
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular or as to action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CHINA PUBLIC PROCUREMENT LIMITED** (the “**Company**”), you should at once hand this circular and the accompanying form of proxy 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 501, 5/F., Tower Two, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Tuesday, 29 June 2021 at 11:00 a.m. is set out on pages 17 to 21 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 adjournment thereof. 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.

11 May 2021

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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 501, 5/F., Tower Two, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Tuesday, 29 June 2021 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 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”	6 May 2021, 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 of Hong Kong Limited;

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the PRC 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\$0.10 each in the 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.



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*)
Ms. He Qian

Non-executive Directors:

Mr. Zhang Jianguo
Mr. Xu Peng

Independent non-executive Directors:

Mr. Deng Xiang
Mr. Jiang Jun
Mr. Wang Shuai

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

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

Unit 501, 5/F.
Tower Two, Lippo Centre
89 Queensway, Admiralty
Hong Kong

11 May 2021

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 Tuesday, 29 June 2021 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 Thursday, 20 August 2020, 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 24,428,372 Shares) on the basis that the issued Shares remains unchanged from the Latest Practicable Date up to the date of the Annual General Meeting) (the “**Repurchase Mandate**”);
- (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 48,856,745 Shares) on the basis that the issued Shares remains unchanged from the Latest Practicable Date up to the date of the Annual General Meeting) (the “**Issuance Mandate**”); 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 7 and 8 of the notice of the Annual General Meeting as set out on pages 17 to 21 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. As at the Latest Practicable Date, the Company had 244,283,725 Shares in issue.

LETTER FROM THE BOARD

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.

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(1) of the Bye-laws, Mr. Zheng Jinwei (“**Mr. Zheng**”), Mr. Deng Xiang (“**Mr. Deng**”) and Mr. Zhang Jianguo (“**Mr. Zhang**”) 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 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, Mr. Deng and Mr. Zhang are set out in Appendix II to this circular.

To ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business, the Board has adopted the nomination policy of the Company, setting out the approach to identify and nominate candidates to make recommendations to the Board and for its consideration.

The criteria of nomination have been considered from a number of aspects, including but not limited to, balance of skills, knowledge and experience and, with reference to such evaluation, prepare a description of the role and capabilities required for a particular appointment.

The nomination committee of the Company (the “**Nomination Committee**”), when forming their recommendations on the proposals of re-election of Mr. Deng, has been following the Company’s nomination policy, which was disclosed in the annual report of the Company. After reviewing his curriculum vitae and conducting assessment on the independence criteria pursuant to Rule 3.13 of the Listing Rules, the Board is satisfied with the independence of Mr. Deng as a candidate of independent non-executive Director and therefore considers Mr. Deng continues to be independent.

LETTER FROM THE BOARD

The Nomination Committee also reviewed and considered Mr. Deng's experience, skills and other perspectives as set out in Appendix II to this circular having regard to the nomination policy and board diversity policy of the Company.

The Company believes that, Mr. Deng maintains an independent mindset and provides invaluable expertise, experience, continuity and stability to the Board, and the Company has benefited greatly from his contribution and valuable insights derived from his professional knowledge as an accountant. The Board is of the view that Mr. Deng is able to continue to fulfil his role as required of an independent non-executive Director and contribute to maintain the diversity in the Board's composition. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that Mr. Deng stands for re-election as an independent non-executive Director at the Annual General Meeting.

In view of the above, the Board considers that Mr. Deng is able to devote sufficient time to perform his responsibilities as an independent non-executive Director, and proposes that he stands for re-election at the Annual General Meeting.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 21 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.cpiphk1094.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 in person at the Annual General Meeting if you so wish.

In order to qualify for attending and voting at the Annual General Meeting, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with 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, for registration not later than 4:00 p.m. on Wednesday, 23 June 2021.

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 authorised 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.cpphk1094.com) in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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 the 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 244,283,725 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 7 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 244,283,725 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate number of 24,428,372 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 nominal value of those Shares accordingly; but the repurchase of shares under this section shall not be taken as reducing the amount of the Company's authorised share capital.

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 2020) 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 Latest Practicable Date and the date of Annual General Meeting 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 and up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2020		
May	0.26	0.16
June	0.275	0.152
July	0.38	0.134
August	0.238	0.17
September	0.27	0.177
October	0.3	0.175
November	0.215	0.167
December	0.206	0.165
2021		
January	0.237	0.165
February	0.245	0.204
March	0.233	0.17
April	0.248	0.181
May (up to the Latest Practicable Date)	0.204	0.182

Source: website of the Stock Exchange and website of Yahoo Hong Kong Finance

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).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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 51, joined the Company in December 2014, is an executive Director, chairman of the Board, chief executive, the chairman of the Nomination Committee, a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and authorised representative 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, and has previous work experience in Beijing University of Chemical Industry. Mr. Zheng has over 20 years of experience of serving as a company’s director, including 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 and a director in Zhao Wei International Enterprise Limited* (兆偉國際企業有限公司) since 2006. Mr. Zheng has also accumulated years of business experience in China and Hong Kong, engaging in various aspects including business operations, business management and corporate governance, and plays a leading role in the Company’s business development and operating strategies.

Capacity	No. of issued ordinary shares held	No. of underlying shares held
Beneficial owned	—	600,000 (<i>Note</i>)

Note: Mr. Zheng Jinwei is interested in 600,000 Shares, being 0.25% of the issued share capital of the Company as at the Latest Practicable Date, through controlled corporation, Samway International Enterprise Limited.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Save as disclosed above, 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 listed securities of the Company within the meaning of Part XV of the SFO.

Pursuant to the service contract between Mr. Zheng and the Company, Mr. Zheng 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, the current market conditions and operational results of the Group. Mr. Zheng is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-laws.

There is no information regarding Mr. Zheng which is discloseable pursuant to any of the requirements under Rules 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 and the Stock Exchange.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(2) Mr. Deng Xiang

Mr. Deng Xiang, aged 49, joined the Company in September 2014, is an independent non-executive Director and a member of the Nomination Committee, the Remuneration Committee and the chairman of the audit committee of the Company. 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. and the senior manager of Guosen Securities Co., Ltd.* (國信證券有限責任公司). He served as deputy general manager, financial controller and board secretary of Xizang Haisco Pharmaceutical Group Co., Ltd. (Shenzhen Stock Exchange stock code: 002653) from November 2009 to December 2016. He is subsequently the vice president in charge of financial matters of the group and the board secretary of the company. He served as the financial controller of Shannan Yuanhong Technology Co., Ltd.* (山南遠宏科技 有限公司) since January 2017.

Mr. Deng has confirmed that he meets the independence criteria under Rule 3.13 of the Listing Rules.

Save as disclosed above, 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 listed securities of the Company within the meaning of Part XV of the SFO.

Pursuant to the service contract between Mr. Deng and the Company, Mr. Deng is entitled to a monthly director's fee of HK\$30,000, which was determined by the Board with reference to his experience, duties and responsibilities in the Company, the current market conditions and the operational results of the Group. Mr. Deng is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-laws.

There is no information regarding Mr. Deng which is discloseable pursuant to any of the requirements under Rules 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 and the Stock Exchange.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

(3) Mr. Zhang Jianguo

Mr. Zhang Jianguo, aged 51, joined the Company in July 2018, is a non-executive Director. He graduated from Xidian University, the PRC with a bachelor's degree in engineering (computer application) in 1988. He further obtained an executive master's degree in business administration with Cheung Kong Graduate School of Business, the PRC in 2013. Mr. Zhang has years of experience in corporate management including the chairman of Xinjiang Jianming Equity Investment Co., Ltd.* (新疆建銘股權投資有限公司) since 2011.

Save as disclosed above, Mr. Zhang 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 listed securities of the Company within the meaning of Part XV of the SFO.

Pursuant to the service contract between Mr. Zhang and the Company, Mr. Zhang is entitled to a monthly director's fee of HK\$20,000, which was determined by the Board with reference to his experience, duties and responsibilities in the Company, the current market conditions and the operational results of the Group. Mr. Zhang is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-laws.

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

* The English translation is for identification purpose only

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 501, 5/F., Tower Two, Lippo Centre, 89 Queensway, Admiralty, Hong Kong on Tuesday, 29 June 2021 at 11:00 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 2020;
2. To re-elect Mr. Zheng Jinwei as an executive director of the Company;
3. To re-elect Mr. Deng Xiang as an independent non-executive director of the Company;
4. To re-elect Mr. Zhang Jianguo as a non-executive director of the Company;
5. To authorise the board of directors (the “**Board**”) to fix the remuneration of the directors of the Company (the “**Directors**”); and
6. To re-appoint Crowe (HK) CPA Limited as the auditors of the Company for the year ending 31 December 2021 and to authorise the Board to fix the auditors’ remuneration.

NOTICE OF THE ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

7. “**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to 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;
- (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.”

8. “**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;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the mandate in paragraph (a) above shall authorise 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
 - (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

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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 recognised regulatory body or any stock exchange).”

9. “**THAT** conditional upon the passing of resolutions set out in items 7 and 8 of the notice convening this Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 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 7 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, 11 May 2021

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Zheng Jinwei (Chairman and Chief Executive) and Ms. He Qian; two non-executive Directors, namely Mr. Zhang Jianguo and Mr. Xu Peng; and three independent non-executive Directors, namely Mr. Deng Xiang, Mr. Jiang Jun and Mr. Wang Shuai.

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Notes:

1. In order to qualify for attending and voting at the Meeting, all transfer of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with 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, for registration not later than 4:00 p.m. on Wednesday, 23 June 2021.
2. 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.
3. Any member of the Company entitled to attend and vote at the above Meeting is entitled to appoint one, or if he holds two or more shares, appoint more than one proxy to attend and vote instead of him. A proxy needs not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
4. 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.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at www.cpiphk1094.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.