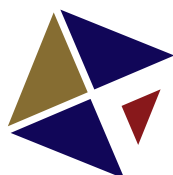


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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*



## **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)**

### **CONVERSION OF CONVERTIBLE BONDS AND ISSUE OF BONUS WARRANTS**

The Company announces that Mr. Fan, a holder of the Convertible Bonds in the principal amount of HK\$40,000,000, has exercised his rights to convert the Convertible Bonds into 266,666,666 Conversion Shares on 8 August 2014. Together with the 80,000,000 Conversion Shares issued to Mr. Fan on 24 July 2014 upon his partial exercise of the conversion rights under the Convertible Bonds, the total number of Conversion Shares held by Mr. Fan as at the date of this announcement is 346,666,666, representing approximately 23.05% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares. Accordingly, Mr. Fan has become a substantial Shareholder within the meaning of the Listing Rules. Following the full exercise of conversion rights under the Convertible Bonds by Mr. Fan, the Company has no Convertible Bonds that remain outstanding.

On the same day, 66,666,666 Bonus Warrants (for no additional payment) were issued to Mr. Fan on the basis of one Bonus Warrant for every four Conversion Shares, entitling him to subscribe for 66,666,666 Warrant Shares at the initial Subscription Price (subject to adjustments) per Warrant Share.

Reference is made to the announcements issued by China Properties Investment Holdings Limited (the “**Company**”) dated 2 January 2014, 23 January 2014, 20 February 2014, 24 April 2014, 2 May 2014, 7 May 2014, 22 May 2014 and 19 June 2014 respectively and the circular of the Company dated 2 May 2014 (the “**Circular**”) in relation to the placing of Convertible Bonds under specific mandate and the issue of Bonus Warrants. Reference is also made to the Company’s announcement

\* *for identification purpose only*

dated 24 July 2014 in respect of the partial exercise of conversion rights under the Convertible Bonds by Mr. Fan Hengfu (“**Mr. Fan**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

## **CONVERSION OF CONVERTIBLE BONDS**

The Company announces that Mr. Fan, a holder of the Convertible Bonds in the principal amount of HK\$40,000,000, has exercised his rights to convert the Convertible Bonds into 266,666,666 Conversion Shares at the Conversion Price of HK\$0.15 per Conversion Share on 8 August 2014. The Conversion Shares rank pari passu with all the existing Shares as at the date of allotment and among themselves in all respects. Together with the 80,000,000 Conversion Shares issued to Mr. Fan on 24 July 2014 upon his partial exercise of the conversion rights under the Convertible Bonds, the total number of Conversion Shares held by Mr. Fan as at the date of this announcement is 346,666,666, representing approximately 23.05% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares. Accordingly, Mr. Fan has become a substantial Shareholder within the meaning of the Listing Rules. Following the full exercise of conversion rights under the Convertible Bonds by Mr. Fan, the Company has no Convertible Bonds that remain outstanding.

## **ISSUE OF BONUS WARRANTS**

On the same day, 66,666,666 Bonus Warrants (for no additional payment) were issued to Mr. Fan on the basis of one Bonus Warrant for every four Conversion Shares, entitling him to subscribe for 66,666,666 Warrant Shares at the initial Subscription Price (subject to adjustments) per Warrant Share.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

To the best of the Directors’ knowledge and belief, the shareholding structure of the Company (i) immediately before the issue of 266,666,666 Conversion Shares to Mr. Fan; (ii) immediately after the issue of 266,666,666 Conversion Shares to Mr. Fan; and (iii) immediately after the issue of 266,666,666 Conversion Shares to Mr. Fan and upon full exercise of the subscription rights under the outstanding Bonus Warrants by all holders thereof is as follows:

Name	Immediately before the allotment and issue of 266,666,666 Conversion Shares to Mr. Fan		Immediately after the allotment and issue of 266,666,666 Conversion Shares to Mr. Fan		Immediately after the allotment and issue of 266,666,666 Conversion Shares to Mr. Fan and upon full exercise of the subscription rights under the outstanding Bonus Warrants by all holders thereof	
	<i>Approximate</i>		<i>Approximate</i>		<i>Approximate</i>	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Miss Yu Wai Fong, a non-executive Director	2,118,871	0.17	2,118,871	0.14	2,118,871	0.12
Mr. Ni Xiaoliang	200,000,000	16.16	200,000,000	13.30	250,000,000	14.58
Ms. Lee Ka Bo	80,000,000	6.47	80,000,000	5.32	100,000,000	5.83
The holder of the Convertible Bonds in the principal amount of HK\$4,150,000 who has exercised its rights of conversion on 25 June 2014 and rights of subscription on 11 July 2014	34,583,332	2.79	34,583,332	2.30	34,583,332	2.02
The holder of the Convertible Bonds in the principal amount of HK\$4,350,000 who has exercised his rights of conversion on 11 July 2014 and rights of subscription on 15 July 2014	36,250,000	2.93	36,250,000	2.41	36,250,000	2.11
Mr. Fan	80,000,000	6.47	346,666,666	23.05	433,333,332	25.27
Mr. Gao Jian	216,666,666	17.51	216,666,666	14.40	270,833,332	15.79
Other public Shareholders	587,796,622	47.50	587,796,622	39.08	587,796,622	34.28
Total	<u>1,237,415,491</u>	<u>100.00</u>	<u>1,504,082,157</u>	<u>100.00</u>	<u>1,714,915,489</u>	<u>100.00</u>

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

Hong Kong, 8 August 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.*