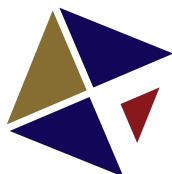


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CHINA PROPERTIES INVESTMENT HOLDINGS LIMITED **中國置業投資控股有限公司***

(Incorporated in Bermuda with limited liability)

(Stock Code: 736)

MEMORANDUM OF UNDERSTANDING IN RESPECT OF A POSSIBLE TRANSACTION

This announcement is made by China Properties Investment Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

POSSIBLE TRANSACTION

The board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that on 4 February 2016 (after trading hours), the Company entered into a non-legally binding memorandum of understanding (the “**MOU**”) with an independent third party (the “**Vendor**”), pursuant to which the Company will purchase and the Vendor will sell (the “**Possible Transaction**”) 60% of the equity interest in a company incorporated under the laws of the People’s Republic of China (the “**Target Company**”), which owns 100% interest in a piece of land, intended for the development of an elderly home project. The said piece of land is located in Fengxian District, Shanghai City, with a planning area of approximately 100 mu, an ancillary area of approximately 200 mu, an overall area of approximately 200,000 square meters and a construction area of over 130,000 square meters. After the construction is completed, the project will become one of the largest nursing institution for senior citizens, providing over 4,000 nursing beds.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Vendor is a third party independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

PRINCIPAL TERMS OF THE MOU

Pursuant to the terms of the MOU, the Company shall be entitled to carry out due diligence investigations on the Target Company and the said piece of land. The Vendor shall, and shall procure the relevant parties to, provide assistance in this regard. The Company and the Vendor shall negotiate for the terms and conditions for the Possible Transaction and shall enter into a formal and binding agreement in relation to the Possible Transaction within 6 months from the date of the MOU (or such other dates as may be agreed by the parties to the MOU). If no formal agreement is entered into within the time limit or such other dates as may be agreed by the parties to the MOU, the MOU shall be terminated forthwith (save and except the Binding Provisions as defined hereinafter) and the obligations of the parties thereto shall be discharged (save and except for any antecedent breach).

Save as disclosed above and the clauses relating to confidentiality, expenses, notice, governing law and jurisdiction (the “**Binding Provisions**”), the MOU shall create no legal and binding obligations on the parties thereto.

GENERAL

If the formal agreement for the Possible Transaction materializes, the Possible Transaction may constitute a notifiable transaction of the Company under the Listing Rules. Further announcement(s) will be made by the Company in accordance with all applicable requirements of the Listing Rules as and when appropriate.

The Board wishes to emphasize that no binding agreement in relation to the Possible Transaction has been entered into as at the date of this announcement. As such, the Possible Transaction may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 4 February 2016

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.

* *For identification purposes only*