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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 (the “**Meeting**”) of China Public Procurement Limited (the “**Company**”) will be held at 11:00 a.m. at Meeting Room S3B, Building 5, SCE Plaza Phase 1, Minhang District, Shanghai, PRC on Tuesday, 15 February 2022 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the convertible bonds placing agreement dated 3 December 2021 (the “**CB Placing Agreement**”, a copy of which is marked “A” and signed by the chairman of the Meeting for identification purpose has been tabled at the Meeting) entered into between the Company and Maxa Capital Limited in relation to the placing of convertible bonds of the Company in the principal amount of up to HK\$75,000,000 (the “**Convertible Bonds**”) entitling the holders thereof to convert the principal amount thereof into up to 50,000,000 ordinary shares of the Company (the “**Conversion Share(s)**”) at the initial conversion price of HK\$1.5 (subject to adjustment) per Conversion Share, and all the transactions contemplated thereunder (including issue of the Convertible Bonds, allotment and issue of the Conversion Shares) be and are hereby approved, confirmed and ratified;
- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares to be allotted and issued, the directors of the Company (the “**Directors**”, and each a “**Director**”) be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares; and

- (c) any one of the Directors be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the CB Placing Agreement and all transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the CB Placing Agreement) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”
2. “**THAT** Ms. Wu Siyuan (“**Ms. Wu**”) be and is hereby re-elected as an executive Director of the Company and the board of directors of the Company (the “**Board**”) be authorised to fix the remuneration of Ms. Wu.”
3. “**THAT** Ms. Liu Qian (“**Ms. Liu**”) be and is hereby re-elected as a non-executive Director of the Company and the Board be authorised to fix the remuneration of Ms. Liu.”
4. “**THAT** Mr. Li Shun (“**Mr. Li**”) be and is hereby re-elected as a non-executive Director of the Company and the Board be authorised to fix the remuneration of Mr. Li.”

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

Hong Kong, 13 January 2022

Notes:

1. The register of members of the Company will be closed from Thursday, 10 February 2022 to Tuesday, 15 February 2022 (both days inclusive) for the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the Meeting (or any adjournment thereof). During the closure of the register of members of the Company, no transfer of Shares will be effect. In order to qualify for attending and voting at the Meeting (or any adjournment thereof), 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, 9 February 2022.
2. All resolutions at the Meeting (or any adjournment thereof) 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 Meeting (or any adjournment thereof) 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. Where there are joint holders of any Share, any one of such joint holder may vote at the Meeting (or at any adjournment thereof), either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the Meeting (or at any adjournment thereof) personally or by proxy, that the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and 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.
5. 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 (i.e. by 11:00 a.m. on Sunday, 13 February 2022) 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.
6. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) if he/she/it so desires. If a member of the Company attends the Meeting after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Zheng Jinwei (Chairman), Ms. He Qian and Ms. Wu Siyuan (Chief Executive); two non-executive Directors, namely Ms. Liu Qian and Mr. Li Shun; and four independent non-executive Directors, namely Mr. Deng Xiang, Mr. Jiang Jun, Mr. Wang Shuai and Mr. Zhong Dengyu.