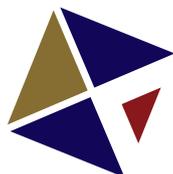


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# **CHINA PROPERTIES INVESTMENT HOLDINGS LIMITED** **中國置業投資控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 736)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of China Properties Investment Holdings Limited (the “**Company**”) will be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 6 July 2016 at 10:00 a.m. for the purpose of considering and if thought fit, passing, with or without modifications, the following resolution which will be proposed as ordinary resolution:

### **ORDINARY RESOLUTION**

**“THAT**

- (a) the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; For the purpose of this resolution, “**Rights Issue**” means the proposed allotment and issue of not less than 3,886,065,724 new shares of the Company (the “**Shares**”) each ranking pari passu in all respects with existing Shares (the “**Rights Shares**”) and not more than 4,038,732,388 Rights Shares pursuant to an offer by way of rights to the holders of Shares (the “**Shareholders**”) at the subscription price of HK\$0.141 per Rights Share in the proportion of four (4) Rights Shares for every one (1) existing Share held by the Shareholders whose names appear on the register of members of the Company on 14 July 2016 (or such other date as may be agreed between the Company and the Underwriter (as defined in paragraph (b) of this resolution) to be the record date for the Rights Issue) (the “**Record Date**”) other than those Shareholders (the “**Non-Qualifying Shareholders**”) whose addresses on the Record Date are outside of Hong Kong in respect of whom the Company’s directors (the “**Directors**”), based on legal advice provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Rights Issue to such Non-Qualifying Shareholders on account of either the legal restrictions under the laws of the relevant place or

\* *For identification purposes only*

the requirement of the relevant regulatory body or stock exchange in that place, as described in further detail in a circular issued by the Company dated 17 June 2016 (the “**Circular**”) of which the notice convening this meeting forms part;

- (b) the execution, delivery and performance of the underwriting agreement dated 24 May 2016 (the “**Underwriting Agreement**”) and entered into between the Company and Black Marble Securities Limited (the “**Underwriter**”) (a copy of which is produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification), in relation to the Rights Issue and the transactions contemplated thereunder and all actions taken or to be taken by the Company pursuant to or incidental to the Underwriting Agreement be and are hereby approved, confirmed and ratified;
- (c) subject to the fulfillment or waiver of the conditions set out in the Underwriting Agreement, any Director be and is hereby authorized to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue notwithstanding that (i) the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Shareholders not being a Non-Qualifying Shareholder (the “**Qualifying Shareholders**”) and, in particular, any director be and is hereby authorised to make such exclusions or other arrangements in relation to the Non-Qualifying Shareholder as he/she may deem necessary, desirable or expedient having regard to any restrictions or obligations under the bye-laws of the Company or the laws of, or the rules and regulations of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong; (ii) the Rights Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Non-Qualifying Shareholders (as the case may be) will be made available for subscription under forms of application for excess Rights Shares;
- (d) any one or more of the Directors be and is/are hereby authorized to do all such acts and things, including but without limitation to the execution of all such documents under seal where applicable, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder, including but without limitation, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement and to make and agree to such variations of the terms of the Underwriting Agreement as he/she may consider to be appropriate and in the interests of the Company.”

By order of the Board

**China Properties Investment Holdings Limited**

**Xu Dong**

*Chairman*

Hong Kong, 17 June 2016

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business:*  
Room 4303, 43/F  
China Resources Building  
26 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the general meeting. A proxy need not be a member. In addition, a proxy or proxies representing a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be delivered to the Hong Kong branch share registrar of the Company, Tricor Secretaries 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 meeting or adjourned meeting at which the person named in the instrument proposes to vote.
3. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting concerned and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Voting on the resolution will be taken by poll.

*As at the date of this notice, the executive Directors are Mr. Xu Dong and Mr. Au Tat On, the non-executive Director is Miss Yu Wai Fong and the independent non-executive Directors are Mr. Lai Wai Yin, Wilson, Ms. Cao Jie Min and Mr. Tse Kwong Wah.*