
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Properties Investment Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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 GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
OF THE COMPANY;
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE
COMPANY;
PROPOSED CHANGE OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening the annual general meeting of China Properties Investment Holdings Limited to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 28 August 2013 at 9:30 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.736.com.hk).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

26 July 2013

* for identification purpose only

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DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated and the context otherwise requires:

“Act”	The Companies Act 1981 of Bermuda, as amended or modified from time to time;
“AGM”	the annual general meeting of the Company to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 28 August 2013 at 9:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this Circular, or any adjournment thereof;
“Annual Report”	the annual report of the Company for the financial year ended 31 March 2013;
“associate(s)”	has the meaning attributed to it in the rules of the Designated Stock Exchange;
“business day”	shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day;
“Board” or “Directors”	the board of directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present;
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified from time to time;
“Circular”	this circular dispatched to Shareholders in respect of the AGM;
“Company”	China Properties Investment Holdings Limited, a company incorporated in Bermuda with limited liability;
“Designated Stock Exchange”	a stock exchange which is an appointed stock exchange for the purposes of the Act in respect of which the Shares are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the Shares;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	22 July 2013, being the latest practicable date prior to the printing of this Circular for ascertaining certain information in this Circular;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange as may be amended from time to time;
“Memorandum of Association”	the memorandum of association of the Company as amended, supplemented or modified from time to time;
“New Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“New Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Notice”	written notice unless otherwise specifically stated and as further defined in the Bye laws;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.03 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“substantial shareholder(s)”	a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong; and
“%”	per cent

DEFINITIONS

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and vice versa. References to persons shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

This document has both English and Chinese versions. Should there be any inconsistency between the Chinese and English versions, the English version shall prevail.

LETTER FROM THE BOARD



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)

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

Principal Place of Business:

Room 2001, 20/F
Lippo Centre, Tower Two
89 Queensway
Hong Kong

26 July 2013

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
OF THE COMPANY;
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE
COMPANY;
PROPOSED CHANGE OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this Circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the New Issuance Mandate to the Directors; (ii) the granting of the New Repurchase Mandate to the Directors; (iii) the extension of the New Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the New Repurchase Mandate; and (iv) the re-election of the retiring Directors.

* for identification purpose only

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF NEW ISSUANCE AND REPURCHASE MANDATES

At the annual general meeting of the Company held on 31 August 2012, an ordinary resolution was passed for granting a general mandate to the Directors to repurchase the Shares not exceeding 10% of the total nominal amount of the issued share capital of the Company as at 31 August 2012 (the “**Previous Repurchase Mandate**”), another ordinary resolution was passed for granting a general mandate to the Directors to allot, issue and deal with the Shares not exceeding 20% of the total nominal amount of the issued share capital of the Company as at 31 August 2012 (the “**Previous Issuance Mandate**”). The Previous Repurchase Mandate and the Previous Issuance Mandate will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$2,651,492.94 (equivalent to 88,383,098 Shares) on the basis that the existing issued share capital of the Company of 441,915,493 Shares remains unchanged as at the date of the AGM) (the “**New Issuance Mandate**”);
- (b) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$1,325,746.47 (equivalent to 44,191,549 Shares) on the basis that the existing issued share capital of the Company of 441,915,493 Shares remains unchanged as at the date of the AGM) (the “**New Repurchase Mandate**”); and
- (c) to extend the New Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the New Repurchase Mandate.

The New Issuance Mandate and the New Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 7 and 8 of the notice of the AGM as set out on pages 14 to 17 of this Circular.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the New Repurchase Mandate.

The explanatory statement as required by the Listing Rules in connection with the New Repurchase Mandate is set out in Appendix I to this Circular.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to clause 87(1) of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to one-third but not less than one-third) shall retire from office by rotation so that each Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election.

According to Bye-law 87(1), Mr. Xu Dong and Mr. Tse Kwong Wah shall retire by rotation at the AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix II to this Circular.

4. PROPOSED CHANGE OF AUDITOR

The Company announces that CCIF CPA Limited ("CCIF"), the Company's auditor for the financial year ended 31 March 2013, will retire as auditor of the Company with effect from the conclusion of the upcoming AGM and CCIF will not offer itself for re-appointment.

In October 2009, CCIF merged with PCP CPA Limited to form a merged firm. The merged firm operates under the Crowe Horwath brand as Crowe Horwath (HK) CPA Limited and as a Hong Kong member firm of Crowe Horwath International network.

The Board considers that it is in the best interests of the Company and the Shareholders as a whole if the auditor shall continue to serve the Company under the capacity of Crowe Horwath (HK) CPA Limited.

The Company has received a letter from CCIF confirming that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders and the creditors of the Company. The Board also confirmed that there are no circumstances in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

An ordinary resolution will be proposed at the AGM to appoint Crowe Horwath (HK) CPA Limited as the new auditor of the Company to fill the vacancy arising from the retirement of CCIF.

The proposed appointment of new auditor is subject to the approval of Shareholders at the AGM.

LETTER FROM THE BOARD

5. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 14 to 17 of this Circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the New Issuance Mandate and the New Repurchase Mandate, the extension of the New Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased pursuant to the New Repurchase Mandate, the re-election of the retiring Directors and the amendments to the Bye-laws.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this Circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.736.com.hk). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Branch Share Registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

6. RECOMMENDATIONS

The Directors consider that the granting and extension of the New Issuance Mandate, the granting of the New Repurchase Mandate and the re-election of the retiring Directors are in the best interests of the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been reviewed and approved by all the Directors and they (including those who have delegated detailed supervision of this Circular) collectively and individually accept full responsibility for the accuracy of the information contained in this Circular which include 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 fair, accurate and complete in all material respects and not misleading or deceptive, and that there are no other matters the omission of which would make any statement herein or this Circular misleading. Where information has been extracted from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Xu Dong
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the New Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the New Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the New Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 441,915,493 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the AGM in respect of the granting of the New Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, i.e. being 441,915,493 Shares, the Directors would be authorized under the New Repurchase Mandate to repurchase, during the period in which the New Repurchase Mandate remains in force, Shares of an aggregate nominal amount not exceeding HK\$1,325,746.47 (equivalent to 44,191,549 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Company's Memorandum of Association and Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2013) in the event that the New Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the New Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the New Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As far as the Directors are aware, as at the Latest Practicable Date, no Shareholder holds 10% or more in the issued Shares. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the New Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates have any present intention to sell any Shares to the Company in the event that the granting of the New Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the New Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the New Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

Month	Highest HK\$	Lowest HK\$
2012		
July	0.192	0.139
August	0.169	0.116
September	0.131	0.090
October	0.127	0.085
November	0.117	0.090
December	0.115	0.095
2013		
January	0.130	0.104
February	0.126	0.113
March	0.126	0.097
April	0.110	0.096
May	0.129	0.109
June	0.134	0.110
July (up to the Latest Practicable Date)	0.124	0.116

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous 6 months (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, details of the Director who will retire at the conclusion of the AGM according to the Bye-laws and will be proposed to be re-elected at the AGM are provided below:

(1) MR. XU DONG

Position and experience

Mr. Xu Dong (“**Mr. Xu**”), aged 35, was appointed as an executive director of the Company in May 2010 and was re-designated as the chairman and chief executive officer of the Company in August 2010. Mr. Xu holds a Bachelor’s degree in Japanese from the Shanghai International Studies University. Mr. Xu has extensive experience in business investment and management of mineral corporations. He is responsible for the overall management, strategic planning and business development and management of the mineral business of the Company.

Mr. Xu has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Xu has not entered into any Director’s service agreement with the Company and has not been appointed for any fixed term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. The provisions of the Bye-laws in respect of Directors’ retirement by rotation and re-election have been set out in item 3 of the Letter from the Board in this Circular.

Relationships

As far as the Directors are aware, Mr. Xu does not have any relationships with other Directors, senior management, substantial shareholders or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xu was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Director’s emoluments

Mr. Xu is entitled to receive an annual salary of HK\$2,880,000 which is determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions. Mr. Xu may be entitled to a discretionary bonus depending on the financial performance of the Group. Mr. Xu is also eligible to participate in the Company’s share option scheme.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Xu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Xu that need to be brought to the attention of the Shareholders.

(2) MR. TSE KWONG WAH**Position and experience**

Mr. Tse Kwong Wah (“**Mr. Tse**”), aged 40, was appointed as an independent non-executive director, member of audit committee and member of remuneration and nomination committee of the Company in March 2011. Mr. Tse graduated from Concordia University, Canada with a Bachelor of Arts degree majoring in applied mathematics in 1998. He also obtained certificate on business management and import/export & logistics practices from Hong Kong Baptist University and The Hong Kong Management Association respectively in 2001 and 2010. Mr. Tse has over 10 years of working experience in the area of marketing, merchandising and management.

Mr. Tse has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Tse has not entered into any Director’s service agreement with the Company and has not been appointed for any fixed term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. The provisions of the Bye-laws in respect of Directors’ retirement by rotation and re-election have been set out in item 3 of the Letter from the Board in this Circular.

Relationships

As far as the Directors are aware, Mr. Tse does not have any relationships with other Directors, senior management, substantial shareholders or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Tse was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Director's emoluments

Mr. Tse is entitled to receive an annual Director's fee of HK\$120,000 which is determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Tse to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Tse that need to be brought to the attention of the Shareholders.

NOTICE OF AGM



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 an annual 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 Wednesday, 28 August 2013 at 9:30 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2013;
2. To re-elect Mr. Xu Dong as an executive director of the Company;
3. To re-elect Mr. Tse Kwong Wah as an independent non-executive director of the Company;
4. To authorize the board of directors to appoint directors, as and when the board of directors considers necessary and appropriate, either to fill a casual vacancy on the board of directors or as an addition to the existing board of directors;
5. To authorize the board of directors to fix the respective directors’ remuneration;
6. To appoint Crowe Horwath (HK) CPA Limited as the new auditor of the Company to fill the vacancy arising from the retirement of CCIF CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company and authorise the board of directors to fix the remuneration;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

* for identification purpose only

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under share option scheme(s) of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (“**Bye-laws**”) or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

NOTICE OF AGM

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange recognized by the Securities and Future Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held.”;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of resolutions set out in items 7 and 8 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares repurchased by the Company pursuant to the general mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Xu Dong
Chairman

Hong Kong, 26 July 2013

NOTICE OF AGM

Notes:

1. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Branch Share Registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.