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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)

SECOND SUPPLEMENTAL AGREEMENT TO PLACING AGREEMENT IN RESPECT OF PROPOSED PLACING OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE AND PROPOSED ISSUE OF BONUS WARRANTS

Placing agent

TANRICH

Tanrich Securities Company Limited

Reference is made to the two announcements issued by the Company regarding the proposed Placing dated 2 January 2014 and 23 January 2014 respectively.

On 20 February 2014, the Company entered into the Second Supplemental Agreement with the Placing Agent, pursuant to which the Company and the Placing Agent agreed to amend certain provisions in relation to the conditions precedent of the Placing and the transferability of the Bonus Warrants.

Save as aforesaid, all other terms and conditions of the Placing Agreement and the Supplemental Agreement shall remain unchanged and in full force and effect.

A circular containing, inter alia, further details of the Placing Agreement, the Supplemental Agreement, the Second Supplemental Agreement, the Convertible Bonds and the Bonus Warrants together with the notice of the SGM will be despatched to the Shareholders as soon as possible.

* *for identification purpose only*

Completion of the Placing is subject to the satisfaction of the conditions precedent set out in the Placing Agreement as amended and supplemented by the Supplemental Agreement and the Second Supplemental Agreement. As Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

Reference is made to the two announcements (the “**Announcements**”) issued by the Company regarding the proposed Placing dated 2 January 2014 and 23 January 2014 respectively. Unless otherwise defined, words and expressions used herein shall have the same meanings as those used in the Announcements.

THE SECOND SUPPLEMENTAL AGREEMENT

On 20 February 2014, the Company entered into a second supplemental agreement (the “**Second Supplemental Agreement**”) with the Placing Agent, pursuant to which the Company and the Placing Agent agreed to amend certain provisions in relation to:-

- (1) the conditions precedent to the Placing such that Completion of Placing shall be conditional upon:-
 - (i) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Conversion Shares and the Warrant Shares under the relevant tranche of the Placing; and
 - (ii) the passing of resolution(s) by the Shareholders to approve the Placing Agreement, the Supplemental Agreement, the Second Supplemental Agreement, the issue of the Convertible Bonds and the Bonus Warrants and the allotment and issue of the Conversion Shares and the Warrant Shares under the Specific Mandate;
 - (iii) the obligations of the Placing Agent under the Placing Agreement becoming unconditional and not being terminated in accordance with the terms thereof, including the provisions regarding force majeure; and
 - (iv) where necessary, the increase in the authorised share capital of the Company to accommodate the allotment and issue of any Conversion Shares and the Warrant Shares having been approved in the general meeting of the Company; and
- (2) the transferability of the Bonus Warrants, such that the Bonus Warrants are freely transferable by instrument of transfer in any usual or common form or such other form as may be approved by the Company provided that any transfer thereof to a Connected Person shall require prior written consent of the Company.

Save as aforesaid, all other terms and conditions of the Placing Agreement and the Supplemental Agreement shall remain unchanged and in full force and effect.

GENERAL

A circular containing, inter alia, further details of the Placing Agreement, the Supplemental Agreement, the Second Supplemental Agreement, the Convertible Bonds and the Bonus Warrants together with the notice of the SGM will be despatched to the Shareholders as soon as possible.

Completion of the Placing is subject to the satisfaction of the conditions precedent set out in the Placing Agreement as amended and supplemented by the Supplemental Agreement and the Second Supplemental Agreement. As Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 20 February 2014

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