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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CSI Properties Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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資本策略

CSI PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 497)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of CSI Properties Limited to be held at Shop B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on 5 August 2010 at 4:30 p.m. is set out on pages 15 to 19 of this circular. A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible to the Company's Hong Kong branch share registrar at Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting or any adjourned meeting or meetings should you so desire.

5 July 2010

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context otherwise requires:

“Annual General Meeting”	the Annual General Meeting of the Company to be held at Shop B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on 5 August 2010 at 4:30 p.m., or any adjournment thereof
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	CSI Properties Limited, a company incorporated in Bermuda with limited liability whose securities are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	30 June 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general and unconditional mandate to repurchase the fully paid up Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the ordinary resolution in relation thereto

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	share(s) of HK\$0.008 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



資本策略

CSI PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 497)

Non-executive Director:

Mr. Chung Cho Yee, Mico
(Chairman)

Executive Directors:

Mr. Kan Sze Man
Mr. Chow Hou Man
Mr. Wong Chung Kwong

Independent non-executive Directors:

Dato' Wong Sin Just
Dr. Lam Lee G.
Mr. Cheng Yuk Wo

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Principal place of business
in Hong Kong:*

3203, Bank of America Tower
12 Harcourt Road
Central
Hong Kong

5 July 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to (i) the re-election of the Directors; (ii) the granting to the Directors of a general and unconditional mandate to (a) issue Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution; (b) repurchase Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution; and (c) issue further Shares not exceeding the aggregate nominal amount of share capital so repurchased pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely, Mr. Chung Cho Yee, Mico, Mr. Kan Sze Man, Mr. Chow Hou Man, Mr. Wong Chung Kwong, Dato' Wong Sin Just, Dr. Lam Lee G. and Mr. Cheng Yuk Wo.

Pursuant to Bye-law 99(A) of the Bye-laws, at each annual general meeting, one third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office by rotation provided that no Director holding office as Chairman or Managing Director shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Pursuant to Bye-law 102(B) of the Bye-laws, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy or as an addition to the Board but so that the maximum number of Directors so appointed shall not exceed the number determined from time to time by the members in general meeting. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Pursuant to Bye-law 99(A) of the Bye-laws, Mr. Chow Hou Man, Dato' Wong Sin Just and Dr. Lam Lee G. shall retire by rotation. In addition, Mr. Wong Chung Kwong, being a Director appointed by the Board after the annual general meeting of the Company held on 27 August 2009, will hold office only until the Annual General Meeting pursuant to Bye-law 102(B) of the Bye-laws. All of the aforementioned Directors, being eligible, offer themselves for re-election at the Annual General Meeting.

Pursuant to paragraph A.4.3 of the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules, any further appointment of an independent non-executive director in excess of nine years should be subject to a separate resolution to be approved by shareholders. Both Dato' Wong and Dr. Lam have served on the Board as an independent non-executive director for more than nine years. In accordance with Bye-law 99(A) of the Bye-laws, they should retire at the Annual General Meeting. Nevertheless, the Board recommends the Shareholders to vote in favour of the resolutions to re-elect Dato' Wong and Dr. Lam as independent non-executive directors of the Company for a further term of three years because both of them have made valuable contribution to the Company by providing their balanced and objective views to the Board. Neither of them has held any executive or management position in the Group nor have they throughout such period been under the employment of any member of the Group. There is no evidence that the independence of Dato' Wong and Dr.

LETTER FROM THE BOARD

Lam, especially in terms of exercising independent judgment and objective challenges to the management, has been or will be in any way compromised or affected by their length of service to the Company. Besides, each of Dato' Wong and Dr. Lam has provided an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board therefore comes to the view that Dato' Wong and Dr. Lam should both be re-elected for a further term at the Annual General Meeting.

The brief biographical details of the retiring Directors are set out in Appendix I to this circular.

THE REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution subject to the Listing Rules.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement which is set out in Appendix II to this circular.

THE GENERAL MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to issue Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution. Based on 8,163,817,074 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the date of the Annual General Meeting, the Directors will be authorised to issue 1,632,763,414 Shares pursuant to the new general mandate.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and general mandate to issue Shares, an ordinary resolution will also be proposed to authorise Directors to issue further Shares in an amount not exceeding the aggregate nominal amount of the Shares purchased pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting to be held at Shop B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on 5 August 2010 at 4:30 p.m. is set out on pages 15 to 19 of this circular.

In accordance with Rule 13.39(4) of the Listing Rules, the vote of the Shareholders at the Annual General Meeting will be taken by poll.

A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions set out therein and return it to the Company's Hong Kong branch share registrar at Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

RECOMMENDATIONS

The Directors consider that the proposed grant of the general mandate and the Repurchase Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommended all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purposes of giving information with regard to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, 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, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,
For and on behalf of
CSI Properties Limited
Kan Sze Man
Executive Director

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Chow Hou Man, aged 39, Executive Director and Chief Financial Officer of the Company, joined the Group in 2001. He is also a director of certain subsidiaries and associates of the Company. Mr. Chow graduated from the Baptist University in Hong Kong and holds a Master of Business Administration degree from the Hong Kong Polytechnic University. He has over 10 years of financial experience in various companies listed in Hong Kong and overseas and an international firm of certified public accountants. He is a member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Save as disclosed herein, Mr. Chow does not hold any other directorship in any other listed company in the last three years.

Mr. Chow has not entered into any director's service contract with the Company and there is no designated length of service for his appointment. Mr. Chow is not receiving any director's fee for his directorship but is receiving a salary for his position as the Chief Financial Officer of the Group. For the year ended 31 March 2010, Mr. Chow received salaries, bonuses and share-based payment, which was determined by reference to his duties and responsibilities with the Company, amounting to HK\$1,670,948. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

As at the Latest Practicable Date, Mr. Chow had an interest in share options, granted by the Company in 2001 and 2002 respectively, entitling him to subscribe for 5,302,631 Shares at an exercise price of HK\$0.1061 per Share and 19,785,938 Shares at an exercise price of HK\$0.0884 per Share. Save as aforesaid, Mr. Chow does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Chow is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Wong Chung Kwong, aged 59, Executive Director, joined the Group in 2004 as General Manager of the Group's Property Division and is responsible for the property related investments of the Group. He is also a director of certain subsidiaries of the Company. Mr. Wong has been working in the local and mainland real estate markets for about 38 years and has solid experience in properties related projects such as sales and marketing, acquisitions, repositioning and asset management. Before joining the Group, Mr. Wong had worked in property development and management companies in Mainland China and Hong Kong. Save as disclosed herein, Mr. Wong does not hold any other directorship in any other listed company in the last three years.

Mr. Wong has not entered into any director's service contract with the Company and there is no designated length of service for his appointment. Mr. Wong is not receiving any director's fee for his directorship but is receiving a salary for his position as the General Manager of the Group's Property Division. For the year ended 31 March 2010, Mr. Wong received salaries, bonuses and share-based payment, which was determined by reference to his duties and responsibilities with the Company, amounting to HK\$1,382,646. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

As at the Latest Practicable Date, Mr. Wong had an interest in share options, granted by the Company in 2007, entitling him to subscribe for 25,326,000 Shares at an exercise price of HK\$0.3198 per Share. Save as aforesaid, Mr. Wong does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Wong is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

Dato' Wong Sin Just, aged 44, Independent Non-Executive Director, joined the Group in 2001. Dato' Wong possesses over 20 years of accounting, investment banking and venture capital experience. He held senior positions with a number of premier international investment banks prior to joining the Company. Dato' Wong is currently the executive chairman of SBI E2-Capital Asia Securities Pte Ltd. In addition, he is an independent non-executive director of China.com Inc. and China Zenith Chemical Group Limited, the shares of both of which are listed on the Stock Exchange, as well as a non-independent non-executive director of Intelligent Edge Technologies Berhad, which shares are listed on the Malaysia MESDAQ. Dato' Wong was also the executive co-chairman of CIAM Group Limited (formerly E2-Capital (Holdings) Limited) up to May 2008, a non-executive director of Suncorp Technologies Limited up to October 2009 and a non-executive director of China Renji Medical Group Limited up to December 2009, the shares of all of which are listed on the Stock Exchange. Save as disclosed herein, Dato' Wong does not hold any other directorship in any other listed company in the last three years.

Dato' Wong holds a Bachelor degree in Engineering (First Class Honours) from Imperial College, University of London and is an associate of the Institute of Chartered Accountants, England and Wales. He is involved in various social and charitable organisations in Hong Kong and China and is the chairman of the General Donations and Special Events Committee of The Community Chest of Hong Kong.

As at the Latest Practicable Date, Dato' Wong did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Dato' Wong has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Dato' Wong has not entered into any director's service contract with the Company and is receiving a director's fee of HK\$100,000 per annum for his directorship in the Company, which was determined by reference to his duties and responsibilities with the Company. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Dr. Lam Lee G., aged 50, Independent Non-Executive Director, joined the Group in 2001. He holds a Bachelor of Science in Mathematics and Sciences, a Master of Science in Systems Science, and a Master of Business Administration, all from the University of Ottawa in Canada, a Post-graduate Diploma in Public Administration from Carleton University in Canada, a Post-graduate Diploma in English and Hong Kong Law and a Bachelor of Laws (Hons) from Manchester Metropolitan University in the UK, a Postgraduate Certificate in Laws (and has completed the Bar Course) from the City University of Hong Kong, a Master of Laws from the University of Wolverhampton in the UK and a Doctor of Philosophy from the University of Hong Kong. Dr. Lam has over 28 years of multinational general management, corporate governance, investment banking, and direct investment experience. He is Chairman of Monte Jade Science and Technology Association of Hong Kong, and serves as an independent or non-executive director of several publicly-listed companies in the Asia Pacific region. Having served as a Part-time Member of the Central Policy Unit of the Government of Hong Kong for two terms, Dr. Lam is a Member of the Jilin Province Committee of the Chinese People's Political Consultative Committee (CPPCC), a Member of the Hong Kong Institute of Bankers, a Board Member of the East-West Center Foundation, a Member of the Young Presidents' Organization, a Fellow of the Hong Kong Institute of Directors and a Member of its Corporate Governance Committee, a Fellow of the Hong Kong International Arbitration Centre, a Member of the General Council and the Corporate Governance Committee of the Chamber of Hong Kong Listed Companies, and a Visiting Professor at the School of Economics & Management of Tsinghua University in Beijing.

Dr. Lam is an independent non-executive director of Hutchison Harbour Ring Limited, Mingyuan Medicare Development Company Limited, Far East Holdings International Limited, Vongroup Limited, Mei Ah Entertainment Group Limited, Imagi International Holdings Limited (all of which are listed on the main board of the Stock Exchange), China.com Inc. and Finet Group Limited (both are listed on the growth enterprise market of the Stock Exchange), and a non-executive director of Glorious Sun Enterprises Limited and SW Kingsway Capital Holdings Limited (both are listed on the main board of the Stock Exchange). He was an independent non-executive director of Timeless Software Limited (whose shares is listed on the growth enterprise market of the Stock Exchange). Save as disclosed herein, Dr. Lam does not hold any other directorship in any other listed company in the last three years.

As at the Latest Practicable Date, Dr. Lam did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Dr. Lam has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Dr. Lam has not entered into any director's service contract with the Company and is receiving a director's fee of HK\$100,000 per annum for his directorship in the Company, which was determined by reference to his duties and responsibilities with the Company. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor is there anything which needs to be brought to the attention of the Shareholders in connection with the above retiring Directors.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,163,817,074 Shares.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 816,381,707 Shares, representing 10% of the Company's issued share capital as at the Latest Practicable Date, during the period from the passing of the resolution granting the Repurchase Mandate up to the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the applicable laws and requirements of Bermuda to be held, or when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

Whilst the Directors do not presently intend to repurchase any Shares, they believe that it is in the best interests of the Company and its Shareholders to have general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market condition and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchase will be made out of funds legally available for such purpose in accordance with the applicable laws of Bermuda and the memorandum of association of the Company and the Bye-laws.

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 financial statements of the Company contained in its annual report for the year ended 31 March 2010) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

4. DISCLOSURE OF INTEREST

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if it is approved by the Shareholders.

No connected persons of the Company have notified the Company that they have a present intention to sell any Shares held by them to the Company, or they have undertaken not to sell any of the Shares held by them to the Company in the event that the Directors are authorised to exercise the Repurchase Mandate.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

6. EFFECT OF THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, 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.

As at the Latest Practicable Date, Mr. Chung Cho Yee, Mico and his associates held approximately 32.81% of the issued share capital of the Company. In the event that the Directors exercise the power to repurchase Shares in full pursuant to the Repurchase Mandate, (if the present shareholdings remain the same) the shareholding of Mr. Chung Cho Yee, Mico, together with his associates, in the Company will be increased to approximately 36.46% of the issued share capital of the Company and such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no present intention to repurchase Shares to such extent that would give rise to an obligation on the part of Mr. Chung Cho Yee, Mico to make a mandatory offer under the Takeovers Code.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
June	0.228 [#]	0.156
July	0.180	0.120
August	0.305	0.176
September	0.217	0.186
October	0.247	0.195
November	0.255	0.196
December	0.255	0.206
2010		
January	0.241	0.192
February	0.208	0.188
March	0.219	0.200
April	0.216	0.191
May	0.197	0.165
June (up to the Latest Practicable Date)	0.192	0.165

[#] Adjusted to take into account the effect of the rights issue which became unconditional on 7 July 2009.

8. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company whether on the Stock Exchange or otherwise.

9. SHAREHOLDERS' APPROVAL

All the proposed repurchases of the Shares by the Company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval of a particular transaction.

NOTICE OF ANNUAL GENERAL MEETING



資本策略

CSI PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 497)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CSI Properties Limited (the “Company”) will be held at Shop B27, Basement, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on 5 August 2010 at 4:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

AS ORDINARY BUSINESS

- (1) To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2010.
- (2) To declare a final dividend of HK0.5 cent per share for the year ended 31 March 2010.
- (3) To re-elect retiring directors and to authorise the board to fix the directors’ remuneration.
- (4) To re-appoint the auditors and to authorise the board to fix their remuneration.

AS SPECIAL BUSINESS

- (5) To consider and if, thought fit, pass the following resolution as an ordinary resolution of the Company:

“THAT

- (a) subject to paragraph 5(c) below, the exercise by the directors of the Company during the Relevant Period (defined below) of all the powers of the Company to purchase issued shares in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph 5(a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors;
- (c) the aggregate nominal amount of shares which is authorised to be purchased by the directors of the Company pursuant to the approval under paragraph 5(a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this 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 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 law to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

- (6) To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT**

- (a) subject to paragraph 6(c) below, the exercise by the directors of the Company during the Relevant Period (defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph 6(a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph 6(a) above, otherwise than pursuant to a Rights Issue (defined below) or the exercise of subscription rights under any share option scheme or an issue of shares upon the exercise of the subscription rights attached to any existing warrants, bonds, debentures, notes, deeds or other securities which are convertible into shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

(d) for the purpose 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 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 law to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company or, where appropriate, such other securities (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory).”

NOTICE OF ANNUAL GENERAL MEETING

- (7) To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of the ordinary resolutions numbered (5) and (6) above, the general mandate granted to the directors of the Company pursuant to resolution numbered (6) above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to resolution numbered (5) above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board of
CSI Properties Limited
Kan Sze Man
Company Secretary

Hong Kong, 5 July 2010

Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be lodged at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default, the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.

NOTICE OF ANNUAL GENERAL MEETING

- (6) The register of members of the Company will be closed from Monday, 2 August 2010 to Thursday, 5 August 2010 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Friday, 30 July 2010.
- (7) As at the date hereof, the non-executive chairman of the Company is Mr. Chung Cho Yee, Mico, the executive directors of the Company are Mr. Kan Sze Man, Mr. Chow Hou Man and Mr. Wong Chung Kwong, and the independent non-executive directors of the Company are Dato' Wong Sin Just, Dr. Lam Lee G. and Mr. Cheng Yuk Wo.