

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

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

**vanke** 万科  
萬科置業(海外)有限公司  
**Vanke Property (Overseas) Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 01036)**

**RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF  
ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD  
ON THE RECORD DATE**

**Underwriters of the Rights Issue**  
(in alphabetical order)



**RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that as at 4:00 p.m. on Tuesday, 28 July 2015, being the latest time for acceptance of and payment for Rights Shares and for application and payment for excess Rights Shares, a total of 159 valid acceptances and applications were received for a total of 130,574,655 Rights Shares, which comprise:

- (i) 98 valid acceptances of provisional allotments under the PALs in respect of a total of 117,399,344 Rights Shares, representing approximately 90.42% of the total number of 129,842,644 Rights Shares available under the Rights Issue; and
- (ii) 61 valid applications for excess Rights Shares under the EAFs in respect of a total of 13,175,311 Rights Shares, representing approximately 10.14% of the total number of 129,842,644 Rights Shares available under the Rights Issue.

The aggregate 130,574,655 Rights Shares validly accepted and applied for under the PALs and EAFs represent approximately 100.56% of the total number of 129,842,644 Rights Shares available under the Rights Issue. Accordingly, the Rights issue was oversubscribed by 732,011 Rights Shares, representing approximately 0.56% of the total number of 129,842,644 Rights Shares available under the Rights Issue.

## **UNDERWRITING AGREEMENT**

As all the conditions set out in the Underwriting Agreement have been fulfilled, the Rights Issue and the Underwriting Agreement became unconditional at 5:00 p.m. on 31 July 2015. Given the Rights Issue was oversubscribed, the underwriting obligations of the Underwriters under the Underwriting Agreement have been fully discharged.

## **EXCESS APPLICATIONS**

The Board has resolved to allot and issue a total of 12,443,300 Rights Shares available for excess application, representing approximately 9.58% of the total number of 129,842,644 Rights Shares, on a pro rata basis by reference to the number of excess Rights Shares applied for under each application. No preference was given to topping up odd lots to whole board lots.

## **DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS SHARES**

It is expected that share certificates for all fully-paid Rights Shares in respect of valid acceptances of the Rights Shares on PALs and successful applications for excess Rights Shares will be sent by ordinary post to those entitled thereto on or about 5 August 2015 at their own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares are expected to be sent those entitled thereto on or about 5 August 2015 by ordinary post at their own risk.

## **COMMENCEMENT OF DEALINGS IN THE FULLY-PAID RIGHTS SHARES**

Dealings in fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 6 August 2015.

Reference is made to the announcement of the Company dated 25 June 2015 and the prospectus of the Company dated 14 July 2015 (the “**Prospectus**”) in relation to the Rights Issue. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

## **RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that as at 4:00 p.m. on Tuesday, 28 July 2015, being the latest time for acceptance of and payment for Rights Shares and for applications and payment for excess Rights Shares, a total of 159 valid acceptances and applications were received for a total of 130,574,655 Rights Shares, which comprise:

- (i) 98 valid acceptances of provisional allotments under the PALs in respect of a total of 117,399,344 Rights Shares, representing approximately 90.42% of the total number of 129,842,644 Rights Shares available under the Rights Issue; and
- (ii) 61 valid applications for excess Rights Shares under the EAFs in respect of a total of 13,175,311 Rights Shares, representing approximately 10.14% of the total number of 129,842,644 Rights Shares available under the Rights Issue.

The aggregate 130,574,655 Rights Shares validly accepted and applied for under the PALs and EAFs represent approximately 100.56% of the total number of 129,842,644 Rights Shares available under the Rights Issue. Accordingly, the Rights issue was oversubscribed by 732,011 Rights Shares, representing approximately 0.56% of the total number of 129,842,644 Rights Shares available under the Rights Issue.

## **UNDERWRITING AGREEMENT**

As all the conditions set out in the Underwriting Agreement have been fulfilled, the Rights Issue and the Underwriting Agreement became unconditional at 5:00 p.m. on 31 July 2015. Given the Rights Issue was oversubscribed, the underwriting obligations of the Underwriters under the Underwriting Agreement have been fully discharged.

## **EXCESS APPLICATIONS**

The Board has resolved to allot and issue a total of 12,443,300 Rights Shares available for excess application, representing approximately 9.58% of the total number of 129,842,644 Rights Shares, on a pro rata basis by reference to the number of excess Rights Shares applied for under each application. No preference was given to topping up odd lots to whole board lots.

## SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiry, the shareholding structure of the Company immediately before and after completion of the Rights Issue is as follows:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	Number of Shares	%	Number of Shares	%
<b>Shareholders</b>				
China Vanke ( <i>Note 1</i> )	<u>194,763,966</u>	<u>75.00</u>	<u>292,145,949</u>	<u>75.00</u>
<b>Public Shareholders</b>				
CITIC Securities Company Limited ( <i>Note 2</i> )	24,483,000	9.43	30,080,000	7.72
Underwriters	—	—	—	—
Other public Shareholders ( <i>Note 2</i> )	<u>40,438,322</u>	<u>15.57</u>	<u>67,301,983</u>	<u>17.28</u>
Sub-total of public Shareholders	<u>64,921,322</u>	<u>25.00</u>	<u>97,381,983</u>	<u>25.00</u>
<b>Total</b>	<u><u>259,685,288</u></u>	<u><u>100.00</u></u>	<u><u>389,527,932</u></u>	<u><u>100.00</u></u>

Notes:

- Pursuant to the Irrevocable Undertaking executed by Wkland Investments in favour of the Company and the Underwriters, Wkland Investments subscribed for 97,381,983 Rights Shares in aggregate. Wkland Investments is a direct wholly-owned subsidiary of Wkland Limited. Wkland Limited is a direct wholly-owned subsidiary of Vanke HK. Vanke HK is a direct wholly-owned subsidiary of Shanghai Vanke Real Estate Company Limited. Shanghai Vanke Real Estate Company Limited is a direct wholly-owned subsidiary of Shanghai Vanke Investment and Management Company Limited. Shanghai Vanke Investment and Management Company Limited is a direct wholly-owned subsidiary of China Vanke. Accordingly, China Vanke holds such shares through Wkland Investments as recorded in the Company's register to be kept in accordance with section 336 of the SFO (the "Register").
- Pursuant to the Irrevocable Undertaking executed by CSICM in favour of the Company and the Underwriters, CSICM subscribed for 5,597,000 Rights Shares and procured a subscriber to subscribe for 6,644,500 Rights Shares. CSICM is a direct wholly-owned subsidiary of CITIC Securities International Company Limited, which in turn is a direct wholly-owned subsidiary of CITIC Securities Company Limited. Accordingly, CITIC Securities Company Limited holds such shares through CSICM as recorded in the Register.

## **DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS SHARES**

Share certificates for all fully-paid Rights Shares in respect of valid acceptances of the Rights Shares on PALs and successful applications for excess Rights Shares are expected to be sent by ordinary post to those entitled thereto on or about 5 August 2015 at their own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares are expected to be sent to those entitled thereto on or about 5 August 2015 by ordinary post at their own risk.

## **COMMENCEMENT OF DEALINGS IN THE FULLY-PAID RIGHTS SHARES**

Dealings in fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 6 August 2015.

By order of the Board  
**Vanke Property (Overseas) Limited**  
**Que Dong Wu**  
*Executive Director*

4 August 2015, Hong Kong

*As at the date of this announcement, the directors of the Company are:*

*Executive Directors:*

*Mr. Zhang Xu, Ms. Que Dong Wu*

*Non-Executive Director:*

*Mr. Chan Chi Yu*

*Independent Non-Executive Directors (in alphabetical order):*

*Mr. Chan Wai Hei, William, Ms. Law Chi Yin, Cynthia, Mr. Shium Soon Kong*