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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 of China Properties Investment Holdings Limited (the “**Company**”) will be held at Room 2001, 20/F., Lippo Centre, Tower 2, 89 Queensway, Hong Kong on 5 March 2010 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTION

To consider and approve the resolutions regarding the restriction on the maximum number of directors of the Company (the “**Directors**”):

1. The maximum number of Directors be restricted to six (6) at any time.

SPECIAL RESOLUTION

“**THAT** the Bye-laws of the Company be and are hereby amended by:

- (a) adding the following new definition immediately after the definition of “head office” in Bye-law no.1:

““Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.”;

- (b) deleting the word “notice” after the words “(21) clear days” in the seventh line of Bye-law no.2(h) and substituting therefor the word “Notice”;

- (c) adding the following words immediately after the words “clear days’ Notice” in the seventh line and the seventeenth line, respectively, of Bye-law no.2(h) and in the seventh line of Bye-law no.2(i);

“(or such other minimum notice period as may be specified in the Listing Rules from time to time)”

- (d) deleting the words “any other newspapers in accordance with the requirements of any Designated Stock Exchange” after the words “and where applicable” in the ninth line of Bye-law no.44 and substituting therefor the words “by any means in such manner as may be accepted by the Designated Stock Exchange”;
- (e) deleting the words “any other newspapers” after the words “where applicable” and “or” after the words “Designated Stock Exchange” in the third line and the fourth line, respectively, of Bye-law no.51;
- (f) deleting the words “who is untraceable” after the words “a Member” in the second line of Bye-law no.55(2) and substituting therefor the words “or any shares to which a person is entitled by transmission”;
- (g) adding the following words immediately after the words “clear days’ Notice” in the third line and the fifth line, respectively, of Bye-law no.59(1):

“or such other minimum notice period as may be specified in the Listing Rules from time to time”;

- (h) adding the words “a poll is required under the Listing Rules or” immediately after the words “decided on a show of hands unless” in the eleventh line of Bye-law no.66;
- (i) adding the words “required under the Listing Rules or is” immediately after the words “Unless a poll is” in the first line of Bye-law no.67;
- (j) deleting the second sentence of Bye-law no.86(1) in its entirety and substituting therefor the following words:

“The number of Directors shall at any time be not more than six (6)”;

- (k) adding the words “or more than six (6) at any time” immediately after the words “be less than two(2)” in the third line of Bye-law no.86(6);

- (l) adding the words “, publication” immediately after the word “despatch” in the fourth and the eighth line, respectively, of Bye-law no.161 (b); and
- (m) adding the words “or document” immediately after the words “A notice” in the second line of Bye-law no.161 (c).”

By Order of the Board
Yu Wai Fong
Chairman

Hong Kong, 1 February 2010

Head office and principal place of business in Hong Kong:

Room 2001, 20/F.

Lippo Centre, Tower Two

89 Queensway Road

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 26/F., 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 notice, 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 notice will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange for at least 7 days from the date of its posting and the website of the Company.

** For identification purpose only*