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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 the special general meeting (the “**Meeting**”) of China Properties Investment Holdings Limited (the “**Company**”) will be held at Room 2001, 20/F., Lippo Centre, Tower Two, 89 Queensway, Hong Kong on 16 July 2009 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the sale and purchase agreement (“**Sale and Purchase Agreement**”) dated 4 June 2009 entered between Gold Trinity International Limited (金順國際有限公司*) as the vendor (“**Vendor**”), the Company as purchaser and Mr. Han Wei (韓衛先生) as guarantor regarding the acquisition of the entire issued share capital in Main Pacific Group Limited (萬豐集團有限公司*), a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification and all the transactions contemplated thereunder, including but not limited to the issue of convertible bonds (“**Convertible Bonds**”) in the principal amount of HK\$260,000,000 in accordance with the terms and conditions of the Convertible Bonds attached to the Sale and Purchase Agreement and the issue and allotment of 1,300,000,000 new shares of the Company at HK\$0.20 each (“**Conversion Price**”) (subject to usual provisions for adjustments and Conversion Price Reset) which may fall to be issued and allotted upon exercise of the conversion right attaching to the Convertible Bonds to the Vendor and/or his nominee(s) in settlement of the consideration under the Sale and Purchase Agreement, be and are hereby approved, confirmed and ratified; and

* *For identification purpose only*

for the purpose of this resolution:

Conversion Price Reset means the Conversion Price can be reset (if necessary) 12 times (i.e. on the last Business Day of each month) in each calendar year (“**Reset Date**”) before the date of maturity of the Convertible Bonds in the event that the average closing price of the Shares as quoted on the Stock Exchange for the last three consecutive trading days up to and including the Reset Date (“**Reset Price**”) is lower than the then Conversion Price of the Convertible Bonds. When such situation takes place, the then Conversion Price of the Convertible Bonds will be adjusted downwards to the Rest Price with effect from the next Business Day, and in any case the reset Conversion Price should not be less than the par value of the Share of HK\$0.01 each;

Business Day means a day (excluding Saturday and Sunday) on which licensed banks are generally open for business in Hong Kong throughout their regular business hours; and

Share(s) means ordinary share(s) of HK\$0.01 each in the share capital of the Company; and

- (b) any one or more of the directors (“**Directors**”) of the Company be and is/are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry and implement the Sale and Purchase Agreement and all the transactions completed thereunder into full effect.”

2. “**THAT**

- (a) the authorized share capital of the Company be and is hereby increased from HK\$35,000,000 divided into 3,500,000,000 shares of HK\$0.01 each (“**Shares**”) to HK\$300,000,000 divided into 30,000,000,000 Shares by the creation of an additional 26,500,000,000 Shares (“**Proposed Increase in Authorized Share Capital**”); and
- (b) any one or more Directors be and is/are hereby authorized for and on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things deemed by him/them to be incidental to, ancillary to or in connection with matters contemplated in and for completion of the Proposed Increase in Authorized Share Capital.”

By order of the Board
China Properties Investment Holdings Limited
Yu Wai Fong
Chairman

Hong Kong, 30 June 2009

Head office and principal place of business in Hong Kong:

Room 2001, 20/F.

Lippo Centre, Tower Two

89 Queensway

Hong Kong

Notes:

1. Any shareholder of the Company (the “**Shareholder(s)**”) 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 proxy need not be a Shareholder.
2. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Meeting and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint Shareholders any one of such joint Shareholder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint holding.
5. The form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or any adjournment thereof, not less than 24 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.

As at the date of this announcement, the executive Directors are Ms. Yu Wai Fong and Mr. Au Tat On, and the independent non-executive Directors are Mr. Lam Man Yui, Mr. Lai Wai Yin, Wilson and Ms. Cao Jie Min.

This announcement will remain on the “Latest Company Announcements” page of the website of the Stock Exchange at <http://www.hkexnews.hk> and the Company’s website for at least 7 days from the date of its posting.