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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)

- (1) ELECTIONS AS TO MEANS OF RECEIPT AND LANGUAGE OF CORPORATE COMMUNICATIONS;**
(2) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION; AND
(3) PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Firstly, the Company is making arrangements for Shareholders to elect to receive Corporate Communications (i) in electronic form on the Company's website at www.vankeoverseas.com (where they will continue to be published in both English and Chinese) or in printed form and (ii) if Shareholders elect to receive Corporate Communications in printed form, to elect to receive them in the English language, in the Chinese language or in both languages. The Company is doing this with a view to increasing efficiency, saving costs and protecting the environment.

Secondly, in order to be in line with the recent amendments to the Corporate Governance Code, the Listing Rules and the relevant company laws in the Cayman Islands, the Board proposes to seek approval from the Shareholders to pass special resolutions at the AGM so as to make certain amendments to the Memorandum and Articles of Association and to adopt a set of new Memorandum and Articles of Association incorporating all previous amendments and the amendments to be proposed at the AGM.

ELECTION AS TO MEANS OF RECEIPT AND LANGUAGE OF CORPORATE COMMUNICATIONS

In accordance with Rules 2.07A and 2.07B of the Listing Rules, the following arrangements will be made by the Company:

1. The Company will send a letter to its Shareholders on 8 April 2013 (the “**First Letter**”) together with a reply form with a pre-paid mailing label attached for posting within Hong Kong (the “**Reply Form**”). If the Reply Form is to be returned by post outside Hong Kong, Shareholders must affix the appropriate postage. The First Letter and the Reply Form will be in English and Chinese. The Reply Form will enable Shareholders (i) to elect to receive the Company's future Corporate Communications by

electronic means on the Company's website at www.vankeoverseas.com or in printed form and (ii) if they elect to receive future Corporate Communications in printed form, to elect to receive them in the English language only, in the Chinese language only or in both languages. Corporate Communications will continue to be published on the Company's website in both languages.

The First Letter explains that, if the Company does not receive from a Shareholder a duly completed and signed Reply Form (or another response from a Shareholder indicating that the Shareholder objects to receiving Corporate Communications in electronic form on the Company's website) on or before 6 May 2013, the Shareholder will be deemed, until the Shareholder informs the Company otherwise by reasonable notice in writing at the offices of the Hong Kong Share Registrar, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by email to vankeoverseas.ecom@computershare.com.hk, to have elected to receive all future Corporate Communications in electronic form on the Company's website instead of receiving them in printed form.

2. If a Shareholder has elected in a Reply Form to receive Corporate Communications in printed form, the Company will send Corporate Communications to the Shareholder in the language or languages selected by the Shareholder unless and until the Shareholder notifies the Hong Kong Share Registrar in writing (at the above address) or by email to vankeoverseas.ecom@computershare.com.hk that the Shareholder wishes to receive Corporate Communications in a different language (or, as the case may be, in both languages) or by electronic means on the Company's website.
3. If a Shareholder has elected in a Reply Form or is deemed (because the Shareholder has not sent a Reply Form) to have elected to receive Corporate Communications by electronic means on the Company's website, the Company will notify the Shareholder by post when each Corporate Communication is published on the Company's website. This notification will be sent to the address of the Shareholder which appears in the Company's register of members maintained by the Hong Kong Share Registrar.
4. When each Corporate Communication is sent by the Company in printed form to a Shareholder in accordance with the arrangements described in paragraph 2 above, a letter (the "**Second Letter**") stating that the relevant Corporate Communication in other language is available upon request and a change request form (the "**Change Request Form**") with a pre-paid mailing label attached for posting within Hong Kong will be attached to or printed in the relevant Corporate Communication. If the Change Request Form is to be returned by post outside Hong Kong, Shareholders must affix the appropriate postage. The Second Letter and the Change Request Form will be in English and Chinese. By completing and returning the Change Request Form to the Hong Kong Share Registrar, the Shareholder may elect (i) to receive Corporate Communications in printed form instead of in electronic form on the Company's website (or in electronic form on the Company's website instead of in printed form) or (ii) to change the language in which the Shareholder receives Corporate Communications in printed form.

5. Shareholders may also at any time by reasonable notice in writing to the Company (sent to the Company's Hong Kong Share Registrar at the above address or by email to vankeoverseas.ecom@computershare.com.hk) elect (i) to receive future Corporate Communications in printed form instead of in electronic form on the Company's website (or in electronic form on the Company's website instead of in printed form) or (ii) to change the language in which they receive Corporate Communications in printed form. If any Shareholder who has elected (or is deemed to have elected) to receive Corporate Communications in electronic form on the Company's website for any reason has difficulty in obtaining access to Corporate Communications on the Company's website, the Company will upon request by the Shareholder send Corporate Communications to the Shareholder in printed form free of charge.
6. All Corporate Communications will continue to be available on the Company's website at www.vankeoverseas.com in both English and Chinese and in accessible format. Soft copies in both languages of all Corporate Communications will also be filed with the Stock Exchange on the same day as that on which they are made available to Shareholders (or on such other day as may be required by the Stock Exchange or in order to comply with the Listing Rules) and will be available on the website of the Stock Exchange at www.hkexnews.hk.
7. The Company is providing a hotline service (Tel: (852) 2862 8688) available during business hours (9:00 a.m. to 6:00 p.m., Monday to Friday, excluding public holidays) to enable Shareholders to make enquiries about the arrangements described above.
8. The First Letter and the Second Letter will indicate that Corporate Communications will be available on the Company's website in both English and Chinese and that the hotline service is being provided as described above.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to be in line with the latest version of the Corporate Governance Code, the Listing Rules and the relevant company laws in the Cayman Islands, the Board proposes to seek approval from the Shareholders to pass a special resolution at the AGM so as to make certain amendments to the Memorandum and Articles of Association.

Details of the proposed amendments to the Memorandum and Articles of Association are set out in the circular of the Company which will be despatched to the Shareholders on 8 April 2013.

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to adopt a set of new Memorandum and Articles of Association, incorporating all previous and proposed amendments, in substitution of the existing Memorandum and Articles of Association for future ease of reference. The adoption of the new Memorandum and Articles of Association is subject to the passing of a special resolution at the AGM.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held on Thursday, 23 May 2013
“Board”	the board of directors of the Company
“Company”	Vanke Property (Overseas) Limited, a company incorporated under the laws of the Cayman Islands with limited liability the shares of which are listed on the Stock Exchange
“Corporate Communications”	all documents issued by the Company to holders of its securities for their information or action and including (but not limited to) full and summary annual and interim financial reports (and all reports and accounts contained in them), notices of meetings, listing documents, circulars and forms of proxy
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum and Articles of Association”	the consolidated memorandum of association and articles of association of the Company
“Shareholder”	a holder of shares in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

8 April 2013, 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 Directors:

Mr. Wang Wen Jin, Mr. Chan Chi Yu

Independent Non-Executive Directors (in alphabetical order):

Mr. Chan Wai Hei, William, Mr. Chung Wai Sum, Patrick, Mr. Shium Soon Kong