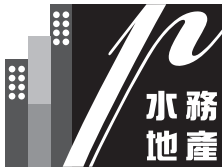


**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Water Property Group Limited (the “Company”), you should at once hand this circular together with the enclosed form of proxy 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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**中國水務地產集團有限公司**  
**CHINA WATER PROPERTY GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2349)**

**(1) PROPOSED CHANGE OF THE COMPANY NAME;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held at Suite 6208, 62nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 1 December 2014 at 11:00 a.m. is set out on pages 5 to 6 of this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

6 November 2014

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## DEFINITIONS

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

“Board”	the board of Directors
“Company”	China Water Property Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the mainboard of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Suite 6208, 62nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 1 December 2014 at 11:00 a.m. for the Shareholders to consider and if thought fit, to approve, among other matters, the Proposed Change of the Company Name
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the name of the Company from “China Water Property Group Limited” to “China City Infrastructure Group Limited” and the proposed change of the Chinese name from “中國水務地產集團有限公司” to “中國城市基礎設施集團有限公司”
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



**中國水務地產集團有限公司**  
**CHINA WATER PROPERTY GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2349)**

*Executive Directors:*

Ms. Wang Wenxia

*(Vice Chairman and Chief Executive Officer)*

Mr. Ren Qian

*Non-executive Directors:*

Mr. Duan Chuan Liang *(Chairman)*

Mr. Zhou Kun

*Independent non-executive Directors:*

Mr. Chan Pok Hiu

Mr. Wong Chi Ming

Mr. Wang Jian

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and principal place  
of business in Hong Kong:*

Suite 6208, 62nd Floor

Central Plaza

18 Harbour Road

Wanchai

Hong Kong

6 November 2014

*To Shareholders*

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF THE COMPANY NAME;  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 28 October 2014 in relation to, among other matters, the Proposed Change of the Company Name. The purpose of this circular is to give you details in respect of, among other matters, the Proposed Change of the Company Name and to give you the notice of EGM in order to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

**PROPOSED CHANGE OF COMPANY NAME**

As disclosed in the announcement of the Company dated 28 October 2014, the Board proposed to change the name of the Company from “China Water Property Group Limited” to “China City Infrastructure Group Limited” and the Chinese name “中國水務地產集團有限公司” to “中國城市基礎設施集團有限公司”, subject to the conditions as set out in the paragraph headed “Conditions of Proposed Change of Company Name” below.

## **LETTER FROM THE BOARD**

### **Conditions of the Proposed Change of Company Name**

The Proposed Change of the Company Name will be subject to the following:

1. the passing of a special resolution by the Shareholders at the forthcoming EGM to approve the Proposed Change of the Company Name; and
2. any necessary approval of the Registrar of Companies in the Cayman Islands in relation to the Proposed Change of the Company Name being obtained.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM. Subject to satisfaction of the conditions set out above, the Proposed Change of the Company Name will take effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Reasons for the Proposed Change of Company Name**

The Group is principally engaged in the businesses of property investment, property development, hotel business and property management. With further development and expansion of the business scope of the Group, and as a natural diversification of existing businesses of the Group, the Board considered that the Proposed Change of Company Name will reflect the future strategy of the Group to develop its infrastructure business, which is related to and complementary with the existing businesses of the Group. In addition, the new name may also refresh the Company's corporate image and identity.

The Board is of the opinion that the Proposed Change of Company Name will benefit the Company's future business development and is in the interests of the Company and the Shareholders as a whole.

### **Effects of the Proposed Change of Company Name**

The Proposed Change of the Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and/or financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, after the Proposed Change of the Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new share certificates bearing the new name of the Company. Once the change of the Company name becomes effective, new share certificates will be issued only in the new name of the Company.

## LETTER FROM THE BOARD

### EGM

Set out on pages 5 to 6 is a notice convening the EGM to be held at Suite 6208, 62nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 1 December 2014 at 11:00 a.m. at which relevant resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Proposed Change of the Company Name and the transactions contemplated thereunder.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) if you so wish and in such event, the form of proxy shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Proposed Change of the Company Name and no Shareholders shall be required to abstain from voting at the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Board considers that the Proposed Change of the Company Name is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution as set out in the notice of EGM.

Yours faithfully  
By order of the Board  
**China Water Property Group Limited**  
**Duan Chuan Liang**  
*Chairman*

## NOTICE OF EGM



# 中國水務地產集團有限公司 CHINA WATER PROPERTY GROUP LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2349)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of the shareholders (the “Shareholder(s)”) of China Water Property Group Limited (the “Company”) will be held at Suite 6208, 62nd Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 1 December 2014 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

### **SPECIAL RESOLUTION**

“**THAT** subject to any necessary approval of the Registrar of Companies in the Cayman Islands in relation to the proposed Change of the Company Name being obtained, the name of the Company be changed from “China Water Property Group Limited” to “China City Infrastructure Group Limited” and the Chinese name “中國水務地產集團有限公司” to “中國城市基礎設施集團有限公司” (the “**Change of the Company Name**”) with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands, and any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he/she may consider necessary or expedient to give effect to the Change of the Company Name and the transactions contemplated thereunder.”

By order of the Board  
**China Water Property Group Limited**  
**Duan Chuan Liang**  
*Chairman*

Hong Kong, 6 November 2014

*Notes:*

1. A member of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares (each a “Share”) of the Company in respect of which each such proxy is so appointed.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the Company’s Hong Kong branch share registrar Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting (or the adjourned meeting, as the case may be).
3. Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.

## NOTICE OF EGM

4. In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the EGM, 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 registered holders be present at the EGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of the Company in respect of the joint holding.
5. Any voting at the EGM shall be taken by poll.