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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)**

### **(1) PROPOSED CHANGE OF COMPANY NAME;**

**AND**

### **(2) PROPOSED AMENDMENTS AND ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS OF THE COMPANY**

#### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “China Public Procurement Limited” to “Cherish Sunshine International Limited” and the secondary name of the Company in Chinese from “中國公共採購有限公司” to “承輝國際有限公司”. The proposed Change of Company Name is subject to the approval by the Shareholders at the upcoming AGM by way of a special resolution and the approval of the Registrar of Companies in Bermuda.

#### **PROPOSED AMENDMENTS AND ADOPTION OF AMENDED AND RESTATED BYE-LAWS OF THE COMPANY**

In view of the proposed Change of Company Name and pursuant to the amendments to the Listing Rules with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers, the Board proposes to amend to the existing Bye-laws for the purposes of, among others, (i) reflecting the proposed Change of Company Name; (ii) bringing the Bye-laws in line with latest legal and regulatory amendments, including the applicable laws of Bermuda and the amendments made to Appendix 3 of the Listing Rules which took effect on 1 January 2022 and applicable laws and procedures of Bermuda; and (iii) making certain housekeeping amendments to the Bye-laws for the purpose of clarifying existing practice and making consequential amendments in line with the proposed Amendments. The proposed Amendments and adoption of the New Bye-laws is subject to the approval of the Shareholders by way of special resolution at the upcoming AGM to be convened.

## **GENERAL**

At the upcoming AGM, special resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name and the proposed Amendments and the adoption of the New Bye-laws. A circular containing, among other things, further information regarding the proposed Change of Company Name and details of the proposed Amendments and the adoption of the New Bye-laws, together with the notice of the upcoming AGM will be despatched to the Shareholders in due course.

## **PROPOSED CHANGE OF COMPANY NAME**

The board (the “**Board**”) of directors (the “**Directors**”) of China Public Procurement Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change the English name of the Company from “China Public Procurement Limited” to “Cherish Sunshine International Limited” and the secondary name of the Company in Chinese from “中國公共採購有限公司” to “承輝國際有限公司” (the “**Change of Company Name**”). A special resolution will be proposed at the upcoming annual general meeting of the Company (the “**AGM**”) to be convened to consider and, if thought fit, approve the proposed Change of Company Name.

### **Reasons for the Proposed Change of Company Name**

The Board considers that the proposed Change of Company Name could better reflect the Company’s strategic business plan and its future development direction, cultivate a distinctive business identity for the Company allowing the Company to better capture potential business opportunities and provide the Company with a new corporate image which will benefit the future business development of the Group. As such, the Board is of the view that the proposed Change of Company Name is in the best interests of the Company and the shareholders of the Company (the “**Shareholders**”) as a whole.

### **Conditions for the Proposed Change of Company Name**

The proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the upcoming AGM to approve, among others, the proposed Change of Company Name; and
- (ii) the Registrar of Companies in Bermuda granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will become effective from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Effects of the Proposed Change of Company Name**

The proposed Change of Company Name will not affect any rights of the existing Shareholders or the Company's daily business operation and its financial position.

All existing share certificates of the Company in issue bearing the current English and Chinese names of the Company will continue to be good evidence of legal title to such shares of the Company and will remain valid for trading, settlement, registration and delivery purposes. Upon the Change of Company Name becoming effective, any new share certificates of the Company will be issued only in the new English and Chinese names of the Company. There will not be any arrangement for the exchange of the existing share certificates for new share certificates bearing the new English and Chinese names of the Company.

In addition, subject to confirmation by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the Company intends to change its English and Chinese stock short names for trading in the securities of the Company on the Stock Exchange after the Change of Company Name becomes effective. Subject to the Change of Company Name becoming effective, the Company will also adopt a new logo and a new website address. Further announcement(s) will be made by the Company in relation to the effective date of the Change of Company Name and details of the change of the English and Chinese stock short names, new logo and new website address of the Company.

### **PROPOSED AMENDMENTS AND ADOPTION OF THE AMENDED AND RESTATED BYE-LAWS OF THE COMPANY**

In view of the proposed Change of Company Name and pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 "Core Standards" for shareholder protections for issuers.

As such, the Board proposes to amend the existing bye-laws of the Company (the “**Bye-laws**”) for the purposes of, among others, (i) reflecting the proposed Change of Company Name; (ii) bringing the Bye-laws in line with latest legal and regulatory amendments, including the applicable laws and procedures of Bermuda and the amendments made to Appendix 3 of the Listing Rules which took effect on 1 January 2022; and (iii) making certain housekeeping amendments to the Bye-laws for the purpose of clarifying existing practice and making consequential amendments in line with the proposed amendments (collectively, the “**Amendments**”), and adopt a new set of amended and restated bye-laws incorporating the proposed Amendments (the “**New Bye-laws**”) in substitution for, and to the exclusion of the existing Bye-laws.

The proposed Amendments and adoption of the New Bye-laws are subject to the approval of the Shareholders by way of special resolution at the upcoming AGM to be convened and the passing of the special resolution approving the Change of Company Name. The New Bye-laws will take effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda in respect of the Change of Company Name.

## **General**

At the upcoming AGM, special resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name and the proposed Amendments and adoption of the New Bye-laws, among other things. A circular containing, among other things, further information regarding the proposed Change of Company Name and details of the proposed Amendments and adoption of the New Bye-laws, together with the notice of the AGM will be despatched to the Shareholders in due course.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the AGM, the effective date of the proposed Change of Company Name, the new English and Chinese stock short names for trading of securities of the Company on the Stock Exchange, the new logo and new website address of the Company, and the effective date of the adoption of the New Bye-laws.

By order of the Board  
**China Public Procurement Limited**  
**Wu Siyuan**  
*Chairman and Chief Executive*

Hong Kong, 29 June 2022

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