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CHINESE PEOPLE HOLDINGS COMPANY LIMITED

中民控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 681)

NOTICE OF THE SGM

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Chinese People Holdings Company Limited (the “**Company**”) will be held at the head office of Chinese People Holdings Company Limited, Conference Room, 1st Floor, No. 36 BDA International Business Park, No. 2 Jingyuan North Street, Economic Technological Development Area, Beijing, 100176, China on 24 July 2013 at 1:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the settlement deed (the “**Settlement Deed**”) dated 8 April 2013 (as supplemented by the supplemental settlement deed dated 16 May 2013) entered into between the Company and Yongheng Development Corporation Limited (the “**Vendor**”) in relation to various settlement arrangements and release of obligations of the Vendor in relation to the profit guarantee made by the Vendor in favour of the Company under the agreement dated 13 June 2011 and entered into between the Company and the Vendor in relation to the acquisition of the entire issued share capital of Grand Destiny Group Limited, a copy of which has been produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among other matters, the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the number of shares of the Company (the “**Shares**” and each a “**Share**”) to be allotted and issued by the Company to the Vendor pursuant to the Settlement Deed (the “**Additional Shares**”), the allotment and issue of the Additional Shares by the Company to the Vendor pursuant to the Settlement Deed be and is hereby approved; and

- (c) any one director of the Company be and is hereby authorised to do all such things and acts of administrative nature as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Settlement Deed and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the allotment and issue of the Additional Shares.”

2. **“THAT**

- (a) the subscription agreement (the **“Warrant Subscription Agreement”**) dated 8 April 2013 entered into between the Company and Ping Da Development Limited in relation to the subscription of 1,135,000,000 unlisted warrants (the **“Warrants”**) conferring rights to subscribe up to HK\$232,675,000 for Shares (the **“Subscription Shares”**), on the basis of an initial subscription price of HK\$0.205 per Subscription Share (subject to adjustment), during a period of 36 months commencing from the date of the issue in accordance with the terms of the Warrants Subscription Agreement, a copy of which has been produced to this meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the Warrants in accordance with the terms and conditions of the Warrant Subscription Agreement and the transactions contemplated thereunder be and are hereby approved;
- (c) conditional upon, among other matters, the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares, the allotment and issue of the Subscription Shares to the relevant holder(s) of the Warrant(s) be and is hereby approved; and
- (d) any one director of the Company be and is hereby authorised to do all such things and acts of administrative nature as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Warrant Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the issue of the Warrants and the allotment and issue of the Subscription Shares.”

3. **“THAT**

- (a) the natural gas supply agreement (the **“Natural Gas Supply Agreement”**) dated 22 May 2013 entered into between 西安中民燃氣有限公司 (for identification purpose only, Xi’an Zhongmin Gas Co., Ltd.) (**“Xi’an Zhongmin”**) and 陝西省天然氣股份有限公司 (for identification purpose only, Shaanxi Provincial Natural Gas Co., Ltd.) (**“Shaanxi Natural Gas”**) in relation to the purchase of natural gas from Shaanxi Natural Gas by Xi’an Zhongmin for a term commencing from 8:00 a.m. on the following business day upon obtaining the approval from the independent shareholders of the Company at the SGM until 8:00 a.m. on 31 December 2013, a copy of which has been produced to this meeting marked “C” and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised to do all such things and acts of administrative nature as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Natural Gas Supply Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the Natural Gas Supply Agreement.”

By Order of the Board
Chinese People Holdings Company Limited
Mr. Yang Songsheng
Chairman

Hong Kong, 8 July 2013

Registered Office:

Canon’s Court
22 Victoria Street
Hamilton HM 12
Bermuda

Head Office:

No. 36 BDA International Business Park
No. 2 Jingyuan North Street
Economic Technological Development Area
Beijing, 100176, China

Principal Place of Business in

Hong Kong:
Unit 1101, 11th Floor,
Tung Ning Building,
2 Hillier Street, Central,
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the SGM.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the SGM.

As at the date of this announcement, the Board comprises seven executive Directors, namely, Mr. Xu Ruixin (Honourable Chairman), Mr. Yang Songsheng (Chairman), Dr. Mo Shikang (Deputy Chairman), Mr. Zhang Hesheng (Deputy Chairman), Mr. Yeung Paak Ching (Co-managing Director), Mr. Jin Song (Co-managing Director) and Mr. Chu Kin Wang Peleus, and four independent nonexecutive Directors, namely, Dr. Liu Junmin, Mr. Tan Qinglian, Mr. Li Jialin and Mr. Sin Ka Man.