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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to action to be taken, you should consult a licensed securities dealer or other bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares of China Properties Investment Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF SGM**

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A notice convening the SGM to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 21 August 2012 at 9:30 a.m. is set out on pages 5 and 6 of this circular.

A proxy form for use at the SGM is enclosed with this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

3 August 2012

\* For identification purpose only

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Board”	the board of Directors
“Capital Increase”	the proposed increase in the authorised share capital of the Company from HK\$10,000,000 to HK\$90,000,000 by the creation of such number of Shares or part thereof so that the increased authorised share capital would be HK\$90,000,000 divided into 3,000,000,000 Shares of par value of HK\$0.03 each
“Company”	China Properties Investment Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	1 August 2012, being the latest practicable date for the purpose of ascertaining certain information referred to in this circular
“Listing Rules”	the Rule Governing the Listing of Securities on the Stock Exchange
“Rights Issue”	the issue by way of rights of one (1) rights share for every two (2) existing Shares in issue and held on the record date at the subscription price of HK\$0.068 on the terms and subject to the conditions set out in the underwriting agreement dated 24 July 2012
“SGM”	the special general meeting of the Company to be held at 9:30 a.m. on Tuesday, 21 August 2012 to consider and, if thought fit, to approve the Capital Increase
“Share(s)”	share(s) of HK\$0.03 each in the share capital of the Company
“Shareholders(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

*In case of any inconsistency, the English text of this circular shall prevail over the Chinese text.*

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## LETTER FROM THE BOARD

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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)

***Board of Directors:***

*Executive Directors:*

Mr. Xu Dong (*Chairman*)

Mr. Au Tat On

*Non-executive Director*

Ms. Yu Wai Fong

*Independent non-executive Directors:*

Mr. Lai Wai Yin, Wilson

Ms. Cao Jie Min

Mr. Tse Kwong Wah

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal*

*place of business:*

Room 2001, 20/F

Lippo Centre, Tower Two

89 Queensway

Hong Kong

3 August 2012

*To the Shareholders*

Dear Sir or Madam,

### PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

#### INTRODUCTION

Reference is made to the announcement made by the Company dated 25 July 2012 in relation to the Capital Increase and the Rights Issue. This circular provides you with further information relating to the Capital Increase and the notice of the SGM.

#### PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

In order to facilitate the Rights Issue and provide room for possible issue of additional new Shares when considering equity fund raising opportunities and acquisition opportunities for the future expansion of the Company, the Board proposes that, subject to the condition set out below, the authorised share capital of the Company be increased from HK\$10,000,000 to HK\$90,000,000 by the creation of such number of Shares

\* For identification purpose only

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## **LETTER FROM THE BOARD**

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or part thereof so that the increased authorised share capital would be HK\$90,000,000 divided into 3,000,000,000 Shares of par value of HK\$0.03 each. Save for the Rights Issue, the Company has no other fund raising plan as at the Latest Practicable Date.

As at the Latest Practicable Date, the existing authorised share capital of the Company is HK\$10,000,000 divided into approximately 333,333,333 Shares of which 294,610,329 Shares are in issue. Immediately after the completion of the Capital Increase and assuming no new Shares are issued or repurchased by the Company from the Latest Practicable Date up to the SGM, the authorised share capital will be HK\$90,000,000 divided into 3,000,000,000 Shares with 294,610,329 issued Shares and 2,705,389,671 unissued Shares. The Capital Increase will be conditional upon the passing by the Shareholders of an ordinary resolution approving the Capital Increase at the SGM and no Shareholder is required to abstain from voting on such resolution at the SGM.

In view of the foregoing and the Company does not have sufficient authorised share capital to facilitate the Rights Issue, the Directors are of the view that the Capital Increase is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

### **SGM**

At the SGM, resolution will be proposed for the Shareholders to consider and, if thought fit, approve the Capital Increase as an ordinary resolution by way of poll.

None of the Shareholders will be required to abstain from voting at the SGM.

The notice convening the SGM is set out on pages 5 and 6 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the instrument appointing or a proxy shall be deemed to be revoked.

### **RESPONSIBILITIES STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the Capital Increase is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to approve the above matter to be proposed at the SGM.

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

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## NOTICE OF SPECIAL GENERAL MEETING

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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 IS HEREBY GIVEN** that a special general meeting of China Properties Investment Holdings Limited (the “**Company**”) will be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 21 August 2012 at 9:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT** the authorised share capital of the Company be and is hereby increased from HK\$10,000,000 to HK\$90,000,000 by the creation of such number of shares (or part thereof) of par value of HK\$0.03 each so that the increased authorised share capital shall be HK\$90,000,000 divided into 3,000,000,000 shares of par value of HK\$0.03 each, and any director of the Company be, and each of them hereby is, authorised to execute and deliver on behalf of the Company any documents whatsoever, and to do any and all other things whatsoever, as such director shall in his absolute discretion deem or determine appropriate in connection with the foregoing.”

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

Hong Kong, 3 August 2012

*Notes:*

1. Any member 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 member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the general meeting. A proxy need not be a member. In addition, a proxy or proxies representing a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be delivered to the Company’s branch share registrar, 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

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## NOTICE OF SPECIAL GENERAL MEETING

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holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

3. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting concerned and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Voting on the resolution will be taken by poll.