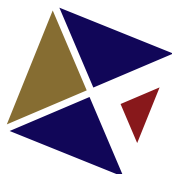


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CHINA PROPERTIES INVESTMENT HOLDINGS LIMITED

中國置業投資控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 736)

NOTICE OF SGM

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

* *for identification purpose only*

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 “**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.
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.