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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 SECOND SPECIAL GENERAL MEETING OF 2019

NOTICE IS HEREBY GIVEN THAT the second special general meeting (the “**Second SGM**”) 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 10:50 a.m. (or such time immediately following the conclusion (or adjournment) of the first special general meeting of 2019 of the Company to be held on the same day, and at the same place, whichever is later) to consider and if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:–

ORDINARY RESOLUTIONS

“THAT:

- (a) the extension deed (the “**Extension Deed**”, a copy of which has been produced before the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) dated 12 March 2019 entered into between the Company and Prize Rich Inc. (“**Prize Rich**”) in relation to the extension of maturity date of the outstanding convertible bonds in the principal amount of HK\$166,232,000 (the “**Convertible Bonds**”) by 5 years from 13 October 2019 to 13 October 2024 (the “**Extension**”) be and is hereby approved, confirmed and ratified;
- (b) subject to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) approving the Extension, the board of directors of the Company be and is hereby granted a specific mandate to allot and issue new shares of HK\$0.10 each in the share capital of the Company (the “**Conversion Shares**”) upon exercise of the conversion rights attaching to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds (as revised by the Extension) ; and

- (c) any director of the Company (the “**Director**”), or if affixation of the common seal is necessary, any two Directors or any one Director and the secretary of the Company, be and is/are hereby authorised for and on behalf of the Company to execute all such documents and agreements and do all such acts and things, including but without limitation to the execution of all such documents under common seal where applicable, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Extension or the Extension Deed and all matters incidental thereto or in connection therewith.”

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