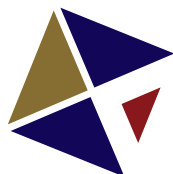


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# **CHINA PROPERTIES INVESTMENT HOLDINGS LIMITED** **中國置業投資控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 736)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (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 Monday, 11 January 2016 at 10:00 a.m. for the purpose of considering and if thought fit, passing, with or without modifications, the following resolution which will be proposed as special resolution:

### **SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), with effect from the first business day in Hong Kong immediately following the date on which this resolution is passed (the “**Effective Date**”):

- (a) every five (5) ordinary shares of par value of HK\$0.03 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) share of HK\$0.15 each (the “**Consolidated Share(s)**”);
- (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation;
- (c) the par value of each of the then issued Consolidated Shares of the Company be and is hereby reduced from HK\$0.15 each to HK\$0.01 each (the “**New Share(s)**”) by cancelling the paid-up capital of the Company to the extent of HK\$0.14 on each of the issued Consolidated Shares (together with the cancellation of the fractional shares referred to in sub-paragraph (b) above, the “**Capital Reduction**”);

\* *For identification purposes only*

- (d) each of the authorized but unissued Consolidated Shares of par value of HK\$0.15 each be and is hereby sub-divided into fifteen (15) New Shares of HK\$0.01 each (the “**Share Sub-division**”, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”);
- (e) the credits arising from the Capital Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda (the “**Contributed Surplus Account**”) and the board of directors of the Company (the “**Directors**”) or a committee thereof be and are hereby authorized to use the amount then standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the bye-laws of the Company in effect from time to time and all applicable laws, including, without limitation, eliminating or setting off the accumulated losses of the Company in full as at the Effective Date and/or eliminating or setting off the accumulated losses of the Company which may arise from time to time without further authorization from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed; and
- (f) the Directors or a committee thereof be and are hereby authorized to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reorganisation involving the Share Consolidation, the Capital Reduction and the Share Sub-division and to aggregate all fractional New Shares and sell them for the benefit of the Company.”

By order of the Board

**China Properties Investment Holdings Limited**

**Xu Dong**

*Chairman*

Hong Kong, 18 December 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.*