



# 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)

### FORM OF PROXY

**Form of proxy for use by shareholders at the special general meeting (the “Meeting”) of China Properties Investment Holdings Limited (the “Company”) to be held at Room 2001, 20/F., Lippo Centre, Tower Two, 89 Queensway, Hong Kong on Friday, 8 October 2010 at 10:00 a.m. and at any adjournment thereof.**

I/We (Note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of (Note b) \_\_\_\_\_ shares of HK\$0.05 each in the Company hereby appoint  
the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (Note c) at the Meeting to be held at Room 2001, 20/F., Lippo Centre, Tower Two, 89 Queensway, Hong Kong on Friday, 8 October 2010 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote(s) to be cast (Note d).

Ordinary Resolution	For	Against
(a) To approve, confirm and ratify the sale and purchase agreement dated 18 August 2010 (the “Sale and Purchase Agreement”) and as supplemented by a supplemental agreement dated 8 September 2010 entered into between Star Lucky Group Limited (星光集團有限公司) as vendor (the “Vendor”), the Company as purchaser, and Mr. Yang Wen Hua (楊文華先生) as guarantor (as detailed in the circular of the Company dated 17 September 2010) and the transactions contemplated thereunder including but not limited to the issue of the convertible bonds (the “Convertible Bonds”) in the principal amount of HK\$210,000,000 in accordance with the terms and conditions of the Convertible Bonds and the issue and allotment of 2,470,588,235 new shares of the Company at HK\$0.085 each (the “Conversion Price”) (subject to the usual provisions for adjustments) which may fall to be issued and allotted upon exercise of the conversion right attaching to the Convertible Bonds to the Vendor and/or its nominee(s) in settlement of the consideration under the Sale and Purchase Agreement and the Supplemental Agreement and the allotment and the issue of the Conversion Shares upon the exercise of the conversion right attached to the Convertible Bonds.		
(b) Any one or more of the directors (the “Director(s)”) of the Company be and is/are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary or expedient to carry out the implement the Sale and Purchase Agreement and the Supplemental Agreement and all the transactions contemplated thereunder into full effect.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2010

Shareholder's Signature \_\_\_\_\_ (Notes e, f, g and h)

#### Notes:

- Please insert full name(s) and address(es) in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the meeting as your proxy, please delete the words “the Chairman of the meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorized.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited with Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.

\* for identification purpose only