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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker, licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Chinese People Holdings Company Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SECURITIES AND TO ISSUE SECURITIES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of Chinese People Holdings Company Limited to 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, China on Friday, 17 August 2018 at 1:30 p.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting of the Company or adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjourned meeting thereof if they so wish.

18 July 2018

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to 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, China on Friday, 17 August 2018 at 1:30 p.m. or any adjournment thereof, to consider, 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
“associate”	has the meaning ascribed to this term in the Listing Rules
“Audit Committee”	the audit committee of the Company
“Auditor”	an auditor of the Company
“Board”	the board of Directors from time to time
“Business Day”	a day on which the Stock Exchange is open for the trading of securities
“Buyback Mandate”	as defined in paragraph II of the Letter from the Board
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified, if any, from time to time
“Company”	Chinese People Holdings Company Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on main board of the Stock Exchange
“Companies Act”	The Companies Act 1981 of Bermuda, as amended from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and includes any amendment, consolidation or re-enactment thereof from time to time
“core connected persons”	has the meaning ascribed to this term in the Listing Rules
“Directors”	the directors of the Company

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## DEFINITIONS

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“Group”	the Company and its Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	as defined in paragraph II of the Letter from the Board
“Latest Practicable Date”	13 July 2018, 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, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	fully paid-up ordinary share(s) of HK\$0.07 each in the share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	a subsidiary for the time being of the Company within the meaning of the Companies Ordinance and “Subsidiaries” shall be construed accordingly

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## DEFINITIONS

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“Takeovers Code” the Hong Kong Code on Takeovers and Mergers, as amended from time to time

“%” percent

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## LETTER FROM THE BOARD

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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)

***Executive Directors:***

Dr. Mo Shikang (*Chairman*)  
Mr. Zhang Hesheng  
Mr. Chu Kin Wang Peleus  
Mr. Fan Fangyi  
Miss Mo Yunbi

***Independent non-executive Directors:***

Dr. Liu Junmin  
Prof. Zhao Yanyun  
Mr. Sin Ka Man

***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, 11st Floor,  
Tung Ning Building,  
2 Hillier Street, Central,  
Hong Kong

18 July 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO REPURCHASE SECURITIES AND TO ISSUE SECURITIES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for the approval of (a) the granting of the Buyback Mandate and the Issuance Mandate to the Directors; and (b) the re-election of the retiring Directors and to seek your approval of the ordinary resolutions relating to these matters at the Annual General Meeting. The Board has confirmed that having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the resolutions as set out in the notice of the Annual General Meeting.

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## LETTER FROM THE BOARD

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### II. BUYBACK MANDATE AND ISSUANCE MANDATE

At the annual general meeting of the Company held on 29 August 2017, the Buyback Mandate was given to the Directors to repurchase securities and the Issuance Mandate was given to the Directors to issue securities. Both of them will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, the respective ordinary resolutions shall be proposed:

- (a) to grant to the Directors a general mandate to exercise the powers of the Company to undertake repurchases of the Company's securities up to a maximum of 10% of the number of issued Shares on the date of passing of the relevant ordinary resolution (the "**Buyback Mandate**");
- (b) to grant a general mandate to the Directors to issue securities up to a maximum of 20% of the number of issued Shares on the date of passing of the relevant ordinary resolution (the "**Issuance Mandate**"); and
- (c) to extend the Issuance Mandate by the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,934,561,203 Shares. On the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed:

- (1) to buyback a maximum of 893,456,120 Shares under the Buyback Mandate during the period in which the Buyback Mandate remains in force; and
- (2) to issue a maximum of 1,786,912,240 Shares under the Issuance Mandate during the period in which the Issuance Mandate remains in force, it may extend subject to the terms stated in item (c) above.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in Resolutions Nos. 4 and 5 set out in the notice of the Annual General Meeting. The Directors wish to state that they have no present intention of issuing any securities.

In accordance with 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 grant of the Buyback Mandate. An explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### III. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Bye-law 99 of the Company and pursuant to paragraph A4.2 of the Code on Corporate Governance Code and Corporate Governance Report (“**CG Code**”) annexed as Appendix 14 to the Listing Rules, the following Directors shall retire from the Board by rotation at the conclusion of the Annual General Meeting:

- (a) Mr. Fan Fangyi, executive Director;
- (b) Miss Mo Yunbi, executive Director; and
- (c) Prof. Zhao Yanyun, independent non-executive Director.

Mr. Fan Fangyi, Miss Mo Yunbi and Prof. Zhao Yanyun, being eligible, offer themselves for re-election at the Annual General Meeting.

The proposed re-election of all the retiring Directors in the Annual General Meeting have been recommended by the Nomination Committee and approved by the Board. Details of all the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.



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## **LETTER FROM THE BOARD**

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### **IV. ANNUAL GENERAL MEETING**

The notice of the Annual General Meeting is set out on pages 16 to 19 of this circular. At the Annual General Meeting, the respective resolutions will be proposed to consider and, if thought fit, to approve, among other things, (a) the granting of the Buyback Mandate and the Issuance Mandate; (b) the extension of the Issuance Mandate to the Directors by the addition of the number of Shares repurchased pursuant to the Buyback Mandate; and (c) the re-election of the retiring Directors.

Pursuant to the Rules 13.39(4) of the Listing Rules, all resolutions to be proposed at the Annual General Meeting must be taken by poll and the Company must announce the results of the poll in according to the requirements of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **V. CLOSURE OF REGISTER OF MEMBERS FOR THE ATTENDANCE OF ANNUAL GENERAL MEETING**

The register of members of the Company will be closed from Tuesday, 14 August 2018 to Friday, 17 August 2018 (both dates inclusive), for the purpose of determining the Shareholders eligibility to attend and vote at the Annual General Meeting and during which period no transfer of the Shares will be effected. In order to qualify for attendance of the Annual General Meeting, all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company's branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 13 August 2018.

### **VI. RECOMMENDATIONS**

The Board considers that the proposed granting of the Buyback Mandate, the Issuance Mandate, the extension of the Issuance Mandate to the Directors and the re-election of the retiring Directors are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### VII. GENERAL INFORMATION

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

### VIII. 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 purpose of giving information with regard 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.

Yours faithfully

For and on behalf of the Board

**Mr. Fan Fangyi**

*Managing Director and Executive Director*

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## **APPENDIX I            EXPLANATORY STATEMENT – BUYBACK MANDATE**

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*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information for your consideration of the proposed Buyback Mandate.*

### **1.        REASONS FOR SHARE BUYBACK**

The Directors believe that the proposed granting of the Buyback Mandate is in the interests of the Company and its Shareholders.

Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to buyback Shares and other securities of the Company (if any) will be beneficial to those Shareholders who retain their investment in the Company. Shares buyback will only be made when the Directors believe that such a buyback will benefit the Company and the Shareholders. Such buyback may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. The Directors believe that the flexibility afforded by the Buyback Mandate would be beneficial to the Company and its Shareholders.

### **2.        SHARE CAPITAL**

As at the Latest Practicable Date, the issued shares of the Company comprised 8,934,561,203 Shares at HK\$ 0.07 each. Subject to the passing of the ordinary resolution no. 4 set out in the notice of the Annual General Meeting and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Buyback Mandate to buyback a maximum of 893,456,120 Shares during the period in which the Buyback Mandate remains in force.

The Shares repurchased by the Company under the Buyback Mandate will be cancelled by the Company.

### **3.        FUNDING OF SHARE BUYBACK**

In repurchasing securities of the Company under the Buyback Mandate, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules, the laws of Bermuda and other applicable laws.

Securities of the Company shall not be repurchased for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. The Directors propose that repurchases of securities of the Company under the Buyback Mandate in these circumstances would be financed from the Company's internal resources or existing banking facilities.

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**APPENDIX I            EXPLANATORY STATEMENT – BUYBACK MANDATE**

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There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2018) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Buyback 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. The number of securities to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

#### **4.    MARKET PRICES OF SHARES**

The highest and lowest market prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>Share Price (Per Share)</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
2017		
July	0.094	0.079
August	0.096	0.083
September	0.094	0.080
October	0.124	0.085
November	0.118	0.099
December	0.115	0.095
2018		
January	0.127	0.097
February	0.117	0.098
March	0.114	0.100
April	0.122	0.100
May	0.129	0.108
June	0.118	0.101
July (up to Latest Practicable Date)	0.109	0.095

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**APPENDIX I EXPLANATORY STATEMENT – BUYBACK MANDATE**

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**5. DISCLOSURE OF INTEREST**

As at the Latest Practicable Date, the interest of substantial Shareholders were as follows:

<b>Substantial Shareholders</b>	<b>Capacity in which Shares were held</b>	<b>Number of Shares</b>	<b>Percentage of Shares to total number of Shares in issue*</b>
			%
Dr. Mo Shikang (“ <b>Dr. Mo</b> ”)	Beneficial owner	2,497,782,762	27.96
Ping Da Development Limited (“ <b>Ping Da</b> ”)	Beneficial owner ( <i>note</i> )	1,135,000,000	12.70
Total		<u>3,632,782,762</u>	<u>40.66</u>

*Note:* Dr. Mo is beneficially interested in 1,135,000,000 Shares, which interests are held by Ping Da, a company wholly-owned by Dr. Mo.

\* The percentage has been adjusted (if any) based on the total number of Shares in issue as at the Latest Practicable Date (i.e. 8,934,561,203 shares).

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any close associates of the Directors, have any present intention to sell any Shares to the Company in the event that the Buyback Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Buyback Mandate in accordance with the Bye-laws, the Listing Rules, the laws of Bermuda and other applicable laws.

The Company has not been notified by any core connected persons of the Company that they have a 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 Buyback Mandate is approved by its Shareholders.

If as a result of a repurchases of securities of the Company, 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 the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of such increase, could increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

## APPENDIX I      EXPLANATORY STATEMENT – BUYBACK MANDATE

Assuming that the substantial Shareholders do not dispose of its Shares, if the Buyback Mandate were exercised in full, the percentage shareholdings of the substantial Shareholders before and after such repurchase would be as follows:

Substantial Shareholders	Before Buyback Mandate	After Buyback Mandate
Dr. Mo	27.96%	31.06%
Ping Da	12.70%	14.11%
Total	<u>40.66%</u>	<u>45.17%</u>

The Directors consider that such an increase would give rise to an obligation on the part of any substantial Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code. It is considered that, in the absence of any special circumstances, an obligation to make a mandatory offer as referred to above as a result of a share repurchase is unlikely to arise. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Buyback Mandate. Moreover, the Directors have no intention to exercise the Buyback Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

### 6. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company repurchased an aggregate of 107,258,000 Shares on the Stock Exchange with details set out below:

Date of repurchase	Number of Shares repurchased	Price per Share	
		Highest HK\$	Lowest HK\$
2018			
18 April	150,000	0.105	0.104
19 April	12,526,000	0.110	0.107
23 April	5,674,000	0.111	0.108
24 April	2,600,000	0.113	0.110
25 April	7,970,000	0.116	0.114
26 April	1,964,000	0.118	0.115
27 April	12,944,000	0.120	0.118
2 May	11,894,000	0.123	0.119
3 May	11,112,000	0.125	0.123
4 May	13,652,000	0.127	0.123
7 May	18,450,000	0.128	0.124
8 May	8,322,000	0.129	0.124
Total	<u>107,258,000</u>		

*Save for the information set out below, there is no information to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in respect of the following Directors who stand for re-election at the Annual General Meeting.*

*Stated below are the details of the Directors who shall retire and be eligible for re-election at the Annual General Meeting according to the Bye-laws and the Listing Rules:*

**Mr. Fan Fangyi (“Mr. Fan”)**, aged 41, is an executive Director and the managing Director, he joined the Group since December 2003 and then was appointed an executive Director and the managing Director by the Board on 1 September 2015. He is currently a director and the president of 北京中民燃氣有限公司 (Beijing Civigas Co., Ltd.<sup>#</sup>), a wholly-owned subsidiary of the Company, and also acts as a director in certain principal subsidiaries of the Group. Mr. Fan has over 10 years of experiences in the management of the Group and is familiar with the scope of the Group’s operation in all aspect. Mr. Fan holds a Degree in Economics from the Renmin University of China, 法律職業資格 (Legal Professional Qualification<sup>#</sup>) from the Ministry Justice of the PRC, and registered as a non-practising member of the Beijing Institute of Certified Public Accountants. Mr. Fan has worked in Grant Thornton (Beijing) Certified Public Accountants and was responsible for auditing. Thereafter, he has engaged by 華銀國際(控股)有限公司 (Wah Ying International (Holdings) Limited<sup>#</sup>) and was in charge of various investment business projects. Mr. Fan has extensive experiences in investment banking sector, auditing and merger and corporate acquisition. Mr. Fan, being the managing Director and an executive Director, is entitled to receive a remuneration package comprising a fixed basic salary of HK\$50,000 per month and discretionary bonus and is eligible for participating in the Company’s share option scheme and entitles to Shares award. Mr. Fan has not entered into any service contract with the Company but is subject to retirement by rotation and re-election in the Annual General Meeting in accordance with the Bye-laws and the Listing Rules.

**Miss Mo Yunbi (“Miss Mo”)**, aged 28, is an executive Director. Miss Mo joined the Company since 13 January 2015. Miss Mo is also a director of certain subsidiaries of the Group and in charge of the development of the Group’s barrelled drinking water business. Miss Mo has been engaged as a food and safety analyst in a private entity in the PRC. Miss Mo graduated in the University of Bedfordshire, the United Kingdom, with a Bachelor degree of Business Administration with First Class Honours. Afterward, she has awarded a Master of Science in Agricultural Economics with Distinction and a Doctor of Philosophy from the University of Reading, the United Kingdom. Miss Mo has entered into a service contract with the Company without specific period but is subject to retirement by rotation and re-election in the Annual General Meeting in accordance the Bye-laws and the Listing Rules. Miss Mo, being an executive Director, is entitled to receive a Director’s emolument of HK\$50,000 per month under the service contract and also entitles to receive a discretionary bonus and is eligible for participating into the Company’s share option scheme and entitles to Shares award. Miss Mo is the daughter of Dr. Mo Shikang, the chairman of the Board and the substantial shareholder of the Company.

<sup>#</sup> for identification purpose only

**Prof. Zhao Yanyun** (“**Prof. Zhao**”), aged 61, was appointed as an independent non-executive Director on 24 July 2013. Prof. Zhao is a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. Prof. Zhao is currently a professor and a doctoral tutor of Faculty of Statistics, the Renmin University of China; and act as an officer, professor and doctoral tutor of the China Research Center for Competitiveness and Evaluation in the Renmin University of China. He has been a winner of 國務院特殊貢獻專家政府津貼獲得者 (The Government of the State Council Special Contribution Expert Government Allowance#); 教育部跨世紀人才 (The century talent of Ministry of Education#); 國家人事部新世紀百千萬人才工程國家級人選 (national candidate of the Ministry of Personnel New Century Hundred Thousand Talents Project#) and 北京市百人工程人選 (candidate of the Beijing Hundred Project#) in the PRC. He has been a part-time tutor of Anhui University; Anhui University of Finance and Economics; Beijing University of Technology; Hebei University; Henan University of Economics and Law; Lanzhou University of Finance and Economics; Shandong University of Finance and Economics; Shanxi University of Finance & Economics and Shijiazhuang University of Economics. Prof. Zhao has entered into a service contract with the Company for three years but is subject to retirement by rotation and re-election in the Annual General Meeting in accordance with the Bye-laws and the Listing Rules. Prof. Zhao, being an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, did not receive any fee or discretionary bonus but entitles to Shares award.

As at the Latest Practicable Date, Mr. Fan and Prof. Zhao respectively held 22,000,000 Shares and 5,000,000 Shares as beneficial owners (those Shares have been granted to them as award Shares, details of which are set out in the announcements of the Company dated 27 July 2016 and 14 October 2016, the circular of the Company dated 23 September 2016 and note 39(b) to the consolidated financial statements of the Company’s 2017/18 annual report.), within the meaning of Part XV of the SFO. Other than disclosed above, all the above retiring Directors do not have any interest in the Shares within the meaning of Part XV of the SFO.

The Directors’ remuneration package of all the above retiring executive Directors have been determined with reference to their qualifications, experiences, level of responsibilities undertaken, the performance of the Group, profitability, industry remuneration benchmark and prevailing market conditions. The fee of Prof. Zhao, an independent non-executive Director, was with reference to his duties and responsibilities in the Company. All Directors’ remuneration package have been approved and/rectified by the Board and the Remuneration Committee. The emoluments of all the Directors are subject to annual review by the Remuneration Committee and the Board. Total remuneration paid to all the Directors for the year ended 31 March 2018 is set out in note 10 to the consolidated financial statements of the Company’s 2017/18 annual report. A resolution authorising, the Board to fix all Director’s remuneration for the year ending 31 March 2019 will be put forward at the Annual General Meeting for the Shareholders’ approval.

# *for identification purpose*



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

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Save as disclosed above, and as the Latest Practicable Date, each of the abovementioned retiring Directors do not have any relationships with any Directors, senior management or substantial shareholders or the controlling shareholder of the Company nor hold or did not hold any directorships in other public listed companies in the last 3 years and other major appointments and qualifications.

Other than disclosed above, there is no other information to be disclosed pursuant to any of the requirements of rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the Annual General Meeting 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, China on Friday, 17 August 2018 at 1:30 p.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2018.
2. To re-elect directors of the Company, to fix the maximum number of directors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3. To re-appoint the retiring auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (a) the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its securities, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of securities of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of issued shares of the Company (each a “**Share**”) on the date of passing of this resolution and the said approval shall be limited accordingly; and

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- (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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) 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.”
  
- 5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (a) the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe Shares and to make or grant offers, agreements and options which would or might require Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe Shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to:
  - (i) a rights issue where Shares are offered to shareholders of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong); or
  - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire Shares of the Company; or

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- (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 in accordance with the Bye-laws of the Company,

the total nominal amount of additional Shares or securities of the Company to be issued, allotted or dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the number of issued Shares on the date of passing of this resolution and the said approval shall be limited accordingly; and

- (b) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) 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.

- 6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the general mandate granted to the directors of the Company pursuant to resolution no. 5 above and for the time being in force to exercise the powers of the Company to issue, allot or deal with additional Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of securities in the capital of the Company repurchased by the Company pursuant to the exercise by the directors of the Company of the powers of the Company to purchase such securities since the granting of such general mandate referred to in the above resolution no. 4, provided that such amount shall not exceed 10% of the number of issued Shares on the date of passing of this resolution.”

By Order of the Board

**Mr. Fan Fangyi**

*Managing Director and Executive Director*

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*As at the date of this circular, the Board comprises five Executive Directors namely, Dr. Mo Shikang (Chairman), Mr. Zhang Hesheng (Deputy Chairman), Mr. Chu Kin Wang Peleus (Deputy Chairman), Mr. Fan Fangyi (Managing Director) and Miss Mo Yunbi and three Independent Nonexecutive Directors namely, Dr. Liu Junmin, Prof. Zhao Yanyun and Mr. Sin Ka Man.*

Beijing, 18 July 2018

*Notes:*

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote, on a poll, on his/her behalf. A proxy need not be a member of the Company.
2. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders present at the Annual General Meeting personally or by proxy, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
3. A form of proxy for use in connection with the Annual General Meeting is enclosed and such form is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).
4. The register of members of the Company will be closed from Tuesday, 14 August 2018 to Friday, 17 August 2018 (both dates inclusive), for the purpose of determining the shareholders of the Company (the “**Shareholders**”) eligibility to attend and vote at the annual general meeting of the Company to be held on Friday, 17 August 2018 (the “**2018 AGM**”) and during which period no transfer of the shares of the Company will be effected. In order to qualify for attendance of the 2018 AGM, all completed transfer forms accompanied by the relevant share certificates of the Company must be lodged with the Company’s branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4:30 p.m. on Monday, 13 August 2018.
5. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of authority must be lodged with the Company’s Hong Kong share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjourned meeting thereof if they so wish.
6. All the resolutions set out in this notice shall be decided by poll.
7. The English language text of this circular shall prevail over the Chinese language text in case of inconsistency.