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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)

**COMPLETION OF TOP-UP PLACING
AND
ADJUSTMENT TO CONVERSION PRICE OF THE
CONVERTIBLE BONDS**

The Board is pleased to announce that completion of the Placing and the Subscription took place on 9 April 2010 and 12 April 2010 respectively, in accordance with the terms of the Top-up Placing and Subscription Agreement. An aggregate of 1,386,000,000 Placing Shares have been successfully placed to not less than six placees, who and whose ultimate beneficial owners are Independent Third Parties, at the Placing Price of HK\$0.146 per Placing Share, and an aggregate of 1,386,000,000 Subscription Shares, representing approximately 14.03% of the issued share capital of the Company as enlarged by the Subscription, have been allotted and issued to the Vendors by the Company at the Subscription Price of HK\$0.146 per Subscription Share.

As a result of the Top-up Placing, the conversion price of the BOC Convertible Bonds has been adjusted as disclosed herein.

Reference is made to the announcement of the Company dated 31 March 2010 (the “**Announcement**”) in relation to the Top-up Placing. Capitalised terms used in this announcement have the same meanings as defined in the Announcement unless otherwise stated.

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The changes of the shareholding of the Company as a result of the Top-up Placing are as follows:

	Immediately before the Top-up Placing and as at the date of the Announcement		Immediately after the completion of the Placing but before the Subscription		Immediately after the completion of the Placing and the Subscription	
	Shares	%	Shares	%	Shares	%
Mr. But Ka Wai and his associates (Note 1)	16,664,000	0.20%	16,664,000	0.20%	16,664,000	0.17%
Highest Growth Holdings Limited	846,228,234	9.97%	846,228,234	9.97%	846,228,234	8.57%
Sunshine Capital Investments Group Limited (Note 2)	593,951,105	6.99%	593,951,105	6.99%	593,951,105	6.01%
Vendors:						
Sharp Profit	1,197,000,000	14.10%	133,000,000	1.57%	1,197,000,000	12.12%
China Water Affairs and its associates (excluding Sharp Profit)	787,706,172	9.28%	465,706,172	5.48%	787,706,172	7.98%
Public Shareholders:						
The Places	–	–	1,386,000,000	16.33%	1,386,000,000	14.03%
Other public Shareholders	5,048,470,834	59.46%	5,048,470,834	59.46%	5,048,470,834	51.12%
	<u>8,490,020,345</u>	<u>100.00%</u>	<u>8,490,020,345</u>	<u>100.00%</u>	<u>9,876,020,345</u>	<u>100.00%</u>

Notes:

1. Mr. But Ka Wai is the Chairman and an executive Director of the Company.
2. Ms. Wang Wenxia, the Vice Chairman and an executive Director of the Company, is also the chairman and an executive director of Sunshine Capital Investments Group Limited (previously known as “Prime Investments Holdings Limited”), a listed company in Hong Kong.

ADJUSTMENT TO CONVERSION PRICE OF THE CONVERTIBLE BONDS

The current conversion price of the BOC Convertible Bonds (the 3% convertible bonds in the aggregate principal amounts of HK\$122,000,000 due 2010) is HK\$0.121 per Share and as a result of the Top-up Placing, the conversion price will be adjusted from HK\$0.121 per Share to HK\$0.119 per Share with effect from 12 April 2010.

By the order of the Board
China Water Property Group Limited
Wang Wenxia
Vice Chairman

Hong Kong, 12 April 2010

As at the date of this announcement, the Board comprises Mr. But Ka Wai (Chairman), Ms. Wang Wenxia (Vice Chairman), Mr. But Chai Tong (Vice Chairman), Mr. Sun Zhen Yu and Mr. Ren Qian as executive Directors, Mr. Zhou Kun as non-executive Director and Mr. Chen Ziqiang, Mr. Tam Pei Qiang and Ms. Li Ling as independent non-executive Directors.