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CHINA PROPERTIES GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1838)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of China Properties Group Limited (the “**Company**”) will be held at 14th Floor, Wheelock House, 20 Pedder Street, Central, Hong Kong at 10:00 a.m. on Friday, 16 March 2012 for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT:

- (a) the subscription agreement dated 27 January 2012 entered into between the Company and the Subscriber in relation to the subscription of the Convertible Note in the principal amount of HK\$500 million in cash (the “**Convertible Note**”) (as amended by a supplemental agreement dated 21 February 2012, a copy of which is marked “A” and tabled before the meeting for identification purpose) (the “**Subscription Agreement**”) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the Convertible Note and the allotment and issue of the shares of HK\$0.10 each in the capital of the Company upon the exercise of the conversion rights attaching to the Convertible Note (the “**Conversion Shares**”) be and are hereby approved and the Directors of the Company be and are hereby authorised to allot and issue the Conversion Shares pursuant to and in accordance with the Subscription Agreement and the Convertible Note;
- (c) in the case that all or part of the Convertible Note is transferred or assigned to Mr. Wong Sai Chung or any of his associates and upon the exercise of the conversion rights attaching thereto, the allotment of the Conversion Shares to any of them be and is hereby approved; and

- (d) the Directors (other than Dr. Wang Shih Chang, George and Mr. Wong Sai Chung) be and are hereby authorised to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to (i) the entering into of the Subscription Agreement, (ii) the issue of the Convertible Note and the allotment and issue of the Conversion Shares upon the exercise of the conversion rights attaching to the Convertible Note and (iii) in the case that all or part of the Convertible Note is transferred or assigned to Mr. Wong Sai Chung or any of his associates, the allotment and issue of the Conversion Shares to Mr. Wong Sai Chung or his relevant associates (as the case maybe) upon the exercise of the conversion rights attaching thereto.”

By Order of the Board
CHINA PROPERTIES GROUP LIMITED
Dr. Wang Shih Chang, George
Chairman

Hong Kong, 29 February 2012

Notes:

1. A member of the Company entitled to attend and vote at the meeting or any adjourned meeting thereof convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the proxy form shall not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any shares of the Company, any one of such joint holders may vote either in person or by proxy in respect of such shares of the Company as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. As at the date of this notice, the board of directors of the Company comprises Dr. Wang Shih Chang, George, Mr. Wong Sai Chung and Mr. Xu Li Chang as executive Directors, Mr. Kwan Kai Cheong as non-executive Director and Mr. Warren Talbot Beckwith, Mr. Luk Koon Hoo, Mr. Garry Alides Willinge, Mr. Cheng Chaun Kwan, Michael and Mr. Wu Zhi Gao as independent non-executive Directors.