
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chinese Estates Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



CHINESE ESTATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 127)

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice of Annual General Meeting to be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 27th May, 2009 at 11:00 a.m. is set out on pages 13 to 16 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular for despatch to the Shareholders. 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 printed thereon and return it to the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

27th April, 2009

CONTENTS

	<i>Page</i>
Definitions	ii
Letter from the Board	1
Appendix – Explanatory Statement for the Repurchase Mandate	8
Notice of Annual General Meeting	13

Should there be any discrepancy between English and Chinese versions, the English version shall prevail.

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 JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 27th May, 2009 at 11:00 a.m. or any adjournment thereof (as the case may be), notice of which is set out on pages 13 to 16 of this circular
“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”	Chinese Estates Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which 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 from time to time
“General Mandate”	a general mandate to issue, allot and deal with new shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20th April, 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase issued and fully paid up shares in the share capital of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.10 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 Codes”	the Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent.

LETTER FROM THE BOARD



CHINESE ESTATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 127)

Executive Director:

Joseph Lau, Luen-hung

(Chairman and Chief Executive Officer)

Non-executive Directors:

Lau, Ming-wai

Amy Lau, Yuk-wai

Independent Non-executive Directors:

Chan, Kwok-wai

Phillis Loh, Lai-ping

Ma, Tsz-chun

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Principal Office in Hong Kong:

26th Floor

MassMutual Tower

38 Gloucester Road

Wanchai

Hong Kong

27th April, 2009

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with the notice of the Annual General Meeting as set out on pages 13 to 16 of this circular, and with information regarding certain ordinary resolutions to be proposed at the Annual General Meeting to enable the Shareholders to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

The resolutions include (i) granting of the Repurchase Mandate to the Directors; (ii) granting to the Directors a general and unconditional mandate (a) to issue further 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 relevant resolution and (b) to issue Shares not exceeding the aggregate nominal amount of share capital repurchased pursuant to the Repurchase Mandate; and (iii) approving the re-election of Directors.

GENERAL MANDATE TO REPURCHASE SHARES

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. 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 of the relevant resolution subject to the Listing Rules. The Repurchase Mandate will lapse on the earliest of, the date of the next annual general meeting, or the date by which the next annual general meeting of the Company is required to be held by law and/or the Bye-laws, or the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate which is set out in the appendix to this circular.

GENERAL MANDATE TO ISSUE NEW SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to issue, allot and deal with further 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 relevant resolution.

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

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to Bye-laws 94 and 111 of the Bye-laws, Mr. Lau, Ming-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun will retire from office as Directors at the Annual General Meeting and being eligible, offer themselves for re-election. Details of the Directors who are proposed to be re-elected at the Annual General Meeting are as follows:–

Mr. Lau, Ming-wai

Aged 28, has been an Executive Director of the Company since 15th December, 2006 and was redesignated as a Non-executive Director on 31st October, 2008. He was the chairman of the Company's subsidiary, G-Prop (Holdings) Limited, a company whose shares are listed on the Stock Exchange, for the period from 1st March, 2007 to 31st May, 2007. Mr. Lau holds a Bachelor Degree of Laws from King's College London, a Master Degree of Laws from The London School of Economics and Political Science, and a Doctor Degree of Philosophy in Laws from King's College London, University of London. He previously worked at The Goldman Sachs Group, Inc. and Longview Partners LP, both in London. Mr. Lau is a registered attorney in the State of New York and a CFA (Chartered Financial Analyst) charterholder. He is the son of Mr. Joseph Lau, Luen-hung, the Chairman and Chief Executive Officer of the Company, and the nephew of both Ms. Amy Lau, Yuk-wai and Mr. Thomas Lau, Luen-hung, a Non-executive Director and a substantial shareholder of the Company respectively.

Save as disclosed above, Mr. Lau (i) did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date; (ii) does not hold any other positions with the Company or its subsidiaries and (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

No service contract has been entered into between the Company and Mr. Lau. He was not appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws. Subsequent to the redesignation of Mr. Lau as a Non-executive Director, he is entitled to a director's fee of HK\$200,000 per annum which is determined by the Board subject to annual review with reference to his duties and responsibilities and the prevailing market condition.

LETTER FROM THE BOARD

Mr. Lau is an eligible beneficiary of a discretionary trust which is interested in 230,984,820 Shares as at the Latest Practicable Date. He is also an eligible beneficiary of another discretionary trust which is interested in 1,189,015,448 Shares as at the Latest Practicable Date. Mr. Lau is also the executor of an estate of Ms. Theresa Po, Wing-kam, the late mother of Mr. Lau. A total of 4,000 Shares were held under the estate. Apart from these, Mr. Lau does not have any other interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is nothing required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Lau's re-election.

Ms. Phillis Loh, Lai-ping

Aged 44, has been an Independent Non-executive Director of the Company since 25th January, 2006. She is also a member of the audit committee and remuneration committee of the Company. Ms. Loh holds a degree of Bachelor of Laws and a Postgraduate Certificate in Laws both from The University of Hong Kong. Ms. Loh was a practising solicitor from 1990 to 1997, and has since become a practising barrister-at-law after she was called to the Hong Kong Bar in 1998. She was admitted as a solicitor in Hong Kong (1990) and the United Kingdom (1991), and is also a barrister and solicitor in the Supreme Court of the Australian Capital Territory (since 1991).

No service contract has been entered into between the Company and Ms. Loh. She was not appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws. Ms. Loh is entitled to a director's fee of HK\$200,000 per annum which is determined by the Board subject to annual review with reference to her duties and responsibilities and the prevailing market condition.

Save as disclosed above, Ms. Loh does not hold any other positions with the Company or its subsidiaries. She is not connected and has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Ms. Loh does not have any interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. She did not hold any directorship in listed public companies in the last three years before the Latest Practicable Date.

There is nothing required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Ms. Loh's re-election.

LETTER FROM THE BOARD

Mr. Ma, Tsz-chun

Aged 43, has been an Independent Non-executive Director of the Company since 21st November, 2008. He is also a member of the audit committee and remuneration committee of the Company. Mr. Ma is a Certified Public Accountant (Practising) and has over 21 years of experience in auditing, finance and accounting industry. He is currently the managing director of ACE (CPA) Limited and a director of Sino-Bridge China Consulting Limited. Mr. Ma holds a Master of Science Degree in E-Commerce (Business Programme) and a Master Degree in Business Administration both from The Chinese University of Hong Kong. Mr. Ma is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom, The Hong Kong Institute of Chartered Secretaries in Hong Kong and Hong Kong Institute of Certified Public Accountants in Hong Kong respectively.

Mr. Ma was an independent non-executive director of Asia Aluminum Holdings Limited (“Asia Aluminum”) for the period from 14th June, 2001 to 15th March, 2009. Asia Aluminum is a company incorporated in Bermuda whose shares were previously listed on the Stock Exchange and were subsequently delisted from the Stock Exchange since 24th May, 2006. Asia Aluminum was an investment holding company, holding shares and equity interests in a very substantial group of companies which were engaged in aluminum processing, aluminum extrusion, aluminum rolled products, design, engineering, surface-finish and fabrication services based in China. On 16th March, 2009, Asia Aluminum presented a petition for its winding up to the Court of First Instance of the High Court of The Hong Kong Special Administrative Region (the “Court”) and upon application of Asia Aluminum, the Court ordered the appointment of Mr. Fok Hei Yu and Mr. Roderick John Sutton, both of Ferrier Hodgson Limited as provisional liquidators of Asia Aluminum on the same date. The first hearing date of the winding up petition of Asia Aluminum is 3rd June, 2009. Based on the information published by Asia Aluminum, as of 31st December, 2008, Asia Aluminum’s unaudited consolidated total liabilities amounted to HK\$12,390.5 million.

Apart from Mr. Ma’s past directorship in Asia Aluminum, he did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date.

No service contract has been entered into between the Company and Mr. Ma. He was not appointed for any specified length or proposed length of services with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws. Mr. Ma is entitled to a director’s fee of HK\$200,000 per annum which is determined by the Board subject to annual review with reference to his duties and responsibilities and the prevailing market condition.

LETTER FROM THE BOARD

Mr. Ma does not hold any other positions with the Company or its subsidiaries save as disclosed above. He is not connected and has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Mr. Ma does not have any interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is nothing required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Ma's re-election.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 13 to 16 of this circular. At the Annual General Meeting, in addition to the ordinary business of the meeting, resolutions will be proposed to approve the Repurchase Mandate, the General Mandate, and the extension of the General Mandate to the Shares purchased pursuant to the Repurchase Mandate respectively.

A form of proxy for the Annual General Meeting is enclosed with this circular for despatch to Shareholders. 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 and return it to the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon as soon as practicable but in any event no later than 48 hours before the time for holding the Annual General Meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

The annual report of the Company for the year ended 31st December, 2008 will be despatched to Shareholders on or about 29th April, 2009.

RIGHT TO DEMAND A POLL

Pursuant to Bye-law 75 of the Bye-laws, a resolution put to the vote at the Annual General Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:—

- (a) the chairman of the meeting; or
- (b) at least three members present in person or by proxy for the time being entitled to vote at the meeting; or

LETTER FROM THE BOARD

- (c) any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) a member or members present in person or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

The Company will procure the chairman of the Annual General Meeting to demand for voting by poll at the Annual General Meeting. Computershare Hong Kong Investor Services Limited, the branch registrar and transfer office of the Company in Hong Kong, will serve as the scrutineer for the vote-taking.

RECOMMENDATION

The Directors are of the opinion that proposals regarding the granting of the Repurchase Mandate, the General Mandate, and the extension of the General Mandate to the Shares purchased pursuant to the Repurchase Mandate and re-election of Directors are in the best interests of the Company and recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
Joseph Lau, Luen-hung
Chairman

This Appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide requisite information to all Shareholders for their consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company was 2,037,095,079 Shares of HK\$0.10 each.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 203,709,507 Shares, being 10% of the entire issued share capital of the Company.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as repurchases of Shares may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share, and an ability to do so would give the Company additional flexibility. The Board will review the Share price of the Company and its underlying net asset value regularly and may continue to repurchase its Shares on the Stock Exchange, when the Share price represents a significant discount to its net asset value. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

3. FUNDING OF REPURCHASES

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are repurchased. In accordance with the laws of Bermuda, the Shares so repurchased would be treated as cancelled but the aggregate amount of authorized share capital would not be reduced.

On the basis of the consolidated financial position of the Company as at 31st December, 2008 (being the date to which the latest published audited consolidated financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position and the gearing position of the Company in the event that purchases of all the Shares subject to the Repurchase Mandate were to be carried out in full at any time during the Repurchase Mandate period. No purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company.

4. PRICES OF SHARES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date are as follows:–

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2008	12.54	10.88
May 2008	13.34	12.00
June 2008	13.38	10.60
July 2008	12.30	10.90
August 2008	11.60	10.60
September 2008	10.96	8.49
October 2008	9.50	5.53
November 2008	6.27	4.55
December 2008	9.09	5.43
January 2009	9.99	8.45
February 2009	9.79	7.86
March 2009	9.65	7.95
April 2009 (up to the Latest Practicable Date)	10.20	9.30

5. UNDERTAKING

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

6. THE CODES ON TAKEOVERS AND MERGERS AND SHARE REPURCHASE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, Mr. Joseph Lau, Luen-hung together with his associates (as defined in Takeovers Codes) had deemed interests in the Shares representing approximately 69.70% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding in the Company of Mr. Joseph Lau, Luen-hung together with his associates would be increased to approximately 77.45% of the issued share capital of the Company. The Directors are not aware of such an increase would give rise to any obligation to make a mandatory offer under the Takeovers Codes if the Repurchase Mandate was exercised in full.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of Repurchase Mandate in whole or in substantial part will result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors, however, have no present intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

APPENDIX EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has repurchased a total of 84,788,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:–

Date of Repurchase	Number of Shares Repurchased	Repurchase Price per Share	
		Highest HK\$	Lowest HK\$
05/11/2008	1,293,000	6.04	5.90
06/11/2008	839,000	5.76	5.70
07/11/2008	1,114,000	5.84	5.67
10/11/2008	1,080,000	5.87	5.81
11/11/2008	797,000	5.78	5.68
12/11/2008	1,384,000	5.64	5.35
13/11/2008	886,000	5.32	5.04
14/11/2008	971,000	5.29	5.14
17/11/2008	443,000	5.40	5.25
18/11/2008	940,000	5.22	5.11
19/11/2008	1,067,000	5.19	5.01
20/11/2008	1,974,000	5.13	4.72
21/11/2008	413,000	5.00	4.60
24/11/2008	122,000	4.95	4.88
25/11/2008	569,000	5.08	4.92
26/11/2008	676,000	5.11	4.99
27/11/2008	33,000	5.25	5.25
02/12/2008	71,000	5.74	5.69
03/12/2008	686,000	5.80	5.47
04/12/2008	737,000	5.64	5.49
05/12/2008	587,000	5.99	5.61
08/12/2008	64,000	6.05	5.99
11/12/2008	23,000	6.41	6.38
12/12/2008	1,125,000	6.63	6.28
15/12/2008	932,000	6.80	6.54
16/12/2008	779,000	6.54	6.30
17/12/2008	1,853,000	6.58	6.46
06/01/2009	364,000	9.32	9.12
07/01/2009	926,000	9.42	9.06
08/01/2009	1,112,000	8.99	8.52
09/01/2009	852,000	8.84	8.62
12/01/2009	280,000	8.79	8.73

Date of Repurchase	Number of Shares Repurchased	Repurchase Price per Share	
		Highest HK\$	Lowest HK\$
13/01/2009	790,000	8.86	8.72
14/01/2009	630,000	8.86	8.76
15/01/2009	970,000	8.76	8.61
19/01/2009	471,000	9.30	9.07
20/01/2009	823,000	9.20	9.12
21/01/2009	938,000	9.48	9.20
23/01/2009	445,000	9.65	9.56
29/01/2009	212,000	9.65	9.56
02/02/2009	338,000	9.50	9.34
03/02/2009	516,000	9.66	9.42
04/02/2009	20,000	9.64	9.64
05/02/2009	1,491,000	9.64	9.40
06/02/2009	1,320,000	9.48	9.42
09/02/2009	2,658,000	9.49	9.34
10/02/2009	2,149,000	9.50	9.38
11/02/2009	1,656,000	9.45	9.33
12/02/2009	1,891,000	9.45	9.29
13/02/2009	2,537,000	9.34	9.04
25/03/2009	2,312,000	9.40	9.20
26/03/2009	1,628,000	9.30	9.16
27/03/2009	837,000	9.41	9.29
30/03/2009	1,987,000	9.46	9.20
31/03/2009	1,953,000	9.44	9.29
01/04/2009	761,000	9.45	9.33
02/04/2009	1,278,000	9.63	9.43
03/04/2009	3,719,000	9.67	9.31
06/04/2009	2,791,000	9.55	9.39
07/04/2009	968,500	9.58	9.46
08/04/2009	2,113,500	9.59	9.40
09/04/2009	2,776,000	9.75	9.43
14/04/2009	4,533,500	9.97	9.80
15/04/2009	5,296,000	9.82	9.61
16/04/2009	3,669,000	9.70	9.59
17/04/2009	2,345,500	10.12	9.79
20/04/2009	973,000	10.20	10.00

The Directors considered that the above Shares were purchased at a discount to the net asset value per Share and resulted in an increase in the net asset value per Share then in issue.

NOTICE OF ANNUAL GENERAL MEETING



CHINESE ESTATES HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 127)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Chinese Estates Holdings Limited (the “Company”) will be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 27th May, 2009 at 11:00 a.m. (the “Meeting”) for the following purposes:

As Ordinary Business

1. To receive and consider the audited consolidated Financial Statements, Directors’ Report and Auditors’ Report for the year ended 31st December, 2008.
2. To approve final dividend and special dividend for the year ended 31st December, 2008.
3. To re-elect retiring Directors and to authorise the Directors to fix the remuneration of the Directors.
4. To re-appoint Auditors and to authorise the Directors to fix the remuneration of the Auditors.

As Special Business

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase issued shares of HK\$0.10 each 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;
- (b) the approval in paragraph (a) above 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;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of the shares which are authorised to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) above shall not exceed 10 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 purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law and/or the Company’s Bye-laws to be held; or
- (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 with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to issue, allot 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 (a) above 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 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 granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue, or (ii) the share award scheme or the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company 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” shall have the same meaning as ascribed to it under resolution no. 5(d) as set out in the notice convening this meeting of which this resolution forms part; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT** conditional upon the passing of the resolutions nos. 5 and 6 of the notice convening this meeting, the general mandate granted to the Directors of the Company pursuant to the resolution no. 6 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company purchased by the Company under the authority granted pursuant to the resolution no. 5 of the notice convening this meeting, provided that such amount shall not exceed 10 per cent. 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
Lam, Kwong-wai
Company Secretary

Hong Kong, 27th April, 2009

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of members will be closed from 22nd May, 2009 to 27th May, 2009, both days inclusive. In order to qualify for the recommended final dividend and special dividend and for the purpose of ascertaining the members' entitlement to the attendance of the Meeting, all share transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 21st May, 2009.
2. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more separate proxies to attend and to vote instead of him. A proxy need not be a shareholder of the Company.
3. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's branch registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or at any adjournment thereof).
4. With respect to the resolution no. 5 of this notice, approval is being sought from Shareholders for a general mandate to be given to the Directors to purchase shares of the Company.
5. With respect to the resolutions nos. 6 and 7 of this notice, approval is being sought from Shareholders for general mandates to be given to the Directors to issue, allot and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
6. A circular containing the information with respect to certain resolutions and this notice will be sent to the Shareholders. The annual report of the Company for the year ended 31st December, 2008 will be despatched to Shareholders on or about 29th April, 2009.
7. As at the date hereof, the Board comprised Mr. Joseph Lau, Luen-hung as Executive Director, Mr. Lau, Ming-wai and Ms. Amy Lau, Yuk-wai as Non-executive Directors and Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun as Independent Non-executive Directors.