

---

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

---

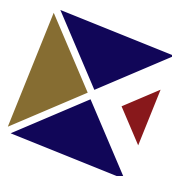
**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Properties Investment Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or 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 transferee.

The circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**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)**

**PLACING OF NEW SHARES UNDER SPECIFIC MANDATE  
AND  
PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

---

A notice convening the SGM to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 30th April 2015 at 10 a.m. is set out on pages 13 to 15 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 Level 22, Hopewell Centre, 183 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 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.

15 April 2015

\* for identification purpose only

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> . . . . .	1
<b>LETTER FROM THE BOARD</b> . . . . .	4
<b>NOTICE OF SGM</b> . . . . .	13

---

## DEFINITIONS

---

*In this circular, the following expressions have the meanings respectively set opposite them unless the context otherwise requires:*

“Announcement”	the announcement made by the Company dated 10 March 2015 in relation to the Placing and Increase in Authorised Share Capital
“Board”	the board of Directors
“Business Days”	a day (other than Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for normal banking business during their normal business hours
“Company”	China Properties Investment Holdings Limited, a company incorporated in Bermuda with limited liability
“Completion Date”	in relation to each tranche of Placing Shares, a Business Day as soon as possible following the satisfaction of the conditions precedent applicable to that tranche of Placing Shares and on that Business Day the completion of that tranche of Placing Shares is to take place (or such date as the Company and the Placing Agent may agree in writing)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Increase in Authorised Share Capital”	the proposed increase in authorised share capital of the Company from HK\$90,000,000 divided into 3,000,000,000 Shares to HK\$300,000,000 divided into 10,000,000,000 Shares
“Independent Third Party(ies)”	a party(ies) who is independent of and not connected with the Company and its connected persons
“Latest Practicable Date”	13 April 2015, being the latest practicable date for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30th day after the date of the SGM or 29 May 2015, whichever is earlier (or such other date as the Company and the Placing Agent may agree in writing)

---

## DEFINITIONS

---

“Placee(s)”	any professional, institutional or other investors procured by the Placing Agent to subscribe for any of the Placing Shares
“Placing”	the placing of up to 2,500,000,000 Placing Shares, in up to four (4) tranches, by the Placing Agent on a best effort basis pursuant to the terms of the Placing Agreement
“Placing Agent”	Tanrich Securities Company Limited, a corporation licensed to carry on business in type 1 regulated activity (dealing in securities) and type 4 regulated activity (advising on securities) under the SFO
“Placing Agreement”	a conditional placing agreement dated 10 March 2015 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.1 per Placing Share
“Placing Shares”	up to a maximum of 2,500,000,000 new Shares to be placed under the Placing Agreement
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, Macao Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, approve, among other matters, the Increase in Authorised Share Capital, the Placing Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate for the allotment and issue of the Placing Shares
“Share(s)”	ordinary shares of HK\$0.03 each in the share capital of the Company
“Shareholders”	the holders of Shares
“Specific Mandate”	a specific mandate to allot and issue new Shares to be sought from the Shareholders at the SGM to satisfy the Placing Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission

---

## DEFINITIONS

---

“HK\$” the lawful currency of Hong Kong dollars

“%” per cent.

*For the purpose of this circular, conversion of RMB into HK\$ is based on the exchange rate of RMB1.00 to HK\$1.25 and conversion of CAD into HK\$ is based on the exchange rate of CAD1.00 to HK\$6.20. The exchange rates have been used, where applicable, for the purposes of illustration only and do not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.*

---

## 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:*

Miss. 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 in Hong Kong:*

Room 2707-08, 27/F

China Resources Building

26 Harbour Road, Wanchai

Hong Kong

15 April 2015

*To the shareholders of the Company*

Dear Sir or Madam,

### **PLACING OF NEW SHARES UNDER SPECIFIC MANDATE AND PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

#### **INTRODUCTION**

Reference is made to the Announcement. On 10 March 2015 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has conditionally agreed to place, through the Placing Agent, on a best effort basis, up to 2,500,000,000 Placing Shares to not less than six Placees who and whose ultimate beneficial owner(s) will be Independent Third Parties at the Placing Price of HK\$0.1 per Placing Share, in up to four (4) tranches.

The purpose of this circular is to provide you with the information regarding the Placing Agreement and the Increase in Authorised Share Capital, together with a notice of SGM.

\* for identification purpose only

---

## LETTER FROM THE BOARD

---

### THE PLACING AGREEMENT

A summary of the principal terms of the Placing Agreement is set out below:

#### **Date**

10 March 2015 (after trading hours)

#### **Issuer**

The Company

#### **Placing Agent**

Tanrich Securities Company Limited

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

#### **Placees**

It is anticipated that the Placing Shares will be placed to not less than six Placees, who and whose ultimate beneficial owner(s) will be Independent Third Parties. The Placing Agent will use its best endeavour to ensure that none of the Placees (or such other percentage as stated in Rule 26 of the Takeovers Code in effect from time to time) will hold 30% or more of the voting rights of the Company and each of two or more Placees will not hold 20% or more of the voting rights of the Company as a result of the Placing.

#### **Number of the Placing Shares**

Pursuant to the Placing Agreement, up to 2,500,000,000 Placing Shares will be placed in up to four (4) tranches. The number of the Placing Shares to be placed for each tranche shall not be less than 200,000,000 Shares.

A maximum of 2,500,000,000 Placing Shares, which represent (i) approximately 166.21% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 62.44% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares (assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and completion of the Placing save for the allotment and issue of such Placing Shares).

The aggregate nominal value of the Placing Shares (with a par value of HK\$0.03 each) under the Placing will be HK\$75,000,000.

---

## LETTER FROM THE BOARD

---

### Ranking of the Placing Shares

The Placing Shares, upon issue, will rank *pari passu* in all respects among themselves and with the Shares in issue as at the date of the allotment and issue of the Placing Shares.

### Placing Price

The Placing Price of HK\$0.1 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market price of the Shares and the current market conditions.

The Placing Price represents:

- (i) a discount of approximately 15.25% to the closing price of HK\$0.1180 per Share as quoted on the Stock Exchange on 10 March 2015, being the date of the Placing Agreement;
- (ii) a discount of approximately 18.83% to the average closing price of HK\$0.1232 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement;
- (iii) a discount of approximately 20.89% to the average closing price of HK\$0.1264 per Share as quoted on the Stock Exchange for the last ten consecutive trading days immediately prior to the date of the Placing Agreement; and
- (iv) a discount of approximately 75.31% to the closing price of HK\$0.405 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

### Placing commission

The Placing Agent will receive a placing commission of 1% of the aggregate amount equal to the Placing Price multiplied by the actual number of the Placing Shares being placed.

The placing commission was determined after arm's length negotiations between the Company and the Placing Agent under normal commercial terms with reference to the prevailing market conditions.

### Mandate to issue the Placing Shares

The Company proposes to seek the grant of the Specific Mandate from the Shareholders at the SGM for the allotment and issue of the Placing Shares.

### Conditions precedent of the Placing

Completion of the Placing is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares;



---

## LETTER FROM THE BOARD

---

- (ii) the passing of an ordinary resolution at the SGM approving the Placing Agreement and the transactions contemplated thereunder;
- (iii) the passing of an ordinary resolution at the SGM approving the Increase in Authorised Share Capital; and
- (iv) no warranties under the Placing Agreement having been breached in any material respect by the Company or is otherwise rendered inaccurate, untrue or misleading in any material respect, in each case on or prior to each Completion Date.

In the event that the above conditions are not fulfilled on or before the Long Stop Date, the Placing Agreement and all rights and obligations thereunder will cease and terminate and neither of the parties thereto will have any claim against the other for costs, damages, compensation or otherwise except for antecedent breach of provisions of the Placing Agreement. The termination of the Placing Agreement shall not affect any accrued rights or liabilities of the parties, in particular the placing of the tranches of Placing Shares which have been completed before the termination.

### **Application for listing**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

### **Completion of the Placing**

Completion for each tranche of the Placing Shares shall take place on such Completion Date provided that all the conditions precedent applicable to that tranche of the Placing Shares have been fulfilled at the time of completion.

### **REASONS FOR THE PLACING AND USE OF PROCEEDS**

The Group is principally engaged in properties investment business, the exploitation of copper and molybdenum in a mine located in the Inner Mongolia, the PRC, provision of educational support services and money lending business.

Reference is made to the announcement of the Company dated 28 January 2015. On 28 January 2015, the Company entered into a non-legally binding memorandum of understanding with an independent third party, pursuant to which the Company will acquire and the said independent third party will procure the sale of the entire equity interest (the “**Possible Acquisition**”) in 東營市東泰生物科技有限公司 (Dongying Dongtai Biotechnology Company Limited\*) (the “**Dongtai Biotechnology**”).

Dongtai Biotechnology is a company newly incorporated in January 2015, therefore it does not record any revenue and no financial statements are presented yet.

\* for identification purpose only

---

## LETTER FROM THE BOARD

---

According to the information provided by the management of Dongtai Biotechnology, Dongtai Biotechnology is planning to establish and construct a bromine and crude salt production base (the “**Base**”), with an estimated total site area of approximately 70,000 mu, which will be located at HeKou district in Dongying of the Shandong Province, the PRC. The Base is intended to achieve an annual production capacity of 21,000 tons of bromine and 3,000,000 tons of crude salt.

As advised by the management of Dongtai Biotechnology, the aforesaid site area contains rich resources of underground brine water which would be extractable for not less than 15 years. On the assumptions that (i) the average market price per ton for bromine and crude salt in the PRC maintains at RMB18,500 (equivalent to approximately HK\$23,125) and RMB242 (equivalent to approximately HK\$302.5) respectively; and (ii) the annual production capacity reaches 21,000 tons of bromine and 3,000,000 tons of crude salt in accordance with the existing business plan, the annual sales revenue for bromine and crude salt are estimated to be approximately RMB388.5 million (equivalent to approximately HK\$485.6 million) and RMB726 million (equivalent to approximately HK\$907.5 million) respectively. With reference to the above assumptions, the preliminary valuation for the Possible Acquisition estimated by the management of Dongtai Biotechnology is approximately RMB1,100 million (equivalent to approximately HK\$1,375 million).

As the Company is still under preliminary negotiations with Dongtai Biotechnology and review of the relevant information, as at the Latest Practicable Date, no concrete terms, plans and transaction structure have been formulated and reached.

As at the Latest Practicable Date, the Company has engaged SRK Consulting (Hong Kong) Limited, a professional consultant, to provide a better understanding concerning the current status of the brine project as proposed by Dongtai Biotechnology.

As at the Latest Practicable Date, the Company has planned to make a potential investment (the “**Potential Investment**”) in a land and property development project (the “**Project**”) located in Port Moody of Vancouver, the Canada. The land for the Project (the “**Land**”) has an approximate land area of 5.49 acre with the intention to develop as a residential site.

According to a preliminary development plan prepared by the Group, the Project will be divided into two phases, of which phase one will be focused on site servicing while phase two will be focused on the construction of a total of 7 luxury residential houses, representing a total gross floor area of approximately 21,900 square meters. The total investment and construction cost for the Project is estimated to be approximately HK\$68 million.

On 19 March 2015, China Properties Investment North America Inc., wholly-owned subsidiary of the Company and Jenette Henning/Debbie Drewitz (the “**Land Vendor**”), an Independent Third Party, entered into a contract of purchase and sale, pursuant to which to the Company has agreed to purchase and the Land Vendor has agreed to sell the Land at a total consideration of CAD2.9 million (equivalent to approximately HK\$18.0 million) by cash. As at the Latest Practicable Date, the Company has paid CAD0.145 million (equivalent to approximately HK\$0.9 million) as deposit to the Land Vendor while the remaining consideration amounted to CAD2.755 million (equivalent to approximately HK\$17.1 million) shall be settled on the completion date, which is expected to take place in May 2015.

---

## LETTER FROM THE BOARD

---

Assuming the maximum of 2,500,000,000 Placing Shares are successfully placed, the gross proceeds and the net proceeds (after deduction of the relevant expenses) from the Placing will be approximately HK\$250 million and HK\$246.5 million, respectively. The net Placing Price will be approximately HK\$0.0986 per Placing Share.

The Company intends to apply the said net proceeds in the following manner:–

- (i) approximately HK\$20 million for repayment of the outstanding loans and relevant interests of the Group;
- (ii) approximately HK\$100 million for the Possible Acquisition;
- (iii) approximately HK\$68 million for the Possible Investment; and
- (iv) the remaining for future investment opportunities and general working capital of the Group.

The Directors are of the view that the Placing can provide the Company with immediate funding to repay the liabilities, reduce interests burden and strengthen the financial position of the Group, and provide working capital to the Group to meet any future development and obligations. The Placing also represents good opportunities to broaden the shareholders' base and the capital base of the Company.

Accordingly, the Directors consider that the terms of the Placing (including the Placing Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

---

## LETTER FROM THE BOARD

---

### EQUITY FUND RAISING ACTIVITIES ANNOUNCED BY THE COMPANY DURING THE PAST 12 MONTHS

Set out below are the equity fund raising activities announced by the Company in the past twelve months prior to the Latest Practicable Date:

<b>Date of announcement</b>	<b>Description</b>	<b>Net proceeds raised (approximate)</b>	<b>Intended use of proceeds</b>	<b>Actual use of net proceeds (approximate)</b>
2 January 2014	Placing of	HK\$130 million	Loan and related	HK\$30.5 million for
23 January 2014	convertible bonds	from the placing	interest	loan and related
20 February 2014	under specific	of convertible	repayment,	interest repayment;
24 April 2014	mandate and issue	bonds and	general working	HK\$30 million as
7 May 2014	of bonus warrant	HK\$4.2 million	capital of the	consideration of
19 June 2014		from the issue of	Group and/or for	acquisition of Liqu
		bonus warrants	financing future	Investments Limited;
			investment	HK\$7.4 million for
			opportunities	professional fees;
			identified by the	HK\$19 million for
			Company	general working
				capital and the
				remaining balance was
				held as bank deposit.

Among the fund used in general working capital above, the staff costs (including directors' remuneration) accounted for approximately HK\$7.7 million, operating leases, rates and office management fees accounted for approximately HK\$2.5 million, taxation accounted for approximately HK\$0.2 million, entertainments and overseas travelling accounted for approximately HK\$1.4 million, motor vehicles expenses accounted for approximately HK\$6.4 million, and general administrative expenses (including but not limited to computer expenses, cleaning, electricity and water, insurance, medical, office supplies, postages, printing and stationery, repair and maintenance, staff training, tele-communication, transportation, etc) accounted for approximately HK\$0.8 million.

Save as disclosed above, the Company has not conducted any equity fund raising activities during the past twelve months preceding the Latest Practicable Date.

---

## LETTER FROM THE BOARD

---

### EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there will not be any change in the issued share capital of the Company from the Latest Practicable Date up to the completion of the Placing, set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon completion of the Placing:

	As at the Latest Practicable Date		Upon completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Miss Yu Wai Fong, a non-executive Director	2,118,871	0.14	2,118,871	0.05
Ni Xiaoliang	200,000,000	13.30	200,000,000	4.99
Fan Hengfu	346,666,666	23.05	346,666,666	8.66
Gao Jian	216,666,666	14.41	216,666,666	5.41
The Placees	–	0.00	2,500,000,000	62.44
Other public Shareholders	738,629,954	49.10	738,629,954	18.45
<b>Total</b>	<b>1,504,082,157</b>	<b>100</b>	<b>4,004,082,157</b>	<b>100</b>

### PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$90,000,000 divided into 3,000,000,000 Shares, and the existing issued share capital is HK\$45,122,464.71 divided into 1,504,082,157 Shares. In order to create sufficient numbers of Placing Shares for the purposes of effecting the Placing and for the future expansion and growth of the Company, the Board proposes to increase the authorised share capital of the Company from HK\$90,000,000 to HK\$300,000,000 by the creation of an additional 7,000,000,000 Shares. Immediately upon the Increase in Authorised Share Capital becoming effective and assuming no further Shares will be issued or no Shares will be repurchased from the Latest Practicable Date up to the SGM, the authorised share capital of the Company will be HK\$300,000,000 divided into 10,000,000,000 Shares, and the issued share capital of Company will be HK\$45,122,464.71 divided into 1,504,082,157 Shares. The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the SGM.

### SGM

A notice convening the SGM to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 30th April 2015 at 10 a.m. is set out on pages 13 to 15 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 Level 22, Hopewell Centre, 183 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 SGM or any adjournment thereof.

---

## LETTER FROM THE BOARD

---

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.

All the resolutions proposed to be approved at the SGM will be taken by poll and an announcement will be made by the Company after the SGM on the results of the SGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has a material interest in the Placing Agreement and the transactions contemplated thereunder and, accordingly, no Shareholder is required to abstain from voting at the SGM.

### RESPONSIBILITY 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 Group. 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.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreement and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the ordinary resolution(s) to approve the Increase in Authorised Share Capital, the Placing Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate for the allotment and issue of the Placing Share at the SGM.

**Shareholders and potential investors should note that completion of the Placing is subject to the fulfillment of the conditions precedent under the Placing Agreement. As the 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*

---

## NOTICE OF SGM

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## 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 (the “**SGM**”) 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 Thursday, 30th April 2015 at 10 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

1. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$90,000,000 to HK\$300,000,000 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\$300,000,000 divided into 10,000,000,000 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.”
2. “**THAT**
  - (a) the placing agreement dated 10 March 2015 entered into between the Company as issuer and Tanrich Securities Company Limited as placing agent (the “**Placing Agent**”), pursuant to which the Placing Agent is authorized by the Company to place up to a total of 2,500,000,000 new ordinary shares of HK\$0.03 each in the capital of the Company (the “**Placing Shares**”) at HK\$0.1 per Placing Share, on the terms and subject to the conditions therein (the “**Placing Agreement**”), a copy of which has been produced to the SGM and marked “A” and initialed by the Chairman of the SGM for the purpose of identification), the transactions contemplated thereunder or incidental to the Placing Agreement, and all actions taken or to be taken by the Company pursuant to it as described in the circular to the shareholders of the Company dated 15 April 2015 (the

\* for identification purpose only

---

## NOTICE OF SGM

---

“Circular”, a copy of which has been produced to the SGM and marked “B” and initialed by the Chairman of the SGM for the purpose of identification), be and are hereby generally and unconditionally approved, ratified and confirmed; and

- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares, the directors of the Company (the “Directors”) be and are hereby generally and specifically authorized to allot and issue up to 2,500,000,000 new ordinary shares of HK\$0.03 each in the capital of the Company at HK\$0.1 per Placing Share (the “Special Mandate”), in accordance with the terms and conditions of the Placing Agreement, and that the Placing Shares shall, when allotted and issued, be credited as fully paid and rank pari passu in all respects with all other shares of the Company in issue on the date of such allotments and issue, and that the Special Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 29 August 2014 or such other general or special mandate(s) which may from time to time be granted to the Directors prior to the passing of this Resolution.”

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

Hong Kong, 15 April 2015

*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.



---

## NOTICE OF SGM

---

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.*