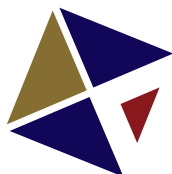


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CHINA PROPERTIES INVESTMENT HOLDINGS LIMITED
中國置業投資控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 736)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Properties Investment Holdings Limited (the “**Company**”) will be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 22 May 2014 at 10:00 a.m. for the purpose of considering and if thought fit, passing, with or without modifications, the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

“THAT:

- (A) the execution, delivery and performance by the Company of the placing agreement (the “**Placing Agreement**”) dated 2 January 2014 entered into between the Company and Tanrich Securities Company Limited (the “**Placing Agent**”), as varied and supplemented by the first supplemental agreement (the “**First Supplemental Agreement**”) dated 23 January 2014, the second supplemental agreement (the “**Second Supplemental Agreement**”) dated 20 February 2014 and the third supplemental agreement dated 24 April 2014 (the “**Third Supplemental Agreement**”, together with the First Supplemental Agreement and the Second Supplemental Agreement, the “**Supplemental Agreements**”) all entered into by the same parties, in relation to the issue of convertible bonds by the Company in an aggregate principal amount of HK\$135,000,000 (the “**Convertible Bonds**”) entitling the holders thereof to convert the principal amount thereof into ordinary shares of the Company (the “**Conversion Shares**”) at the initial conversion price of HK\$0.15 (subject to adjustment) per Conversion Share, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting (the “**Chairman**”) for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

* *for identification purpose only*

- (B) the execution, delivery and performance by the Company of the First Supplemental Agreement in relation to, inter alia, the issue of bonus warrants by the Company in an aggregate amount of HK\$67,500,000 (the “**Bonus Warrants**”) on the basis of one Bonus Warrant for every four Conversion Shares entitling the holders thereof to subscribe for the ordinary shares of the Company (the “**Warrant Shares**”) at the subscription price of HK\$0.30 (subject to adjustment) per Warrant Share, a copy of which has been produced to the meeting marked “B” and initialed by the Chairman for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (C) the execution, delivery and performance by the Company of the Second Supplemental Agreement in respect of the amendments to certain provisions in relation to the conditions precedent of the Placing and the transferability of the Bonus Warrants, a copy of which has been produced to the meeting marked “C” and initialed by the Chairman for the purpose of identification, be and are hereby approved, ratified and confirmed;
- (D) the execution, delivery and performance by the Company of the Third Supplemental Agreement in respect of the amendments to certain provisions in relation to the principal amount of the Convertible Bonds and the corresponding changes to the principal amount of the Bonus Warrants and the Warrant Shares, a copy of which has been produced to the meeting marked “D” and initialed by the Chairman for the purpose of identification, be and are hereby approved, ratified and confirmed;
- (E) subject to the fulfilment of the conditions precedent set out in the Placing Agreement as varied and supplemented by the Supplemental Agreements, the directors of the Company (the “**Directors**”) be and are hereby authorised to issue the Convertible Bonds and the Bonus Warrants in accordance with the terms and conditions of the Placing Agreement as varied and supplemented by the Supplemental Agreements;
- (F) the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares and the Warrant Shares; and
- (G) any Director be and is hereby authorised to exercise all powers of the Company and take all steps as might in his opinion be desirable, necessary or expedient to give effect to or in connection with the Placing Agreement as varied and supplemented by the Supplemental Agreements including without limitation to:
 - (i) the execution, amendment, supplement, delivery, submission and/or implementation of any further documents or agreements in relation to the Placing Agreement as varied and supplemented by the Supplemental Agreements, the issue of the Convertible Bonds and the Bonus Warrants and the allotment and issue of the Conversion Shares and the Warrant Shares; and

- (ii) the taking of all necessary actions to implement the transactions contemplated under the Placing Agreement as varied and supplemented by the Supplemental Agreements.”

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

Hong Kong, 2 May 2014

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Room 2707-08, 27/F,
China Resources Building,
26 Harbour Road, Wanchai,
Hong Kong

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 Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for 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.

As at the date of this notice, 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.