



# 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)

### PROXY FORM

**Form of proxy for use by the shareholders of China Properties Investment Holdings Limited (the “Company”) at the special general meeting (the “Meeting”) to be convened at Room 2001, 20/F., Lippo Centre, Tower Two, 89 Queensway, Hong Kong on 16 July 2009 at 10:30 a.m. (or any adjournment thereof).**

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (note b) shares  
of HK\$0.01 each of the Company (the “Shares”) hereby appoint the chairman (the “Chairman”) of the Meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting to be held at Room 2001, 20/F., Lippo Centre, Tower Two, 89  
Queensway, Hong Kong on 16 July 2009 at 10:30 a.m. and at any adjournment thereof and to vote on my/our  
behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

	Ordinary Resolutions	FOR	AGAINST
1	To approve, confirm and ratify the Sale and Purchase Agreement dated 4 June 2009 entered into between the Company and Gold Trinity International Limited (as detailed in the circular of the Company dated 30 June 2009) and the transactions contemplated thereunder including but not limited to the issue of the Convertible Bonds and the allotment and the issue of the Conversion Shares upon exercise of the conversion right attached to the Convertible Bonds		
2	To approve the Proposed Increase in Authorized Share Capital (as detailed in the circular of the Company dated 30 June 2009) and the matters contemplated thereby		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2009

Shareholder's signature x \_\_\_\_\_ x (notes e, f, g and h)

**Notes:**

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.

\* For identification purpose only