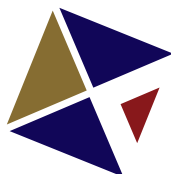

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



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)

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES OF THE COMPANY;
PROPOSED TERMINATION OF EXISTING SHARE OPTION SCHEME
AND ADOPTION OF NEW SHARE OPTION SCHEME;
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY;
AND
NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening the annual general meeting of the Company to be held at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 2 September 2021 at 10:00 a.m. is set out on pages 28 to 32 of this Circular. A form of proxy for use at the annual general meeting is enclosed with this Circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.736.com.hk).

PRECAUTIONARY MEASURES AND SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

Considering the outbreak of the coronavirus (COVID-19), certain measures will be implemented at the annual general meeting with a view to addressing the risk to attendees of infection, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check; and (b) wear surgical masks prior to admission to the annual general meeting venue; (ii) attendees who are subject to health quarantine prescribed by the HKSAR Government not being admitted to the annual general meeting venue; (iii) all attendees being required to wear surgical masks throughout the annual general meeting; and (iv) no refreshment packs or coffee/tea being provided.

The Company reminds attendees that they should carefully consider the risks of attending the annual general meeting, taking into account their own personal circumstances. Furthermore, the Company would like to remind Shareholders that physical attendance in person at the annual general meeting is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the Chairman of the annual general meeting as their proxy and submit their form of proxy as early as possible.

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the annual general meeting.

Whether or not you are able to attend the annual general meeting, 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 annual general meeting 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.

30 July 2021

* for identification purposes only

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RESPONSIBILITY STATEMENT

This document, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated and the context otherwise requires:

“Act”	The Companies Act 1981 of Bermuda, as amended or modified from time to time;
“AGM”	the annual general meeting of the Company to be held at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 2 September 2021 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 28 to 32 of this Circular, or any adjournment thereof;
“Annual Report”	the annual report of the Company for the financial year ended 31 March 2021;
“associate(s)”	has the meaning attributed thereto in the Listing Rules;
“Board” or “Directors”	the board of directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present;
“Business Day”	a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall not for the purposes of the Bye-laws be counted as a business day;
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified from time to time;
“Circular”	this circular dispatched to Shareholders in respect of the AGM;
“Company”	China Properties Investment Holdings Limited, a company incorporated in Bermuda with limited liability;
“connected person(s)”	has the meaning as ascribed thereto in the Listing Rules;
“court”	has the meaning as ascribed thereto in the Companies Ordinance, Chapter 622 of the Laws of Hong Kong;

DEFINITIONS

“Designated Stock Exchange”	a stock exchange which is an appointed stock exchange for the purposes of the Act in respect of which the Shares are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the Shares;
“Eligible Employee”	employee (whether full time or part time employee, including any executive director but not any non-executive director) of the Group;
“Existing Scheme Participant(s)”	<p>any person belonging to any of the following classes of persons:</p> <ul style="list-style-type: none">(a) any Eligible Employee;(b) any non-executive director (including any independent nonexecutive director) of the Company, any of its Subsidiaries or any Invested Entity;(c) any supplier of goods or services to any member of the Group or any Invested Entity;(d) any customer of the Group or any Invested Entity;(e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and(f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
“Existing Share Option Scheme”	the existing share option scheme adopted by the Company on 16 December 2011;
“Grantee(s)”	Participant(s) who accepted the Offer in accordance with the terms of the New Share Option Scheme or (where the context so permits) a person entitled to any such Option in consequence of the death of the original Grantee;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Invested Entity”	any entity in which the Group holds any equity interest;

DEFINITIONS

“Latest Practicable Date”	26 July 2021, being the latest practicable date prior to the printing of this Circular for ascertaining certain information in this Circular;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange as may be amended from time to time;
“Memorandum of Association”	the memorandum of association of the Company as amended, supplemented or modified from time to time;
“New Issuance Mandate”	as defined in paragraph 2(a) of the Letter from the Board in this Circular;
“New Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board in this Circular;
“New Share Option Scheme”	the new share option scheme proposed to be adopted by the Company at the AGM, a summary of principal terms of which is set out in the Appendix to this Circular;
“Notice”	written notice unless otherwise specifically stated and as further defined in the Bye-laws;
“Offer”	the offer of the grant of an Option made in accordance with the New Share Option Scheme;
“Offer Date”	the date on which the Board makes an Offer to any Participant;
“Option(s)”	option(s) to subscribe for Share(s) granted pursuant to the New Share Option Scheme
“Participant(s)”	any person belonging to any of the following classes of persons: (a) any Eligible Employee; and (b) any non-executive director (including any independent non-executive director) of the Company or any of its Subsidiaries;
“SFC”	Securities and Futures Commission in Hong Kong;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.40 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option as described in the provisions of the New Share Option Scheme, subject to adjustment in accordance with the New Share Option Scheme;
“Subsidiary(ies)”	company(ies) which is/are for the time being subsidiary(ies) (within the meaning of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) of the Company, whether incorporated in Hong Kong or elsewhere;
“substantial shareholder(s)”	a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC;
“Trading Day(s)”	day(s) on which the Stock Exchange is open for the trading of Shares; and
“%”	per cent.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and vice versa. References to persons shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

This Circular has both English and Chinese versions. Should there be any inconsistency between the Chinese and English versions, the English version shall prevail.

LETTER FROM THE BOARD



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. Tang Yiu Kay

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

30 July 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES OF THE COMPANY;
PROPOSED TERMINATION OF EXISTING SHARE OPTION SCHEME
AND ADOPTION OF NEW SHARE OPTION SCHEME;
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY;
AND
NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this Circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the New Issuance Mandate to the Directors; (ii) the granting of the New Repurchase Mandate to the Directors; (iii) the extension of the New Issuance Mandate by adding to it the number of the issued Shares repurchased by the Company under the New Repurchase Mandate; (iv) the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme; and (v) the re-election of the retiring Directors.

* for identification purposes only

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF NEW ISSUANCE MANDATE AND NEW REPURCHASE MANDATE

At the annual general meeting of the Company held on 9 September 2020, an ordinary resolution was passed for granting a general mandate to the Directors to repurchase the Shares not exceeding 10% of the number of issued shares of the Company as at 9 September 2020 (the “**Previous Repurchase Mandate**”), and another ordinary resolution was passed for granting a general mandate to the Directors to allot, issue and deal with the Shares not exceeding 20% of the total number of issued shares of the Company as at 9 September 2020 (the “**Previous Issuance Mandate**”). The Previous Repurchase Mandate and the Previous Issuance Mandate will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with Shares not exceeding 20% of the total number of the issued shares of the Company as at the date of passing of such resolution (i.e. an aggregate number of Shares not exceeding 26,716,660 Shares on the basis that the existing number of issued shares of the Company of 133,583,303 Shares remains unchanged as at the date of the AGM) (the “**New Issuance Mandate**”);
- (b) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the SFC and the Stock Exchange, of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of such resolution (i.e. 13,358,330 Shares on the basis that the existing issued share capital of the Company of 133,583,303 Shares remains unchanged as at the date of the AGM) (the “**New Repurchase Mandate**”); and
- (c) to extend the New Issuance Mandate by an amount representing the number of Shares repurchased by the Company pursuant to and in accordance with the New Repurchase Mandate.

The New Issuance Mandate and the New Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the AGM as set out on pages 28 to 32 of this Circular.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the New Repurchase Mandate.

The explanatory statement as required by the Listing Rules in connection with the New Repurchase Mandate is set out in Appendix I to this Circular.

LETTER FROM THE BOARD

3. PROPOSED TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME

The Existing Share Option Scheme allowing the Company to grant share options to Existing Scheme Participants for the purpose of, among others, providing incentives or rewards to the Existing Scheme Participants for their contribution to the Group, is valid and effective for a period of 10 years commencing on 16 December 2011. Accordingly, the Existing Share Option Scheme shall expire at the close of business on 15 December 2021. The Directors therefore consider adopting the New Share Option Scheme to replace the Existing Share Option Scheme at the AGM so as to ensure the Company's continuity of providing incentives and/or rewards to the Participants by way of granting options. This will also provide the Company with more flexibility in long term planning of the future grant of share options under the New Share Option Scheme to eligible Participants. As at the Latest Practicable Date, the Company has not adopted any share option scheme other than the Existing Share Option Scheme.

Pursuant to the Existing Share Option Scheme, the Company may by ordinary resolution in general meeting at any time terminate the operation of the Existing Share Option Scheme (such that no further options will be offered thereunder but the provisions of the Existing Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options, to the extent not already exercised, granted prior to the termination of the Existing Share Option Scheme).

As at the Latest Practicable Date, there were 14,166,250 outstanding options granted under the Existing Share Option Scheme and the information in relation to the grants of these outstanding options is as follows:-

No. of outstanding options	2,022,500 [#]	12,143,750 [#]
Date of Grant	11 July 2017	10 October 2017
Vesting Period	Vested on 11 July 2017	Vested on 10 October 2017
Exercise Price	HK\$2.32 [#]	HK\$2.00 [#]
Exercise Period	11 July 2017 to 10 July 2022	10 October 2017 to 9 October 2022
Categories of Grantees (at the relevant time)	Employees of the Group	9,715,000 [#] options were offered to employees of the Group, 1,214,375 [#] options were offered to the executive Director Mr. Xu Dong and 1,214,375 [#] options were offered to the executive Director Mr. Han Wei

[#] The number of Shares to be allotted and issued upon exercising the options granted under the Existing Share Option Scheme and the exercise price of these options have been adjusted as a result of the share consolidation effective on 8 January 2020 by consolidating every forty (40) issued shares of the Company into one (1) consolidated share.

LETTER FROM THE BOARD

The outstanding share options under the Existing Share Option Scheme will remain valid and exercisable after the termination of the Existing Share Option Scheme. An aggregate of 14,166,250 Shares (representing approximately 10.60% of the issued Shares as at the Latest Practicable Date) remain issuable upon the exercise in full of all outstanding options under the Existing Share Option Scheme which are yet to be exercised upon vesting under the Existing Share Option Scheme. Save as aforesaid and up to the Latest Practicable Date, no other options have been granted under the Existing Share Option Scheme or any other schemes. The Board confirms that no further options will be granted under the Existing Share Option Scheme from the Latest Practicable Date to the date of the AGM.

Accordingly, an ordinary resolution will be proposed at the AGM to approve the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme.

Save as the change of the classes of participants eligible from the Existing Scheme Participants to the Participants, there is no material difference between the terms of the Existing Share Option Scheme and the New Share Option Scheme. The terms of the New Share Option Scheme provide that in granting Options under the New Share Option Scheme, the Board may offer to grant any Options subject to such terms and conditions in relation to the minimum period of the Options to be held and/or the performance criteria to be satisfied before such Options can be exercised and/or any other terms as the Board may determine in its absolute discretion. The Board will also have the discretion in determining the Subscription Price in respect of any Option, provided that the relevant requirements in the Listing Rules are complied with. The Directors are of the view that the flexibility given to the Directors to impose the minimum period for which the Options have to be held and performance targets and other conditions that have to be achieved before the Options can be exercised, will place the Group in a better position to attract human resources that are valuable to the growth and development of the Group as a whole. There will not be any trustees of the New Share Option Scheme.

A summary of the terms of the New Share Option Scheme is set out in the Appendix III to this Circular. A copy of the rules of the New Share Option Scheme is available for inspection at the Company's principal place of business in Hong Kong at Room 4303, 43/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong during normal business hours from the date hereof up to and including the date of the AGM, and at the AGM.

The purpose of the New Share Option Scheme is to provide incentives or rewards to the Participants thereunder for their contribution or potential contribution to the Group. In determining whether a person has contributed or will contribute to the Group, the Group will take into account, among other things, whether contribution has been made to or will be made to the Group in terms of operation, financial performance, prospects, growth, reputation and image of the Group.

As disclosed in paragraph 7 of Appendix III to this circular, unless the Directors otherwise determined and stated in the Offer to a Participant, a Participant is not required to achieve any performance targets before any Options granted under the New Share Option Scheme can be exercised. The Board will consider the merits of each grant to the Participants on a case-by-case basis and may set vesting period or vesting conditions such as any performance targets to ensure that the grant of the Options to them will be beneficial to the Group.

LETTER FROM THE BOARD

Based on the above, the Directors consider that the adoption of the New Share Option Scheme is in the interests of the Company and the Shareholders as a whole.

The Directors consider that it is not appropriate to state the value of all the Options that can be granted under the New Share Option Scheme as if they had been granted at the Latest Practicable Date as a number of variables which are crucial for the calculation of the value of the Options have not been determined. Such variables include the exercise price, exercise period, any lock up period and other conditions, if any, that an Option is subject to. Accordingly, the Directors believe that any calculation of value of the Options as at the Latest Practicable Date based on a large number of speculative assumptions would not be meaningful and may be misleading to the Shareholders.

As at the Latest Practicable Date, to the best of their knowledge and belief having made all reasonable enquiries, the Directors do not have any immediate plans or intention to grant Options under the New Share Option Scheme upon the New Share Option Scheme becoming effective.

The New Share Option Scheme constitutes a share option scheme governed by Chapter 17 of the Listing Rules and the provisions of the New Share Option Scheme comply with the requirements of Chapter 17 of the Listing Rules. The adoption of the New Share Option Scheme is conditional upon:

- (i) the passing of an ordinary resolution at the AGM approving the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme and the allotment and issuance of the Shares, which may fall to be allotted and issued upon exercise of the subscription rights attaching to the Options; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any new Shares which may fall to be allotted and issued upon exercise of the subscription rights attaching to the Options that may be granted under the New Share Option Scheme, being 10% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution.

Subject to the passing of the ordinary resolution set out in the notice of the AGM in respect of the adoption of the New Share Option Scheme and assuming that the issued share capital of the Company remains at 133,583,303 Shares as at the date of AGM, the Company can grant Options under the New Share Option Scheme to the Participants to subscribe for up to 13,358,330 Shares, representing 10% of the issued share capital of the Company as at the date of AGM. To the best knowledge of the Directors having made all reasonable enquiries, none of the Shareholders has a material interest in the proposed adoption of the New Share Option Scheme and, therefore, no Shareholder is required to abstain from voting on the said resolution.

An application will be made to the Stock Exchange for approval of the listing of, and permission to deal in, the Shares which may be issued and allotted pursuant to the New Share Option Scheme.

LETTER FROM THE BOARD

4. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to clause 84(1) of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to one-third but not less than one-third) shall retire from office by rotation so that each Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election.

According to clause 84(1) of the Bye-laws, Mr. Han Wei, Mr. Liang Kuo-Chieh and Mr. Tang Yiu Kay shall retire by rotation at the AGM. All retiring Directors, being eligible, will offer themselves for re-election at the AGM.

As confirmed by Mr. Liang and Mr. Tang and as far as the Board is aware, both of them have met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix II to this Circular.

5. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 28 to 32 of this Circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the New Issuance Mandate and the New Repurchase Mandate, the extension of the New Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the New Repurchase Mandate, the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this Circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.736.com.hk). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, 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 holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

6. RECOMMENDATIONS

The Directors consider that the granting and extension of the New Issuance Mandate, the granting of the New Repurchase Mandate, the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme and the re-election of the retiring Directors are in the best interests of the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Circular.

Yours faithfully
By order of the Board
Han Wei
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE NEW REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the New Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the New Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the New Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued shares of the Company is 133,583,303.

Subject to the passing of the ordinary resolution set out in item 9 of the notice of the AGM in respect of the granting of the New Repurchase Mandate and on the basis that the number of Shares in issue remains unchanged as at the date of the AGM, i.e. being 133,583,303 Shares, the Directors would be authorized under the New Repurchase Mandate to repurchase, during the period in which the New Repurchase Mandate remains in force, Shares not exceeding 13,358,330 Shares, representing 10% of the number of Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded by the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Memorandum of Association and the Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2021) in the event that the New Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the New Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE NEW REPURCHASE MANDATE

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the New Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As far as the Directors are aware, as at the Latest Practicable Date, none of the Shareholders holds 10% or more in the issued Shares.

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the New Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the New Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the New Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the New Repurchase Mandate in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda.

APPENDIX I EXPLANATORY STATEMENT ON THE NEW REPURCHASE MANDATE

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
July	0.750	0.520
August	0.680	0.550
September	0.690	0.570
October	0.690	0.580
November	0.690	0.560
December	0.630	0.510
2021		
January	0.670	0.550
February	0.800	0.550
March	0.800	0.650
April	1.380	0.750
May	1.070	0.810
June	0.910	0.430
July (up to the Latest Practicable Date)	0.540	0.440

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, details of the Directors who will retire at the conclusion of the AGM according to the Bye-laws and will be proposed to be re-elected at the AGM are provided below:

(1) MR. HAN WEI

Position and experience

Mr. Han Wei (“**Mr. Han**”), aged 50, was appointed as a non-executive director with effect from 5 December 2016 and was re-designated as an executive director with effect from 1 August 2017. He was then appointed as the chairman of the Board and the chief executive officer of the Company with effect from 12 December 2017. He joined the Group in December 2008 as the director and authorized representative of Shanghai Xiang Chen Hang Place The Industry Co. Limited, a wholly-owned subsidiary of the Company. He is also the director of an indirect wholly-owned subsidiary of the Company in Canada.

Mr. Han is an intermediate economist conferred by the Ministry of Personnel People’s Republic of China. He graduated from Shanghai Education Institute (上海教育學院) and studied Finance at Shanghai Finance University (上海金融高等專科學校). He also completed the EMBA programme at Research Institute of Tsinghua University in Shenzhen (深圳清華大學研究院). Mr. Han has extensive experience in banking and business management. Prior to joining the Group, Mr. Han served as the general manager of an investment company in Shanghai for about five years and served as a manager of Bank of Shanghai.

Mr. Han has not held (i) any other 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.

Length of service

Mr. Han’s appointment in accordance to the appointment letter dated 5 December 2016 is for an initial term of one year commencing from 5 December 2016, 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. The provisions of the Bye-laws in respect of Directors’ retirement by rotation and re-election have been set out in the paragraph headed “4. Proposed Re-election of the Retiring Directors” of the Letter from the Board in this Circular.

Relationships

As far as the Directors are aware, Mr. Han does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Han was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr. Han will be entitled to receive a director's fee of HK\$1,662,000 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 with the Company, the Company's performance and the prevailing market situation.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Han to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Han that need to be brought to the attention of the Shareholders.

(2) MR. LIANG KUO-CHIEH**Position and experience**

Mr. Liang Kuo-Chieh ("Mr. Liang"), aged 42, was appointed as an independent non-executive director and member of audit committee of the company in July 2017. Mr. Liang holds a master of science degree in transport and sustainability from Imperial College London and University College London and a bachelor of engineering degree in mechatronics from King's College London, University of London. Mr. Liang is currently working as an enterprise and training manager of Bootstrap Company and is also a board member and social enterprise consultant of Greenwich Social Enterprise Partnership. Mr. Liang has extensive experience in fund raising and financial consulting.

Mr. Liang has not held (i) any other 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.

Length of service

Mr. Liang's appointment in accordance to the appointment letter dated 14 July 2017 is for an initial term of one year commencing from 14 July 2017, 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. The

provisions of the Bye-laws in respect of Director's retirement by rotation and re-election have been set out in the paragraph headed "4. Proposed Re-election of the Retiring Directors" of the Letter from the Board in this Circular.

Relationships

As far as the Directors are aware, Mr. Liang does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Liang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr. Liang will be entitled to receive a director's fee of HK\$120,000 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 with the Company, the Company's performance and the prevailing market situation.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Liang to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Liang that need to be brought to the attention of the Shareholders.

(3) MR. TANG YIU KAY**Position and experience**

Mr. Tang Yiu Kay ("**Mr. Tang**"), aged 39, was appointed as an independent non-executive Director and chairman of each of the audit committee, the remuneration committee and the nomination committee of the Company in June 2021. Mr. Tang holds a master degree in financial services and society and a bachelor degree in financial management and accounting. Mr. Tang is currently a practising member of Hong Kong Institute of Certified Public Accountants and has over 15 years of solid experiences in tax issues, internal control, auditing, financial accounting and business management. Mr. Tang is currently a director of Good Chance CPA Limited and he is primarily responsible for providing consultancy services on tax and audit issues to clients in Hong Kong. Mr. Tang also has professional expertise and extensive experience in financial management

and accounting in listed companies in Hong Kong. Mr. Tang is currently an independent non-executive director of My Heart Bodibra Group Limited (stock code: 8297) which is listed on the Growth Enterprise Market (GEM) Board of the Stock Exchange.

Save as disclosed above, Mr. Tang has not held (i) any other position with the Group; (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.

Length of service

There is no service contract entered into between the Company and Mr. Tang in relation to his appointment as an independent non-executive Director. Mr. Tang's appointment in accordance to the appointment letter dated 2 June 2021 is for an initial term of one year commencing from 3 June 2021, 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. The provisions of the Bye-laws in respect of Directors' retirement by rotation and re-election have been set out in the paragraph headed "4. Proposed Re-election of the Retiring Directors" of the Letter from the Board in this Circular.

Relationships

As far as the Directors are aware, Mr. Tang does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Tang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr. Tang will be entitled to receive a director's fee of HK\$120,000 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 with the Company, the Company's performance and the prevailing market situation.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Tang to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Tang that need to be brought to the attention of the Shareholders.

The following is a summary of the principal terms of the New Share Option Scheme proposed to be adopted at the AGM.

1. PURPOSE OF THE NEW SHARE OPTION SCHEME

The purpose of the New Share Option Scheme is to provide incentives or rewards to the Participants thereunder for their contribution to the Group.

2. PARTICIPANTS

The Directors may, at their absolute discretion, invite any person belonging to any of the following classes of Participants, to take up Options to subscribe for Shares:

- (a) any Eligible Employee; and
- (b) any non-executive director (including any independent non-executive directors) of the Group.

The basis of eligibility of any of the above classes of Participants to the grant of any Options shall be determined by the Directors from time to time on the basis of their contribution to the development and growth of the Group.

3. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION

- (3.1) The maximum number of Shares to be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the issued share capital of the Company from time to time.
- (3.2) The total number of Shares which may be issued upon exercise of all Options (excluding, for this purpose, Options which have lapsed in accordance with the terms of the New Share Option Scheme and any other share option schemes of the Company) to be granted under the New Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the Shares in issue as at the date of the approval of the New Share Option Scheme (the “**General Scheme Limit**”).
- (3.3) Subject to sub-paragraph (3.1) above and without prejudice to sub-paragraph (3.4) below, the Company may seek approval of the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option schemes of the Company under the limit as “refreshed” must not exceed 10% of the Shares in issue as at the date of approval of such refreshed limit and for the purpose of calculating the limit as “refreshed”, Options (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of New Share Option Scheme and any other share option schemes of the Company) previously granted under the New Share Option Scheme and any other share option schemes of the Company will not be counted.

- (3.4) Subject to sub-paragraph (3.1) above and without prejudice to sub-paragraph (3.3) above, the Company may seek separate Shareholders' approval in general meeting to grant Options beyond the General Scheme Limit or, if applicable, the limit referred to in sub-paragraph (3.3) above to Participants specifically identified by the Company before such approval is sought.

4. MAXIMUM ENTITLEMENT TO EACH PARTICIPANT

The total number of Shares issued and which may fall to be issued upon exercise of the Options granted under the New Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding Options) to each Participant in any 12-month period must not exceed 1% of the issued share capital of the Company for the time being (the **"Individual Limit"**). Any further grant of Options to a Participant in excess of the Individual Limit (including exercised, cancelled and outstanding Options) in any 12-month period up to and including the date of such further grant must be subject to Shareholders' approval in general meeting of the Company with such Participant and his associates abstaining from voting. The number and terms (including the Subscription Price) of the Options to be granted to such Participant must be fixed before Shareholders' approval and the date of the meeting of the Board for proposing such further grant of Options should be taken as the date of Offer for the purpose of calculating the Subscription Price.

5. GRANT OF OPTIONS TO CONNECTED PERSONS

- (5.1) Any grant of Options under the New Share Option Scheme to a Director, chief executive (other than a proposed Director or a proposed chief executive of the Company) or substantial Shareholder of the Company or any of their respective associates must be approved by independent non-executive Directors (excluding any independent non-executive Director who is the Grantee of the Options).
- (5.2) Where any grant of Options to a substantial Shareholder or an independent non-executive Director of the Company, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
- (a) representing in aggregate over 0.1% of the Shares in issue; and
 - (b) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000,

such further grant of Options must be approved by the Shareholders. The Grantee, his associates and all Connected Persons of the Company must abstain from voting at such general meeting, except that the Grantee, his associates or any Connected Person may vote against the relevant resolution at the general meeting provided that his or her intention to do so has been stated in the relevant circular.

- (5.3) For the purpose of seeking Shareholders' approval in general meeting under sub-paragraphs (3.3) and (3.4), paragraph 4 and sub-paragraph (5.2) above, the Company must send a circular to the Shareholders containing the information required under the Listing Rules.
- (5.4) Where the grant of Options to a Director, chief executive or substantial Shareholder of the Company, or any of their respective associates is subject to Shareholders' approval under Rule 17.04(1) of the Listing Rules, a circular must be prepared by the Company explaining the proposed grant, containing, among other matters, (i) the number and terms of the Options to be granted; (ii) a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is a proposed Grantee) to the independent Shareholders as to voting; and (iii) information as may be required by the Stock Exchange from time to time.

6. TIME OF ACCEPTANCE AND EXERCISE OF AN OPTION

An Offer is open for acceptance by a Participant for the period specified in the letter of Offer provided that the Offer shall not be open for acceptance after the expiry of the New Share Option Scheme set out in paragraph 9 or after the New Share Option Scheme has been terminated in accordance with the provisions hereof. A consideration of HK\$1 is payable on acceptance of the Offer. An Option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be determined and notified by the Directors to each Grantee, which period may commence on the day on which the Offer is made but shall end in any event not later than 10 years from the Offer Date subject to the provisions for early termination thereof (the "**Option Period**").

Unless the Directors otherwise determined and stated in the Offer to a Participant, there is no minimum period for which an Option granted under the New Share Option Scheme must be held before it can be exercised.

7. PERFORMANCE TARGETS

Unless the Directors otherwise determined and stated in the Offer to a Participant, a Participant is not required to achieve any performance targets before any Options granted under the New Share Option Scheme can be exercised.

8. SUBSCRIPTION PRICE FOR SHARES

The Subscription Price in respect of any particular Option shall be such price as determined by the Board in its absolute discretion at the time of the making of the Offer (which shall be stated in the letter containing the Offer) but in any case the Subscription Price shall not be less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a Trading Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 Trading Days immediately preceding the Offer Date; and (iii) the nominal value of a Share. Without prejudice to the generality of the foregoing, the Board may grant Options in respect of

which the Subscription Price is fixed at different prices for different periods during the Option Period provided that the Subscription Price for each of the different periods shall not be less than the Subscription Price determined in the manner set out herein.

9. LIFE OF THE NEW SHARE OPTION SCHEME

Subject to paragraph 16, the New Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the New Share Option Scheme is conditionally adopted by the Company at a general meeting of the Shareholders.

10. RANKING OF SHARES

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Bye-laws for the time being in force and will rank *pari passu* in all respects with the fully paid Shares in issue as from the day when the name of the Grantee is registered on the register of members of the Company and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date when the name of the Grantee is registered on the register of members of the Company other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date when the name of the Grantee is registered on the register of members of the Company, provided always that when the date of exercise of the Option falls on a day upon which the register of members of the Company is closed then the exercise of the Option shall become effective on the first Business Day on which the register of members of the Company is re-opened. A Share allotted upon the exercise of an Option shall not carry voting rights until the completion of the registration of the Grantee as the holder thereof.

11. TRANSFERABILITY OF OPTIONS

An Option is personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Option.

12. RIGHTS ATTACHING TO OPTIONS

(12.1) Rights on ceasing employment

If the Grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee for any reason other than death or retirement referred to in sub-paragraph (12.2) below or termination of employment on one or more grounds referred to in sub-paragraph (12.4) below before exercising his or her Option in full, the Option (to the extent not already exercised) will lapse on the date of cessation and will not be exercisable unless the Directors otherwise determine in which event the Grantee may exercise the Option (to the extent not already exercised) in whole or in part within such period as the Directors may determine following the date of such cessation, which will be taken to be the last day on which the Grantee was at work with the Group whether salary is paid in lieu of notice or not.

(12.2) Rights on retirement

If the Grantee of an Option ceases to be a Participant by reason of retirement, in accordance with his or her contract of employment or upon expiration of his or her term of directorship (retirement by rotation pursuant to the bye-laws of the Company or applicable laws excepted), before exercising the Option in full, the Grantee shall be entitled within a period of 12 months from the date of retirement to exercise the Option (to the extent which has become exercisable and not already exercised).

(12.3) Rights on death

If the Grantee of an Option ceases to be a Participant by reason of death before exercising the Option in full (provided that none of the events which would be a ground for termination of his or her employment under sub-paragraph (12.4) below arises prior to his or her death), the legal personal representative(s) of this Grantee shall be entitled within a period of 12 months from the date of death (or such longer period as the Board may determine) to exercise the Option (to the extent which has become exercisable and not already exercised).

(12.4) Rights on dismissal

If the Grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee by reason of the termination of his or her employment on any one or more of the grounds that he or she has been guilty of serious misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangements or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or (if so determined by the Board) on any other ground on which an employer would be entitled to terminate his or her employment at common law or pursuant to any applicable laws or under the Eligible Employee's service contract with the Company or the relevant Subsidiary, his or her Option will lapse automatically on the date the Grantee ceases to be an Eligible Employee.

(12.5) Rights on breach of contract

If the Directors at their absolute discretion determine that the Grantee (other than an Eligible Employee) or his or her associate has committed any breach of any contract entered into between the Grantee or his or her associate on the one part and the Group on the other part or that the Grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his or her creditors generally, the Directors shall determine that the outstanding Options granted to the Grantee shall lapse. In such event, his or her Options will lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined.

(12.6) Rights on a general offer

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the Grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, Shareholders. If such offer becomes or is declared unconditional, a Grantee shall be entitled to exercise his or her Option (to the extent not already exercised) to its full extent or to the extent specified in the Grantee's notice to the Company in exercise of his or her Option at any time before the close of such offer (or any revised offer). Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date on which such offer (or, as the case may be, revised offer) closes.

(12.7) Rights on winding up

In the event of an effective resolution being proposed for the voluntary winding-up of the Company during the Option Period, the Grantee (or where permitted under sub-paragraph (12.3), his or her legal personal representative(s)) may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time no later than two Business Days prior to the date on which such resolution is to be passed, exercise his or her Option (to the extent which has become exercisable and not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the New Share Option Scheme and shall accordingly be entitled, in respect of the Shares falling to be allotted and issued upon the exercise of his or her Option, to participate in the distribution of the assets of the Company available in liquidation *pari passu* with the Shares in issue on the date prior to the date of the passing of the resolution to wind-up the Company. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date of the commencement of the winding-up of the Company.

(12.8) Rights on compromise or arrangement between the Company and its creditors

In the event of a compromise or arrangement between the Company and its creditors (or any class of them) or between the Company and its Shareholders (or any class of them), in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all Grantees on the same day as it gives notice of the meeting to its Shareholders or creditors to consider such a scheme or arrangement, and thereupon any Grantee (or his or her legal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of the date falling 2 calendar months thereafter and the date on which such compromise or arrangement is sanctioned by the court be entitled to exercise his or her Option (to the extent which has become exercisable and not already exercised), but the exercise of the Option shall be conditional upon such compromise or arrangement being sanctioned by the court and becoming effective. The Company may thereafter require such Grantee to transfer or otherwise deal with the Shares issued as a result of such exercise of his or her Option so as to place the Grantee in the same

position as nearly as would have been the case had such Shares been subject to such compromise or arrangement. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date when the proposed compromise or arrangement becomes effective.

13. LAPSE OF OPTION

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (a) the expiry of the periods or dates referred to in paragraphs 6 and 12; and
- (b) the date on which a breach of the provision of restriction on transfer and assignment of an Option referred to in paragraph 11 is committed.

14. REORGANIZATION OF CAPITAL STRUCTURE

In the event of a capitalization issue of profits or reserves, rights issue, consolidation, subdivision or reduction of capital of the Company (other than an issue of Shares as consideration in respect of a transaction to which the Company is a party), such corresponding adjustments (if any) shall be made in:

- (a) the number of Shares subject to the Options so far as unexercised; and/or
- (b) the Subscription Price; and/or
- (c) the maximum number of Shares referred to in paragraphs 3 and 4,

as an independent financial adviser or the auditors of the Company shall certify in writing to the Board to be in their opinion fair and reasonable, provided that any adjustments shall be made on the basis that the proportion of the issued share capital of the Company to which a Grantee is entitled after such adjustments shall remain the same as that to which he was entitled before such adjustments and no such adjustments shall be made the effect of which would be to enable any Share to be issued at less than its nominal value and no such adjustments will be required in circumstances where there is an issue of Shares or other securities of the Group as consideration in a transaction. In addition, in respect of any such adjustments as provided in this paragraph 14, other than any made on a capitalization issue, the independent financial adviser or auditors of the Company must confirm in writing to the Directors that the adjustments satisfy the requirements of the relevant provision of the Listing Rules.

15. CANCELLATION OF OPTIONS

Any cancellation of Options granted but not exercised shall require approval of the Board. Cancelled Options may be re-issued after such cancellation has been approved, provided that re-issued Options shall only be granted in compliance with the terms of the New Share Option Scheme and the Listing Rules. Where the Company cancels Options and issues new ones to the same Grantee, the issue of such new Options may only be made under a scheme with available unissued Options (excluding the cancelled Options) within the limit approved by Shareholders as mentioned in paragraph 3. For the avoidance of doubt, Options which have been exercised shall not be included as cancelled Options.

16. TERMINATION OF THE NEW SHARE OPTION SCHEME

The Company may by resolution in general meeting at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered but the provisions of the New Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the New Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

17. ALTERATION OF THE NEW SHARE OPTION SCHEME

(17.1) The New Share Option Scheme may be altered in any aspect by resolution of the Board except that:

- (a) the terms and conditions of the New Share Option Scheme relating to the matters set out in Rule 17.03 of the Listing Rules shall not be altered to the advantage of Grantees of the Options except with the prior approval of the Shareholders in general meeting;
- (b) any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme; and
- (c) any change to the authority of the Directors in relation to any alteration to the terms of the New Share Option Scheme must be approved by the Shareholders in general meeting.

(17.2) The amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules.

18. RESTRICTION ON THE TIME OF GRANT OF OPTIONS

A grant of Options shall not be made after inside information has come to the knowledge of the Company until (and including) the trading day after it has announced the information pursuant to the requirements of the Listing Rules and the Inside Information Provisions of Part XIVA of the SFO. In particular, the Company shall not grant any Option during the period commencing one month immediately before the earlier of:

- (a) the date of the Board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

- (b) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, and where an Option is granted to a Director:–
- (i) no Options shall be granted during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (ii) no Options shall be granted during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

NOTICE OF AGM

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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 IS HEREBY GIVEN that an annual general meeting of China Properties Investment Holdings Limited (the “**Company**”) will be held at Plaza 1-2, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 2 September 2021 at 10:00 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 March 2021;
2. To re-elect Mr. Han Wei as an executive director of the Company;
3. To re-elect Mr. Liang Kuo-Chieh as an independent non-executive director of the Company;
4. To re-elect Mr. Tang Yiu Kay as an independent non-executive director of the Company;
5. To authorize the board of directors to appoint directors, as and when the board of directors considers necessary and appropriate, either to fill a casual vacancy on the board of directors or as an addition to the existing board of directors;
6. To authorize the board of directors to fix the respective directors’ remuneration;
7. To reappoint McM (HK) CPA Limited as the auditor of the Company and to authorise the board of directors to fix the remuneration;
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

* for identification purposes only

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“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
 - (iii) the exercise of options under share option scheme(s) of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

shall not exceed 20% of the number of shares of the Company in issue as at the date of passing of the said resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and

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- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

- 9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Future Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, the “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”;

- 10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

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“**THAT** conditional upon the passing of resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of issued shares repurchased by the Company pursuant to the general mandate referred to in the resolution set out in item 9 of the Notice, provided that such number shall not exceed 10% of the number of the shares of the Company in issue as at the date of passing of this resolution.”;

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares to be issued pursuant to the exercise of any options granted under the new share option scheme of the Company (the “**New Share Option Scheme**”, a copy of which marked “A” is produced to the meeting and for the purposes of identification signed by the Chairman thereof), the New Share Option Scheme be and is hereby approved and adopted and with effect from the date of the New Share Option Scheme becoming unconditional and coming into effect, the Company’s existing share option scheme adopted on 16 December 2011 be terminated and the board of directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation:

- (a) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares of the Company;
- (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
- (c) to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme, provided always that the total number of shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the issued share capital of the Company as at the date of passing this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the New Share Option Scheme, and provided also that the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time;

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- (d) to make applications at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.”.

By order of the Board

Han Wei

Chairman

Hong Kong, 30 July 2021

Notes:

1. Considering the outbreak of the coronavirus (COVID-19), certain measures will be implemented at the annual general meeting with a view to addressing the risk to attendees of infection, including, without limitation, (i) all attendees being required to (a) undergo compulsory body temperature check; and (b) wear surgical masks prior to admission to the annual general meeting venue; (ii) attendees who are subject to health quarantine prescribed by the HKSAR Government not being admitted to the annual general meeting venue; (iii) all attendees being required to wear surgical masks throughout the annual general meeting; and (iv) no refreshment packs or coffee/tea being provided. The Company reminds attendees that they should carefully consider the risks of attending the annual general meeting, taking into account their own personal circumstances.

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the annual general meeting.

2. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member 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, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at 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 meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

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. Tang Yiu Kay, Ms. Cao Jie Min and Mr. Liang Kuo-Chieh.