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

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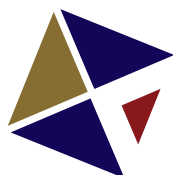
**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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.

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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)**

**(1) PROPOSED SHARE CONSOLIDATION;  
(2) RE-ELECTION OF DIRECTOR;  
AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

A notice convening the SGM to be held at The Boardroom, Basement 2, Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Monday, 6 January 2020 at 10:00 a.m. is set out on pages 12 to 13 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 54, Hopewell Centre, 183 Queen's Road East, 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.

13 December 2019

\* for identification purposes only

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context otherwise requires:*

“Board”	the board of Directors
“Business Day(s)”	any day (excluding a Saturday, Sunday and public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hour
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Company”	China Properties Investment Holdings Limited (中國置業投資控股有限公司*), a company incorporated in Bermuda with limited liability whose shares are listed on the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.40 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

\* for identification purposes only

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## DEFINITIONS

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“Latest Practicable Date”	9 December 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened to consider and, if thought fit, approving the proposed Share Consolidation and re-election of Director
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case maybe
“Share Consolidation”	the proposed consolidation of every forty (40) issued and unissued Shares into one (1) Consolidated Share
“Share Option Scheme”	the share option scheme adopted by the Company on 16 December 2011
“Shareholder(s)”	holder(s) of the Existing Share(s) or the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## EXPECTED TIMETABLE

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Set out below is the expected in relation to the Share Consolidation and the associated trading arrangement:

Last time for lodging transfers of Existing Shares in order  
to qualify for the attendance and voting at the SGM . . . . . 4:30 p.m. on Monday,  
30 December 2019

Register of members closes to determine the qualification  
for the attendance and voting at the SGM . . . . . Tuesday, 31 December 2019 to  
Monday, 6 January 2020 (both days inclusive)

Latest date and time for lodging the proxy form for the SGM . . . . . 10:00 a.m. on Saturday,  
4 January 2020

Date and time of the SGM . . . . . 10:00 a.m. on Monday,  
6 January 2020

Publication of the announcement of results of the SGM . . . . . Monday, 6 January 2020

*The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Consolidation as set out in the section headed “Conditions of the Share Consolidation” above.*

Effective date of the Share Consolidation . . . . . Wednesday, 8 January 2020

First day of free exchange of existing share certificates  
for new share certificates . . . . . Wednesday, 8 January 2020

Dealings in Consolidated Shares commence . . . . . 9:00 a.m. on Wednesday, 8 January 2020

Original counter for trading in Existing Shares in board  
lots of 3,000 Shares (in the form of existing share certificates)  
temporarily closes . . . . . 9:00 a.m. on Wednesday,  
8 January 2020

Temporary counter for trading in Consolidated Shares in  
board lots of 75 Consolidated Shares (in the form of existing  
share certificates) opens . . . . . 9:00 a.m. on Wednesday,  
8 January 2020

Original counter for trading in Consolidated Shares in board  
lots of 3,000 Consolidated Shares (in the form of new share  
certificates) re-opens . . . . . 9:00 a.m. on Wednesday,  
22 January 2020

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## EXPECTED TIMETABLE

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Parallel trading in Consolidated Shares (in the form of existing  
share certificates and new share certificates) commences . . . . . 9:00 a.m. on Wednesday,  
22 January 2020

Designated broker starts to stand in the market to provide  
matching services for odd lots of Consolidated Shares . . . . . 9:00 a.m. on Wednesday,  
22 January 2020

Temporary counter for trading in Consolidated Shares in  
board lots of 75 Consolidated Shares (in the form of existing  
share certificates) closes . . . . . 4:10 p.m. on Thursday,  
13 February 2020

Parallel trading in Consolidated Shares (in the form of existing  
share certificates and new share certificates) ends . . . . . 4:10 p.m. on Thursday,  
13 February 2020

Designated broker ceases to stand in the market to provide  
matching services for odd lots of Consolidated Shares . . . . . 4:10 p.m. on Thursday,  
13 February 2020

Last day for free exchange of existing share certificates for  
new share certificates . . . . . Monday, 17 February 2020

*All times and dates specified in the timetable above refer to Hong Kong times and dates. This timetable is indicative only and any subsequent changes to the expected timetable will be announced by the Company.*

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Han Wei (*Chairman*)

Mr. Au Tat On

Mr. Wang Linbo

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent non-executive Directors:*

Mr. Lai Wai Yin, Wilson

Ms. Cao Jie Min

Mr. Liang Kuo-Chieh

*Principal place of business in*

*Hong Kong:*

Room 4303, 43/F,

China Resources Building,

26 Harbour Road, Wanchai,

Hong Kong

13 December 2019

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION;  
(2) RE-ELECTION OF DIRECTOR  
AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

### INTRODUCTION

As disclosed in the announcement of the Company dated 25 November 2019, the Board proposes to put forward a proposal to the Shareholders to effect the Share Consolidation on the basis that every forty (40) issued and unissued Existing Shares of HK\$0.01 each be consolidated into one (1) Consolidated Share of HK\$0.40 each.

The purpose of this circular is to provide you with information regarding, among other things, details of (a) the Share Consolidation; (b) the re-election of the Director appointed by the Board effective from 1 October 2019; and (c) the notice of SGM.

\* for identification purposes only

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## LETTER FROM THE BOARD

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### SHARE CONSOLIDATION

The Company proposes to implement the Share Consolidation by consolidating every forty (40) issued and unissued Shares of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.40 each.

#### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$300,000,000 divided into 30,000,000,000 Shares of HK\$0.01 each, of which 5,343,332,155 Shares had been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Shares prior thereto, the authorised share capital of the Company will be HK\$300,000,000 divided into 750,000,000 Consolidated Shares of HK\$0.40 each, of which 133,583,303 Consolidated Shares will be in issue which are fully paid or credited as fully paid.

As at the Latest Practicable Date, there are outstanding options granted under the Share Option Scheme to subscribe for 566,650,000 new Existing Shares at exercise prices ranging from HK\$0.05 to HK\$0.058 per Existing Share. The Directors will determine according to the rules of the Share Option Scheme the adjustments (if any) required to be made in respect of the outstanding options as a result of the Share Consolidation. The Company will make further announcement(s) about such adjustment(s) as and when appropriate.

Save for the above, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares as at the Latest Practicable Date.

All Consolidated Shares will rank pari passu with each other in all respects and the rights attached to the Consolidated Shares will not be affected by the Share Consolidation.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which the Shareholders may be entitled.

#### Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (a) the passing by the Shareholders of an ordinary resolution to approve the Share Consolidation at the SGM;
- (b) the compliance with all relevant procedures and requirements under the Bermuda laws (where applicable) to effect the Share Consolidation; and
- (c) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.



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## LETTER FROM THE BOARD

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Subject to the fulfillment of the above conditions, the Share Consolidation will become effective on Wednesday, 8 January 2020, which is the second Business Day immediately following the date of SGM on which the Shares are traded on the Stock Exchange.

### **Listing application**

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Fractional Consolidated Shares**

Fractional Consolidated Shares (if any) arising from the Share Consolidation will not be issued to the Shareholders otherwise entitled thereto but will be aggregated and sold if possible, for the benefit of the Company.

### **Closure of register of members**

For the purpose of determining Shareholders who are qualified for attending the SGM, the register of members of the Company will be closed from Tuesday, 31 December 2019 to Monday, 6 January 2020 (both days inclusive), during which period no transfer of the Shares will be in effect. In order to qualify for attending the SGM or any adjournment thereof, all share transfers accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Monday, 30 December 2019.

### **OTHER ARRANGEMENTS**

#### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, which is expected to be on 8 January 2020, the Shareholders may, during a period between 8 January 2020 and 17 February 2020 (both dates inclusive), submit existing share certificates for the Shares, which are in blue colour, to the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares, which will be in green colour. It is expected that new share certificates for the Consolidated Shares will be available for collection within 10 business days from the date of submission for the exchange.

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## LETTER FROM THE BOARD

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Thereafter, the existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be from time to time be specified by the Stock Exchange) for each new share certificate for the Consolidated Shares to be issued or each existing share certificate for the Shares cancelled, whichever the number of certificates issued or cancelled is higher.

Nevertheless, the existing share certificates for the Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares at any time but will not be accepted for trading, settlement and registration upon completion of the Share Consolidation.

### **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots of the Consolidated Shares (if any) arising from the Share Consolidation, the Company has appointed C.P. Securities International Limited to stand in the market to provide matching services regarding the sale and purchase of the odd lots of the Consolidated Shares at the relevant market price per Consolidated Share, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of Consolidated Shares, from 9:00 a.m. on Wednesday, 22 January 2020 to 4:10 p.m. on Thursday, 13 February 2020 (both dates inclusive). Holders of odd lots of the Consolidated Shares may contact Mr. John Pao of C.P. Securities International Limited at Room 2707, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at (852) 37090555 during office hours in the aforesaid period.

**Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. If any Shareholder is in doubt about the odd lot trading arrangements, such Shareholder should consult his/her/its own professional advisers.**

### **REASONS FOR THE SHARE CONSOLIDATION**

The Share Consolidation will increase the nominal value of the Shares and will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares. The Company believes that the adjusted Share price of the Company upon completion of the Share Consolidation will enhance its corporate image and make investing in the Consolidated Shares more attractive to a broader range of institutional and professional investors to support its ongoing and long-term financing activities and business development.

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. It is further stated in the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated on 30 August 2019 that (i) the trading price of the securities at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000. In view of the recent trading price of the Shares, the Board considers that the Share Consolidation, resulting in HK\$1.24 per Consolidated Share and expected value of HK\$3,720.00 per board lot (based on the closing price of HK\$0.031 per Existing Share as at the Latest Practicable Date,) will enable the Company to comply with the trading requirements under the Listing Rules. Furthermore, as the theoretical market value of each board lot of the Consolidated Shares upon the Share Consolidation becoming effective will be higher than the market value of each existing board lot of the Existing Shares, the transaction cost as a proportion of the market value of each board lot will be lower.

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## LETTER FROM THE BOARD

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Accordingly, the Board is of the view that the Share Consolidation is fair and reasonable and beneficial to and in the interest of the Company and the Shareholders as a whole.

Up to the Latest Practicable Date, the Company does not have any plan or intention (initial or concrete) or otherwise foresee to undertake in the next 12 months any (a) equity fundraising or (b) other corporate action or arrangement that may affect the trading in the Shares.

### PROPOSED RE-ELECTION OF DIRECTOR

Mr. Wang Linbo was appointed as an executive Director on 1 October 2019 for a term of one year and subject to re-election by the Shareholders according to the Bye-laws and the Listing Rules.

According to Clause 83(2) of the Bye-laws, any Director elected to fill a casual vacancy on the Board, shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. The Board proposes to re-elect Mr. Wang Linbo as an executive Director at the SGM.

Details of Mr. Wang Linbo to be re-elected at the SGM is set out in Appendix I to this circular.

### GENERAL

A notice convening the SGM to be held at The Boardroom, Basement 2, Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Monday, 6 January 2020 at 10:00 a.m. is set out on pages 12 to 13 of this circular. A proxy form for use at the SGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.736.com.hk](http://www.736.com.hk)).

Whether or not you are able to attend the SGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

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.

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation and the re-election of the Director. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution(s) in relation to the Share Consolidation at the SGM.

Shareholders and potential investors should note that the Share Consolidation is conditional upon satisfaction of the conditions set out in the paragraph headed "Conditions of the Share Consolidation" in this circular. Accordingly, the Share Consolidation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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## LETTER FROM THE BOARD

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### 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 Company. 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 are of the opinion that (1) the Share Consolidation and (2) the re-election of the Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed in the SGM.

By order of the Board  
**China Properties Investment Holdings Limited**  
**Han Wei**  
*Chairman*

**Mr. Wang Linbo (“Mr. Wang”)**

Mr. Wang, aged 40, was appointed as an executive Director on 1 October 2019. He obtained his Bachelor Degree of Economics and Management from Nanjing Institute of Politics (南京政治學院) in 2005. Prior to joining the Company, Mr. Wang served as the senior account manager of a financial services company for about four years and has been the sales director of technology companies. Mr. Wang has over 16 years of experience in sales and marketing, administration and business operation.

Other than the position as an executive Director, as at the Latest Practicable Date, Mr. Wang did not held (i) any position with the Company and its subsidiaries; (ii) any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualifications.

As at the Latest Practicable Date, save as disclosed above, Mr. Wang did not have any other relationship with any other Directors, senior management, substantial or controlling shareholders as defined in the Listing Rules of the Company and he did not have interest in any shares or securities within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract entered into between the Company and Mr. Wang in relation to his appointment as an executive Director. Mr. Wang’s entered into an appointment letter with the Company on 27 September 2019 for an initial term of one year commencing from 1 October 2019, which is automatically renewable for successive terms of one year upon the expiry of the then current term, subject to retirement by rotation and/or re-election at general meetings in accordance with the bye-laws of the Company. Mr. Wang is entitled to receive a director’s fee of HK\$300,000.00 per annum which is determined by the Board and reviewed by the remuneration committee of the Company with reference to his qualification and experience, his duties and responsibilities in the Company, the Company’s performance and the prevailing market situation.

As confirmed by Mr. Wang and as far as the Board is aware, save as disclosed above, there are no other matters relating to the appointment of Mr. Wang that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF SGM

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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 The Boardroom, Basement 2, Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Monday, 6 January 2020 at 10:00 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 RESOLUTION

1. **“THAT** subject to and conditional upon, among other things, the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective:
  - (a) with effect from the second business day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange, every forty (40) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated (the “**Share Consolidation**”) into one (1) share of HK\$0.40 each (the “**Consolidated Share(s)**”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company;
  - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit;
  - (c) the board of Directors be and is hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as he may, in his absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

\* for identification purposes only

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## NOTICE OF SGM

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2. “**THAT** Mr. Wang Linbo be re-elected as an executive director of the Company and the board of directors of the Company be authorized to fix his remuneration.”

By order of the Board  
**China Properties Investment Holdings Limited**  
**Han Wei**  
*Chairman*

Hong Kong, 13 December 2019

*As at the date of this notice, the executive Directors are Mr. Han Wei, Mr. Au Tat On and Mr. Wang Linbo and the independent non-executive Directors are Mr. Lai Wai Yin, Wilson, Ms. Cao Jie Min and Mr. Liang Kuo-Chieh.*

*In the case of inconsistency, the English text of this notice shall prevail over the Chinese text.*

*Notes:*

1. A form of proxy for use at the SGM is enclosed herewith. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
2. Any shareholder of the Company entitled to attend and vote at the SGM convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the above SGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 24 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the SGM, whether in person or by proxy, priority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.