Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



## 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)

## PRICE SENSITIVE INFORMATION

## **RESUMPTION OF TRADING**

Reference is made to (1) the announcement of China Properties Investment Holdings Limited (the "**Company**") dated 27 July 2011 in relation to the entry into a participation deed (the "**Deed**") and a sub-participation agreement (the "**Agreement**") by the Company both on 27 July 2011 in relation to a loan (the "**Loan**") extended by Simsen Capital Finance Limited ("**Simsen**") to Make Success Limited ("**Make Success**"); (2) the announcement of the Company dated 17 January 2012 in relation to the Company's becoming aware of the writ of summons issued by Mayer Holdings Limited ("**Mayer**") seeking an injunctive order (the "**Litigation**") against a promissory note (the "**Promissory Note**") and a convertible note (the "**Convertible Note**") which were both given as security for the Loan; (3) the announcement of the Company dated 2 February 2012 in relation to the Company proposing to grant consent to Simsen to enforce the security given for the Loan by disposal of the Promissory Note (the "**Disposal**"); and (4) the announcement of Simsen International Corporation Limited published on 13 February 2012 in relation to the entry into the agreement for the Disposal (the "**Disposal Agreement**") on 10 February 2012 and the completion of the Disposal on the same date.

From the announcement of Simsen International Corporation Limited published on 13 February 2012, it has come to the attention of the Company that Simsen has entered into the Disposal Agreement with Spring Sky Limited in relation to the Disposal on 10 February 2012 and has completed the Disposal on the same date. The consideration for the Disposal was HK\$10,000,000. Under the Deed and the Agreement, the Company has participated on a non-recourse basis in the Loan in the total amount of HK\$50,000,000. The Company anticipated that after the payment of all costs and expenses incurred in connection with the Disposal, the portion that will be repaid to the Company by Simsen will be in the vicinity of HK\$5.7 million. As such, the impairment loss on the Loan in the event that Simsen (as lender to Make Success) cannot recover the outstanding balance of the Loan is in the vicinity of HK\$44.3 million. Despite so, the Company has sufficient working capital for the requirement of its current operation and this will not have any material adverse operational impact on the Company.

\* for identification purpose only

The Company has obtained counsel's advice on 1 February 2012 and noted that the Convertible Note will remain as legal and enforceable security for the Loan. Furthermore, Simsen still has the legal standing to take legal proceedings against Make Success for the outstanding balance of the Loan owing from Make Success to Simsen. Yet the recoverability of the Loan is not ascertainable at the present moment. Simsen has not given the Company any definite information on whether Make Success has the financial resources to make full repayment of the Loan. In light of the fact that the outcome of the Litigation still being uncertain at the moment, the Company is not even aware of any hearing date being fixed as of today's date, Mayer may not register any shares of Mayer so converted from the Convertible Note nor enter Simsen's name into the register of members of Mayer.

Despite the discount on the face value of the Promissory Note on the Disposal, in light of the continued deteriorating global financial position and the difficulty of securing a purchaser who is willing to pay upfront for the Disposal, and the significant time, costs and effort which will need to be expended by the Company to seek to be joined as a party to the Litigation (if at all possible), the directors of the Company consider that the Disposal is fair and reasonable and in the best interest of the Company to secure the prompt recovery of cash for the Company.

The Company will continue to monitor the development of the Litigation and its impact on the Company. It will make further announcement of any material information as and when appropriate.

## SUSPENSION AND RESUMPTION OF TRADING IN SHARES

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:04 a.m. on 13 February 2012, pending the publication of this announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 14 February 2012.

By Order of the Board China Properties Investment Holdings Limited Xu Dong Chairman

Hong Kong, 13 February 2012

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

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.