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## **CHINA INVESTMENTS HOLDINGS LIMITED**

**中國興業控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 132)**

### **NOTICE OF THE FIRST SPECIAL GENERAL MEETING OF 2019**

**NOTICE IS HEREBY GIVEN THAT** the first special general meeting of 2019 of China Investments Holdings Limited (the “**Company**”) will be held at Luxembourg Room, 3rd Floor, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 23 May 2019 at 10:40 a.m. (or such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same date and at the same place, whichever is later) to consider and if thought fit, pass with or without amendment the following resolutions as ordinary resolutions of the Company:-

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the four land use right lease agreements (the “**Land Use Right Lease Agreements**”, copies of which have been produced before the meeting marked “A”, “B”, “C” and “D” respectively and initialed by the chairman of the meeting for identification purpose) dated 7 March 2019 entered into by 廣東中岩泰科建設有限公司 (Guangdong Sino Rock Tyco Construction Co., Ltd.\*), a subsidiary of the Company (“**Sino Rock Tyco**”) and 佛山市南海區丹灶鎮土地資源開發公司 (Foshan City Nanhai District Danzao Town Land Resources Development Ltd.\*) (the “**Landlord**”) in relation to the acquisition by Sino Rock Tyco of the unencumbered land use rights for 12 land parcels situated at 中國佛山市南海區丹灶鎮丹灶物流中心 (Danzao Logistics Centre, Danzao Town, Nanhai District, Foshan City, the PRC\*) with an aggregate rental area of approximately 466,367.8 m<sup>2</sup> for terms ranging from approximately 32 to 34 years for an aggregate rents and management fees of approximately RMB1,049,932,660 to be paid over the course of the respective lease term and all such acts and things as may be necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the transactions by the Company and any of its subsidiaries contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) any one or more director of the Company (the “**Director(s)**”) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where application) in which he/she/they consider(s) necessary, desirable or expedient to give effect to the Land Use Right Lease Agreements and the transactions contemplated thereunder and to agree with such variation, amendment or waiver, as in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

2. “**THAT:**

(a) the acquisition agreement (the “**Acquisition Agreement**”, a copy of which has been produced before the meeting marked “**E**” and initialed by the chairman of the meeting for identification purpose) dated 7 March 2019 entered into among Sino Rock Tyco, 佛山市南海區丹灶仙湖灣商業廣場開發有限公司 (Foshan City Nanhai District Danzao Xianhuwan Commercial Plaza Development Co., Ltd.\*) (the “**Vendor**”) and 黃培佳(Huang Peijia\*) (the “**Guarantor**”), in relation to the acquisition of 100% equity interest in 佛山市仙湖灣置業有限公司 (Foshan City Xianhuwan Development Co., Ltd.\*) for a consideration of RMB185,000,000 and all such acts and things as may be necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the transactions by the Company and any of its subsidiaries contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where application) in which he/she/they consider(s) necessary, desirable or expedient to give effect to the Acquisition Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver, as in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

On behalf of  
**China Investments Holdings Limited**  
**HE Xiangming**  
*Chairman*

Hong Kong, 25 April 2019

*Head Office and Principal Place of Business:*

Unit 501, Wing On Plaza,  
62 Mody Road, Tsimshatsui,  
Kowloon, Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
2. 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 lodged with the principal place of business of the Company at Unit 501, Wing On Plaza, 62 Mody Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude any member from attending and voting at the meeting if the member so wishes and in such event, the proxy form shall be deemed to be revoked.
3. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, the vote of the such holder so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.

*As at the date of this announcement, the Board consists of five executive Directors, namely Mr. HE Xiangming (Chairman), Mr. LIN Pingwu (Managing Director), Mr. YOU Guang Wu (Director), Mr. HUANG Zhihe (Deputy Managing Director) and Ms. WANG Xin (Deputy Managing Director) and three independent non-executive Directors, namely Mr. CHAN Kwok Wai, Mr. CHEN Da Cheng and Mr. DENG Hong Ping.*

*\* For identification purpose only*