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表格甲

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**Provisional allotment letter no.**  
**暫定配額通知書編號**

## IMPORTANT 重要提示

THIS PROVISIONAL ALLOTMENT LETTER ("PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON FRIDAY, 14 SEPTEMBER 2012 (OR SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER" OVERLEAF).

本寫定配額通知書(「本寫定配額通知書」)具有價值及可轉讓,並請即處理。本寫定配額通知書所載之要約於二零一二年九月十四日(星期五)下午四時正(或受天氣之影響)一段所述之有關後時間及/或日期)結束。

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR PROFESSIONAL ADVISER.

閣下如對本寫定配額通知書或應採取之行動有任何疑問,應諮詢閣下之持牌證券交易商或註冊證券行、銀行經理、律師、專業會計師或其他專業顧問。

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 Capitalised terms used herein have the same meanings as those defined in the prospectus issued by Capital Properties Investment Holdings Limited dated 31 August 2012 (the "Prospectus") unless the context otherwise requires.  
 除非文義另有指明，否則本文件所載之詞與中國置業投資控股有限公司所刊日期為二零一二年八月三十一日之章程（「章程」）所界定者具有相同涵義。

Declarations in the Shares and the Rights Shares in their nil-paid form and full-paid form may be settled through CCASS and you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份以及未繳款及繳足股款股份股份之買賣可透過中央結算系統進行交易。閣下應諮詢閣下之專業顧問或其他專業顧問有關該等交易安排之詳情，以及有關安排對閣下之權利及權益可能構成之影響。

Subject to the granting of listing of, and permission to deal in, the Rights Shares in both their nil-paid and full-paid forms to the Stock Exchange, the Rights Shares in both their nil-paid and full-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and full-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

Subject to the granting of listing of, and permission to deal in, the Rights Shares in both their nil-paid and full-paid forms to the Stock Exchange, the Rights Shares in both their nil-paid and full-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and full-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

Operational Procedures in effect from time to time.

copy each of the Prospective Documents pursuant to paragraph headed "Delivery of the Register of Companies in Appendix II to the Prospectus," which documents are required to be filed with the Securities and Futures Commission of Hong Kong, the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda take no responsibility as to the contents of any of the documents referred to above.

如閣下欲行使閣下之權利以認購本公司之任何股份，閣下須向本公司註冊辦事處或香港公司註冊處支付一按所附之支票，隨已簽署之認購表格及342C號之規定通知本公司註冊辦事處。各附錄之認購表格之副本將與通知表格一併送交香港公司註冊處存查。香港證券及期貨事務監察委員會及香港公司註冊處及香港公司註冊處之網頁上登載有關本公司之資料，閣下可查閱該等資料。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Company's Branch Registrar, Tricor Securities Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Friday, 14 September 2012. All remittances must be made by cheque or banker's cashier order in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "CHINA PROPERTIES DEVELOPMENT LIMITED".

閣下須將行使之權利之總數與認購表格內註明之股份數目相符合。閣下必須填妥於二零一二年九月十四日(星期五)下午四時正印就之支票或銀行匯票表格內之指示，將指定金額匯交或寄交本公司之股份過戶登記處卓佳秘書商務有限公司，地址為香港皇后大道東28號26樓或本公司之26樓。所有股份均須以港元或支票或銀行匯票支付，而有關認購之支票或銀行匯票則以香港元持牌銀行之正印支票或銀行匯票支付。註明抬頭人為「CHINA PROPERTIES INVESTMENT HOLDINGS LIMITED」。RIGHTS ISSUE



**CHINA PROPERTIES INVESTMENT HOLDINGS LIMITED**  
**中國置業投資控股有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
*(於百慕達註冊成立之有限公司)*  
 (Stock code: 736)  
 (股份代號：736)

Branch share registrar in Hong Kong  
香港股份過戶登記分處  
**Tricor Secretaries Limited**  
26th Floor  
Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong  
卓佳秘書商務有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心  
26樓

Head office and principal place of business:  
總辦事處及主要營業地點：  
Room 2001, 20/F  
Lippo Centre, Tower Two  
89 Queensway Road  
Hong Kong  
香港  
金鐘道89號  
力寶中心2座  
20樓2001室

Registered office:  
註冊辦事處：  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

31 August 2012  
二零一二年八月三十一日

**RIGHTS ISSUE OF 147,305,164 RIGHTS SHARES  
AT HK\$0.068 EACH ON THE BASIS OF ONE RIGHTS SHARE  
FOR EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE**  
按於記錄日期每持有兩股現有股份可獲發一股供股股份之基準  
以每股0.068港元之價格供股發行147,305,164股供股股份

**PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M.  
ON FRIDAY, 14 SEPTEMBER 2012**  
**股款須於接納時(最遲於二零一二年九月十四日(星期五)下午四時正)繳足**

# PROVISIONAL ALLOTMENT LETTER

## 暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s)  
合資格股東姓名及地址

Number of Shares registered in your name(s) on Thursday, 30 August 2012:  
於二零一二年八月三十日(星期四)登記於閣下名下之股份數目:

Box A  
田煙

Box B  
乙、櫻

Box C  
丙欄  
HK\$ 港元

Contact telephone no.: \_\_\_\_\_  
聯絡電話: \_\_\_\_\_

Dealings in the Rights Shares in their nil-paid form will take place from Tuesday, 4 September 2012 to Tuesday, 11 September 2012 (both days inclusive). If the condition of the Rights Issue is not fulfilled on or before Monday, 17 September 2012 (or such later time and/or date as the Company and United Simen Securities Limited may determine in writing), the Rights Issue will not proceed.

未繳股款供股份將於二零一二年九月四日(星期二)至二零一二年九月十一日(星期二)(包括該兩日)期間買賣。倘供股之條件未能於二零一二年九月十七日(星期一)或之前(或本公司與天行證券合營有限公司可經書面協定之較後時間及/或日期)獲達成,則供股將不會進行。

Any persons contemplating buying or selling Shares from now up to the date on which the condition of the Rights Issue is fulfilled, and any dealings in the Rights Shares in their nil-paid form between Tuesday, 4 September 2012 and Tuesday, 11 September 2012 (both days inclusive), bear the risk that the Rights Issue may not become unconditional and/or may not proceed.

任何擬於即日起至公佈條件獲全面達成當日(即開關買賣未繳股款股份之日)止,以及任何於二零一二年九月四日(星期二)起至二零一二年九月十一日(星期二)(包括首尾兩日)止期間買賣未繳股款股份的人士,均須承擔股份或未能成為無條件及/或不一定進行之風險。

Any Shareholders or other persons contemplating dealing in the Shares or nil-paid Rights Shares are recommended to consult their own professional adviser.  
任何有意買賣股份或未繳股款供股股份之股東或其他人士務請諮詢彼等本身之專業顧問。

It should be noted that the Underwriting Agreement contains provisions granting United Simsen Securities Limited the right to terminate the Underwriting Agreement on the occurrence of certain events, which have been set out in the paragraph headed "Termination of the Underwriting Agreement" under the section headed "Underwriting Agreement" in the "Letter from the Board" of the Prospectus. If the Underwriting Agreement is terminated by United Simsen Securities Limited or does not become unconditional, the Rights Issue will not proceed.

- \* For identification purpose only
- \* 僅供識別



## CHINA PROPERTIES INVESTMENT HOLDINGS LIMITED

### 中國置業投資控股有限公司\*

(於百慕達註冊成立之有限公司)

(股份代號：736)

敬啟者：

#### 緒言

根據本暫定配額通知書隨附的章程所載條款，董事按二零一二年八月三十日(星期四)登記於閣下名下之每持有兩股現有股份可獲發一股供股股份為基準，已暫定向閣下配發供股股份。閣下於二零一二年八月三十日所持股份數目載於甲欄，而暫定配發予閣下之供股股份數目則載於乙欄。除非文義另有所指，否則本表格所使用之詞彙與章程所界定者具相同涵義。

供股股份一經配發、發行及繳足股款，將在各方面與配發供股股份當日之現有已發行股份享有同等地位。該等供股股份之持有人將有權收取於配發及發行供股股份日期後所宣派之一切未來股息及分派。

章程及有關申請表格並無及將不會根據香港及百慕達以外任何司法權區之任何適用證券法例或同等法例登記或存檔。

並無於香港以外任何地區或司法權區就准許提呈發售供股股份或派發章程或任何有關申請表格採取任何行動。因此，於香港以外任何地區或司法權區接獲章程或任何有關申請表格副本之任何人士，不可將其視作申請認購供股股份之要約或邀請，惟於有關司法權區內可毋須遵守任何登記手續或其他法律或監管規定即可合法提出要約或邀請除外。

在香港以外地區接獲章程或任何有關申請表格副本之任何人士(包括但不限於代名人、代理及受託人)如欲承購章程項下供股股份，有責任自行全面遵守有關地區之法律，包括遵守該地區或司法權區可能規定之任何其他正式手續而取得政府或其他同意，以及在該等地區或司法權區支付就此所需之任何稅項、關稅及其他款項。任何人士作出之任何接納，將被視為構成該名人士就已遵守該等當地法律及規定向本公司作出之聲明及保證。如閣下對本身情況有任何疑問，應諮詢閣下之專業顧問。

#### 申請及付款手續

閣下如欲承購全數暫定配額，則須不遲於二零一二年九月十四日(星期五)下午四時正(或在惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後時間及/或日期)，將整份暫定配額通知書連同丙欄所載接納時應付之全數股款送達股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元支付。支票須由香港持牌銀行賬戶開出，而銀行本票則須由香港持牌銀行發出，並須以「只准入抬頭人賬戶」劃線方式開出，註明抬頭人為「**China Properties Investment Holdings Limited – Rights Issue Account**」。有關付款將構成接納本暫定配額通知書及章程之條款，並受本公司之組織章程大綱及公司細則所規限。於申請時收取之股款將不會獲發收據。獲接納申請之任何供股股份之股票將於二零一二年九月二十四日(星期一)或之前按背頁所示地址以平郵方式寄發予合資格股東(倘為聯名合資格股東，則為名列首位之合資格股東)，郵誤風險概由彼等自行承擔。

謹請注意，除非本暫定配額通知書連同丙欄所示之適當股款已如上文所述不遲於二零一二年九月十四日(星期五)下午四時正(或在惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後時間及/或日期)交回，否則將被視作放棄本暫定配額通知書及一切有關權利，而有關供股股份將會被註銷。即使按上述規定交回之暫定配額通知書並未有關指示填妥，本公司可(全權酌情決定但並無責任)將其視為有效，並對遞交表格之人士及其代表具約束力。本公司可要求有關未填妥之暫定配額通知書申請人於稍後填妥有關表格。

#### 申購額外供股股份

合資格股東有權申請認購任何未售出之非合資格股東配額(如有)、任何因集集零碎供股股份產生之未售出供股股份以及任何暫定配發予合資格股東但不獲其接納之供股股份。

章程隨附額外供股股份之額外申請表格(「額外申請表格」)，閣下如欲申請額外供股股份，則須不遲於二零一二年九月十四日(星期五)下午四時正，按照表格印備之指示填妥及簽署有關表格，連同就所申請之額外供股股份獨立支付之全數股款一併交回股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元支付，支票須由香港之持牌銀行賬戶開出，而銀行本票則須由香港持牌銀行發出，以「只准入抬頭人賬戶」劃線方式開出，註明抬頭人為「**China Properties Investment Holdings Limited – Excess Application Account**」。股份過戶登記分處將知會合資格股東任何獲配發之額外供股股份。

#### 轉讓

閣下如欲將全部暫定配發予閣下之供股股份認購權轉讓，須填妥及簽署轉讓及提名表格(表格乙)，並將本暫定配額通知書交予認購權之承讓人或轉讓經手人。其後，承讓人須不遲於二零一二年九月十四日(星期五)下午四時正(或在惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後時間及/或日期)將登記申請表格(表格丙)填妥妥當，然後將整份暫定配額通知書連同丙欄所示須於接納時繳足之全部股款交回股份過戶登記分處卓佳秘書商務有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。謹請注意，閣下轉讓有關供股股份之認購權予承讓人及承讓人於接納有關權利時，均須繳付香港印花稅。

#### 分析

閣下如僅欲接納部分暫定配額或轉讓本通知書所述獲暫定配發可認購供股股份之部分權利，或將閣下之權利轉讓予一位以上之人士，須不遲於二零一二年九月六日(星期四)下午四時三十分將原有暫定配額通知書交出及交回股份過戶登記分處卓佳秘書商務有限公司以供註銷，地址為香港灣仔皇后大道東28號金鐘匯中心26樓，股份過戶登記分處將會註銷原有暫定配額通知書，並按所需數額發出新暫定配額通知書。新暫定配額通知書可於閣下交出原有暫定配額通知書後第二個營業日上午九時正後在卓佳秘書商務有限公司領取。

#### 惡劣天氣之影響

於以下情況下，接納供股股份及支付股款以及申請額外供股股份及支付股款之最後時限將不會生效：倘八號或以上熱帶氣旋警告信號或「黑色」暴雨警告(i)於接納日期在香港當地時間中午十二時正之前生效，但於中午十二時正時後除下，在此情況下，接納供股股份及支付股款以及申請額外供股股份及支付股款之最後時限將順延至同一個營業日下午五時正；或(ii)於接納日期在香港當地時間中午十二時正至下午四時正生效，在此情況下，接納供股股份及支付股款以及申請額外供股股份及支付股款之最後時限將重訂為於上午九時正至下午四時正任何時間並無上述生效警告之下一個營業日下午四時正。

倘接納供股股份及支付股款以及申請額外供股股份及支付股款之最後時限並未於接納日期生效，則本節所述日期或會受到影響。倘預期時間表出現任何變動，本公司將於實際可行情況下盡快作出公佈知會股東。

#### 終止包銷協議

謹請注意，包銷協議載有條文，授予天行聯合證券有限公司於發生若干事件時終止包銷協議之權利，有關事件載於章程「董事會函件」內「包銷協議」一節項下「終止包銷協議」一段。倘包銷協議被天行聯合證券有限公司終止或未能成為無條件，供股將不會進行。

#### 買賣股份及未繳股款供股股份之風險警告

謹請注意，股份已自二零一二年八月二十三日(星期四)起以除權基準買賣。未繳股款供股股份將於二零一二年九月四日(星期二)至二零一二年九月十一日(星期二)(包括首尾兩日)期間進行買賣。倘供股之條件未能於二零一二年九月十七日(星期一)或之前(或本公司與天行聯合證券有限公司可能書面協定之較後時間及/或日期)獲達成，則供股不會進行。

任何擬於現時起至供股條件獲全面達成當日止期間購買或出售股份之人士，以及任何於二零一二年九月四日(星期二)起至二零一二年九月十一日(星期二)(包括首尾兩日)止期間買賣未繳股款供股股份之人士，均須承擔供股或未能成為無條件及/或不一定進行之風險。

有意買賣股份或未繳股款供股股份之股東或其他人士務請諮詢彼等本身之專業顧問。

#### 支票及銀行本票

所有支票及銀行本票將於收訖後過戶，而有關股款所賺取之所有利息(如有)將撥歸本公司所有。填妥並交回本暫定配額通知書及支付申請供股股份股款之支票或銀行本票將構成申請人保證有關支票或銀行本票將於首次過戶時兌現。倘任何支票或銀行本票於首次過戶時未能兌現，則本暫定配額通知書可遭拒絕受理，而在此情況下，閣下之保證配額及其項下所有權利將被視作放棄及予以註銷。

#### 供股股份之股票

預期繳足股款供股股份之股票將於二零一二年九月二十四日(星期一)或之前以平郵方式寄發予有權收取者之登記地址，郵誤風險概由彼等自行承擔。本公司將就配發予申請人之所有供股股份發出一張股票。

#### 一般事項

交回已由應獲發本暫定配額通知書之人士簽署之暫定配額通知書，即為交回上述文件之人士有權處理暫定配額通知書，並有權收取暫定配額分拆函件及/或供股股份之股票之最終憑證。

所有文件(包括應付款項之支票)將以平郵方式寄發予收件人之登記地址，郵誤風險概由彼等自行承擔。

章程所載有關申請供股股份之條款及條件將適用。本暫定配額通知書及任何據此作出之供股股份申請均受香港法例管轄，並按其詮釋。

載有供股詳情之章程於二零一二年九月十四日前一般辦公時間內於股份過戶登記分處卓佳秘書商務有限公司可供查閱，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

此致

列位合資格股東 台照

代表董事會  
中國置業投資控股有限公司  
主席  
徐東  
謹啟

二零一二年八月三十一日

\* 僅供識別

IN THE EVENT OF A TRANSFER OF RIGHTS, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM HONG KONG STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THIS DOCUMENT.

在轉讓權利時，每宗出售及購買均須繳納從價印花稅。餽贈或以出售以外方式轉讓實益擁有之權益亦須繳納從價印花稅。在辦理本文件登記之前，須出示已繳納香港從價印花稅之證明。

Form B  
表格乙

FORM OF TRANSFER AND NOMINATION  
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to the Rights Shares comprised herein)  
(僅供擬將其／彼等於本表格所列供股股份之權利全數轉讓之合資格股東填寫及簽署)

To the Directors  
China Properties Investment Holdings Limited  
致：中國置業投資控股有限公司\*  
列位董事

Dear Sirs and Madams,  
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.  
敬啟者：  
本人／吾等茲將本暫定配額通知書所列本人／吾等可認購供股股份之權利全數轉讓予接納此權利並簽署以下登記申請表格(表格丙)之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署)

Date 日期：二零一二年\_\_\_\_\_, 2012

Note: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.  
附註：轉讓 閣下可認購供股股份之權利須繳納香港印花稅。

Form C  
表格丙

REGISTRATION APPLICATION FORM  
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(僅供承讓認購供股股份權利之人士填寫及簽署)

To the Directors  
China Properties Investment Holdings Limited  
致：中國置業投資控股有限公司\*  
列位董事

Dear Sirs and Madams,  
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s) and I/we agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of continuance and the bye-laws of the Company.  
敬啟者：  
本人／吾等謹請 閣下將表格甲內乙欄所列供股股份數目以本人／吾等名義登記，本人／吾等同意按照本暫定配額通知書及章程所載之條款，並在 貴公司之延續章程大綱及公司細則限制下接納該等供股股份。

Existing Shareholder(s)  
Please mark "X" in this box  
現有股東請於欄內填上「X」號

To be completed in block letters in **ENGLISH**. Joint applicants should give one address only.  
請用**英文**大楷填寫。聯名申請人只須填報一個地址。

Name in English 英文姓名	Family name/Company name姓氏／公司名稱	Other names名字	Name in Chinese 中文姓名
Name continuation and/or names of joint applicants 續姓名及／或聯名申請人姓名 (if required) (如有需要)			
Address (joint applicants should give one address only) 地址(聯名申請人只須填報一個地址)			
Occupation 職業			Telephone no. 電話號碼
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址			Bank account no.銀行戶口號碼
	Account type賬戶類別		For office use only公司專用

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

Date 日期：二零一二年\_\_\_\_\_, 2012

Note: Hong Kong stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Shares.  
附註： 閣下接納可認購供股股份之權利須繳納香港印花稅。

\* 僅供識別