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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)

TOP-UP PLACING AND PLACING OF NEW SHARES

Placing Agent

Cheong Lee Securities Limited

On 5 August 2010 after trading hours, the Vendor entered into (i) the Top-Up Placing Agreement with the Placing Agent and the Company; and (ii) the Subscription Agreement with the Company. Pursuant to the Top-Up Placing Agreement, the Placing Agent have agreed to place, on a best effort basis, to not less than six independent Placees for up to 100,000,000 existing Shares at a price of HK\$ 0.076 per Placing Share, for and on behalf of the Vendor. Pursuant to the Subscription Agreement, the Vendor has conditionally agreed to subscribe for such number of new Shares as is equal to the number of Top-up Placing Shares successfully placed by the Placing Agent at a price of HK\$ 0.076 per Subscription Share.

Simultaneously upon signing of the Top-up Placing Agreement and Subscription Agreement, the Company also entered into the New Share Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to place, on a best effort basis, to no less than six independent Placees for up to 180,000,000 new Shares at a price of HK\$ 0.076 per New Placing Share, for and on behalf of the Company.

The maximum number of 280,000,000 Placing Shares (being the aggregate of the Top-up Placing Shares and the New Placing Shares) represents approximately 19.6% of the entire issued share capital of the Company of 1,430,581,952 Shares as at the date of this announcement and approximately 16.4% of the Company's entire issued share capital as enlarged by the Subscription and the New Share Placing. The net proceeds from the Subscription and the New Share Placing of approximately HK\$ 20.3 million (assuming the Top-up Placing Shares and New Placing Shares are fully placed and after all relevant expenses) will be used for the possible acquisition set out in the Company's announcement dated 24 March 2010 if the same shall materialize and general working capital.

THE TOP-UP PLACING AGREEMENT

Date:	5 August 2010.
Vendor:	Ms Yu Wai Fong, director and shareholder of the Company. The Vendor is beneficially holding 102,526,071 Shares, representing approximately 7.17% of the Company's issued share capital as at the date of this announcement.
Placing Agent:	Cheong Lee Securities Limited. To the best of the Directors' knowledge, information and belief, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.
Placees:	The Top-up Placing Shares will be placed to not less than six Placees (which will be independent individual, corporate and/or institutional investors) and their ultimate beneficial owners will be Independent Third Parties. It is expected that no Placee will become a substantial Shareholder (as such term is defined in the Listing Rules) immediately following completion of the Top-up Placing and Subscription.
Number of Top-up Placing Shares:	Up to 100,000,000 existing Shares, to be placed by the Placing Agent on a best effort basis. Assuming the Top-up Placing Shares are fully placed, the Top-up Placing Shares represents approximately 7.0% of the entire issued share capital of the Company of 1,430,581,952 Shares as at the date of this announcement and approximately 6.5% of the Company's entire issued share capital as enlarged by the Subscription.
Placing Price:	<p>HK\$0.076 per Top-up Placing Share. The Placing Price was agreed after arm's length negotiations between the Company and the Placing Agent, with reference to, among other things, the recent trading price of the Shares on the Stock Exchange. The Placing Price represents:</p> <p>(a) a discount of approximately 2.56% to the closing price of HK\$0.078 per Share as quoted on the Stock Exchange on 5 August 2010, being the date of the Top-up Placing Agreement;</p> <p>(b) a discount of approximately 19.15% to the average closing price of approximately HK\$0.094 per Share as quoted on the Stock Exchange for the last 5 full trading days of the Shares immediately before the date of the Top-up Placing Agreement.</p>
Placing Commission:	The Placing Agent will receive a placing commission of 3% on the gross proceeds of the Top-up Placing.

Completion of the Top-up Placing:	The Top-up Placing is unconditional and completion of the Top-up Placing is expected to take place on or before 19 August 2010 (or such other time or date as the Vendor and the Placing Agent may agree in writing).
Termination:	<p>The Placing Agent may terminate the Top-up Placing Agreement prior to completion of the Top-up Placing Agreement if in the opinion of the Placing Agent the success of the Top-up Placing or the business or financial conditions of the Group would or is likely to be materially and adversely affected by:</p> <ul style="list-style-type: none"> (a) any material breach of any of the representations and warranties set out in the Top-up Placing Agreement; or (b) any suspension in dealings in or the listing of the Shares on the Stock Exchange for a period of more than 5 trading days (other than in connection with the Top-up Placing); or (c) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or (d) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date hereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions; or (e) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or (f) a change or development involving a prospective change in taxation in Hong Kong, Bermuda or the People's Republic of China or the implementation of exchange controls which shall or might materially and adversely affect the Group or its present or prospective shareholders in their capacity as such; or (g) any change or deterioration in the conditions of local, national or international securities markets.

THE SUBSCRIPTION AGREEMENT:

Date: 5 August 2010

Subscriber: The Vendor.

Number of Subscription Shares: The Company will issue such number of new Shares to the Vendor as is equal to the number of Top-up Placing Shares successfully placed by the Placing Agent pursuant to the Top-up Placing. Assuming the Top-up Placing Shares are fully placed, the Company will issue 100,000,000 Subscription Shares to the Vendor, representing approximately 7.0% of the entire issued share capital of the Company of 1,430,581,952 Shares as at the date of this announcement and approximately 6.5% of the Company's entire issued share capital as enlarged by the Subscription. The nominal value of the Subscription Shares is HK\$5,000,000.00.

Subscription Price: HK\$0.076 per Subscription Share.

General Mandate: The Subscription Shares will be issued pursuant to the general mandate to allot, issue and deal with Shares granted to the Directors by resolution of the Shareholders passed at the Company's special meeting held on 2 August 2010 up to 286,116,390 Shares. As at the date of this announcement, no Share has been issued pursuant to the general mandate.

Ranking of Subscription Shares: The Subscription Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue and allotment of the Subscription Shares.

Conditions to the Subscription: The Subscription is conditional upon the following conditions:

- (a) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in all the Subscription Shares;
- (b) completion of the Top-up Placing having occurred pursuant to the terms of the Top-up Placing Agreement; and
- (c) if necessary, the Bermuda Monetary Authority approving or agreeing to approve the allotment and issue of the Subscription Shares.

Application will be made to the Stock Exchange for the listing of and permission to deal in the Subscription Shares.

The Subscription is not subject to Shareholders' approval.

Completion of the Subscription: Subject to the satisfaction of all the conditions set out above, the Subscription is expected to be completed within 14 days from the date of the Subscription Agreement, i.e. 19 August 2010 or such later time and/or such other date as the Vendor and the Company may agree in writing. If the Subscription is to be completed after 19 August 2010, it will constitute a connected transaction under the Listing Rules and require compliance with all the relevant requirements under Chapter 14A of the Listing Rules, including but not limited to the issue of a separate announcement and approval of the independent Shareholders.

THE NEW SHARE PLACING AGREEMENT

Date: 5 August 2010

Placing Agent: Cheong Lee Securities Limited.

Placees: The New Placing Shares will be placed to not less than six Placees (who will be independent individual, corporate and/or institutional investors) and their ultimate beneficial owners will be Independent Third Parties. It is expected that no Placee will become a substantial Shareholder (as such term is defined in the Listing Rules) immediately following completion of the New Share Placing.

Number of New Placing Shares: Up to 180,000,000 new Shares, to be placed by the Placing Agent on a best effort basis. Assuming the New Placing Shares are fully placed, the New Placing Shares represents approximately 12.6% of the entire issued share capital of the Company of 1,430,581,952 Shares as at the date of this announcement and approximately 11.2% of the Company's entire issued share capital as enlarged by the New Share Placing. The nominal value of the New Placing Shares is HK\$9,000,000.

Placing Price: HK\$0.076 per New Placing Share. The Placing Price was agreed after arm's length negotiations between the Company and the Placing Agent, with reference to, among other things, the recent trading price of the Shares on the Stock Exchange. The Placing Price represents:

- (a) a discount of approximately 2.56% to the closing price of HK\$0.078 per Share as quoted on the Stock Exchange on 5 August 2010, being the date of the New Share Placing Agreement;
- (b) a discount of approximately 19.15% to the average closing price of approximately HK\$0.094 per Share as quoted on the Stock Exchange for the last 5 full trading days of the Shares immediately before the date of the New Share Placing Agreement.

Placing Commission:	The Placing Agent will receive a placing commission of 3% on the gross proceeds of the New Share Placing.
General Mandate:	The New Placing Shares will be issued pursuant to the general mandate to allot, issue and deal with Shares granted to the Directors by resolution of the Shareholders passed at the Company's special general meeting held on 2 August 2010 up to 286,116,390 Shares.
Ranking of New Placing Shares:	The New Placing Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue and allotment of the New Placing Shares.
Conditions to the New Share Placing:	<p>The New Share Placing is conditional upon:</p> <ul style="list-style-type: none"> (a) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in all the New Placing Shares; (b) if necessary, the Bermuda Monetary Authority approving or agreeing to approve the allotment and issue of the New Placing Shares. <p>Application will be made to the Stock Exchange for the listing of and permission to deal in the New Placing Shares.</p> <p>The New Share Placing is not subject to Shareholders' approval.</p>
Completion of the New Share Placing:	Subject to the satisfaction of all the conditions set out above, the New Share Placing is expected to be completed on or before 19 August 2010 or such later time and/or such other date as the Placing Agent and the Company may agree.
Termination:	<p>The Placing Agent may terminate the New Share Placing Agreement prior to completion of the New Share Placing Agreement if in the opinion of the Placing Agent the success of the New Share Placing or the business or financial conditions of the Group would or is likely to be materially and adversely affected by:</p> <ul style="list-style-type: none"> (a) any material breach of any of the representations and warranties set out in the New Share Placing Agreement; or (b) any suspension in dealings in or the listing of the Shares on the Stock Exchange for a period of more than 5 trading days (other than in connection with the New Share Placing); or

- (c) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or
- (d) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date hereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions; or
- (e) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or
- (f) a change or development involving a prospective change in taxation in Hong Kong, Bermuda or the People's Republic of China or the implementation of exchange controls which shall or might materially and adversely affect the Group or its present or prospective shareholders in their capacity as such; or
- (g) any change or deterioration in the conditions of local, national or international securities markets.

EFFECT OF THE TOP-UP PLACING, SUBSCRIPTION AND NEW SHARE PLACING ON SHAREHOLDINGS

The shareholdings in the Company (i) as at the date hereof; (ii) immediately after completion of the Top-up Placing but before completion of the Subscription; (iii) immediately after completion of both Top-up Placing and the Subscription but before completion of New Share Placing; and (iv) immediately after completion of the Top-up Placing, Subscription and the New Share Placing are and will be as follows:

	As at the date hereof		Immediately after Top-up Placing but before Subscription and New Share Placing		Immediately after Top-up Placing and Subscription but before New Share Placing		Immediately after Top-up Placing, Subscription and New Share Placing	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Yu Wai Fong	102,526,071	7.17	2,526,071	0.18	102,526,071	6.70	102,526,071	5.99
Gold Trinity International Limited (<i>Note</i>)	87,400,314	6.11	87,400,314	6.11	87,400,314	5.71	87,400,314	5.11
Public Shareholders	1,240,655,567	86.72	1,240,655,567	86.72	1,240,655,567	81.06	1,240,655,567	72.53
Placees of Top-up Placing	-	-	100,000,000	6.99	100,000,000	6.53	100,000,000	5.85
Placees of New Share Placing	-	-	-	-	-	-	180,000,000	10.52
Total	<u>1,430,581,952</u>	<u>100.00</u>	<u>1,430,581,952</u>	<u>100.00</u>	<u>1,530,581,952</u>	<u>100.00</u>	<u>1,710,581,952</u>	<u>100.00</u>

Note: Gold Trinity International Limited is wholly-owned by Mr. Han Wei (韓衛), a director of a wholly-owned subsidiary of the Company. As at the date of this announcement, Gold Trinity International Limited is the holder of the convertible bonds issued by the Company on 27 July 2009 in an outstanding principal amount of HK\$39 million at the conversion price of HK\$0.106 per conversion share.

REASONS FOR AND BENEFITS OF THE TOP-UP PLACING, SUBSCRIPTION AND NEW SHARE PLACING AND USE OF THE PROCEEDS

The Group is principally engaged in (i) the properties investment business, comprising the rental of investment properties and the provision of the property management services; and (ii) the exploitation of copper and molybdenum in a mine located in Inner Mongolia, the PRC.

In view of the current market conditions, the Directors consider that the Top-up Placing, Subscription and New Share Placing represent a good opportunity to broaden the shareholders base and capital base of the Company and to raise capital for the Company for its future business developments. The Directors consider the terms of the Top-up Placing Agreement, the Subscription Agreement and the New Share Placing Agreement to be fair and reasonable and in the interest of the Group and the Shareholders as a whole.

Subject to the Subscription and New Share Placing being completed, the Company will bear all costs and expenses of approximately HK\$0.98 million in connection with the Top-up Placing, the Subscription and the New Share Placing. The net proceeds from the Subscription and the New Share Placing will be approximately HK\$20.3 million. The net price per Subscription Share/New Placing Share is approximately HK\$0.0725.

The net proceeds of approximately HK\$20.3 million from the Subscription and the New Share Placing will be used for the possible acquisition set out in the Company's announcement dated 24 March 2010 if the same shall materialize and for general working capital.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The following table summaries the capital raising activities of the Group for the 12 months immediately before the date of this announcement:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of this announcement
19 August 2009	Placing of convertible bonds	Approximately HK\$82.80 million as at the date of this announcement	Financing the possible acquisition announced by the Company on 18 August 2009 and general working capital of the Group	Used approximately HK\$9.9 million for the related professional fees and general working capital of the Group
26 March 2010	Top-up Subscription of new shares	Approximately HK\$48.5 million	For the possible acquisition announced by the Company on 24 March 2010 and general working capital	Used HK\$48.5 million as the refundable deposit for the possible acquisition as intended
27 May 2010	Top-up Subscription of new shares	Approximately HK\$26.6 million	For the possible acquisition set out in the Company's announcement dated 24 March 2010 and for general working capital	Used approximately HK\$4.8 million for the related professional fees and general working capital of the Group

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of this announcement
14 June 2010	Top-up Subscription of new shares	Approximately HK\$18.8 million	For the possible acquisition set out in the Company's announcement dated 24 March 2010 if the same shall materialize and for general working capital	Not yet utilised

DEFINITIONS:

Unless the context otherwise requires, the following terms shall have the meanings set out below:

“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	board of Directors
“Business Day”	a day on which licensed banks in Hong Kong are generally open for business
“Company”	China Properties Investment Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person (s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Independent Third Party(ies)”	an independent third party, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, who is not connected with the Company and its connected persons (as defined under the Listing Rules)

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Placing Shares”	a maximum of 180,000,000 new Shares to be placed pursuant to the New Share Placing Agreement
“New Share Placing”	the placing of the New Placing Shares by the Company through the Placing Agent pursuant to the New Share Placing Agreement
“New Share Placing Agreement”	the conditional placing agreement entered into between the Placing Agent and the Company dated 5 August 2010 in relation to the New Share Placing
“Placee”	any individual, institutional or other professional investor procured by the Placing Agent to purchase any of the Placing Shares
“Placing”	the Top-up Placing and the New Share Placing
“Placing Agent”	Cheong Lee Securities Limited
“Placing Price”	HK\$0.076 per Placing Share
“Placing Shares”	the Top-up Placing Shares and the New Placing Shares
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription for the Subscription Shares by the Vendor pursuant to the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement entered into between the Company and the Vendor dated 5 August 2010 in relation to the Subscription
“Subscription Price”	HK\$0.076 per Subscription Share
“Subscription Shares”	Shares to be subscribed by the Vendor pursuant to the Subscription Agreement

“Top-up Placing”	the placing of the Top-up Placing Shares by the Vendor, through the Placing Agent, pursuant to the Top-up Placing Agreement
“Top-up Placing Agreement”	the placing agreement entered into between the Vendor, the Placing Agent and the Company dated 5 August 2010 in relation to the Top-up Placing
“Top-up Placing Shares”	a maximum of 100,000,000 Shares beneficially owned by the Vendor and to be placed pursuant to the Top-up Placing Agreement
“Vendor”	Ms Yu Wai Fong, a director and shareholder of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board of
CHINA PROPERTIES INVESTMENT HOLDINGS LIMITED
Yu Wai Fong
Chairman

Hong Kong, 5 August 2010

As at the date of this announcement, the executive Directors are Ms. Yu Wai Fong, Mr Xu Dong 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.

* *For identification purpose only*