. (APP) and the senior manager of Guosen Securities Co., Ltd.* (國信證券有限責任公司). He joined Xizang Haisco Pharmaceutical Group Co., Ltd. (stock code in the Shenzhen Stock Exchange: 002653) since November 2009 and served as deputy general manager, financial controller and board secretary of the group. He is currently the vice president in charge of financial matters of the group and the board secretary of the company.

Mr. Deng entered into a formal service contract with the Company for a term of 3 years commencing from 25 September 2014 and is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-laws. He is entitled to a monthly director's fee of HK\$25,000, which was determined by the Board with reference to his experience, duties and responsibilities in the Company as well as the current market conditions.

Mr. Deng had the following interest in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date:

Capacity	No. of issued ordinary shares held	No. of underlying shares held
Beneficially owned	–	5,000,000 <i>(Note)</i>

Note: Such Share Options were granted by the Company under the New Scheme.

Save as disclosed above, Mr. Deng has not held directorships in any public companies the securities of which are listed in Hong Kong or overseas stock market in the last three years and he does not hold any other positions in the Company or any of its subsidiaries. Mr. Deng does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company and he does not have any interest in the Company within the meaning of Part XV of the SFO.

There is no information regarding Mr. Deng which is discloseable pursuant to any of the requirements under paragraphs 13.51(2)(h) to (v) of the Listing Rules and there is no other matter relating to Mr. Deng that needs to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



CHINA PUBLIC PROCUREMENT LIMITED

中國公共採購有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1094)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of China Public Procurement Limited (the “Company”) will be held at Unit 1802, 18/F., No.88 Gloucester Road, Wanchai, Hong Kong on Thursday, 8 June 2017 at 11: 30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2016;
2. To re-elect the retiring directors and to authorize the board of Directors (the “Board”) to fix the Directors’ remuneration; and
3. To re-appoint auditors of the Company and to authorize the Board to fix the auditors’ remuneration.

As special businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (the “Directors”) to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF THE ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate number of the issued shares the Company as at the date of passing of this resolution and the said mandate 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 bye-laws of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. **“THAT:**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

NOTICE OF THE ANNUAL GENERAL MEETING

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

shall not exceed 20% of the aggregate number of issued shares of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and

(d) for the purposes 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 bye-laws of the Company, the Companies Act 1981 of Bermuda or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

NOTICE OF THE ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of the shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue on the date of the passing of this resolution.”

By order of the Board
China Public Procurement Limited
Zheng Jinwei
Chairman

Hong Kong, 28 April 2017

At the date of this notice, the Board comprises three executive Directors, namely Mr. Zheng Jinwei (Chairman and Chief Executive), Mr. Ho Wai Kong (Honorary Chairman) and Ms. He Qian; two non-executive Directors, namely Mr. Chen Limin and Ms. Liu Lizhen; and two independent non-executive Directors, namely, Mr. Deng Xiang and Ms. Wong Yan Ki, Angel.

Notes:

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. The holders of Shares whose name appears on the register of members of the Company on 1 June 2017 will be entitled to attend and vote at the Meeting. Any member of the Company entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. 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.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.cpphk.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.