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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 Vanke Property (Overseas) Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the 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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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)

Website: www.vankeoverseas.com

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Vanke Property (Overseas) Limited to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 23 May 2013 at 10:30 a.m., is set out on pages 20 to 40 of this circular.

Whether or not you intend to attend the said meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

Hong Kong, 8 April 2013

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 23 May 2013 at 10:30 a.m.;
“Articles of Association”	the articles of association of the Company;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“China Vanke”	China Vanke Co., Ltd., a joint stock company incorporated in the PRC and the issued shares of which are listed on the Shenzhen Stock Exchange. China Vanke is the ultimate holding company of the Company;
“Companies Law”/“Law”	the Companies Law (2012 Revision) (Cap. 22) of the Cayman Islands, as amended from time to time;
“Company”	Vanke Property (Overseas) Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules;
“Director(s)”	the Director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	2 April 2013, being the latest practicable date for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;

DEFINITIONS

“Memorandum and Articles of Association”	the consolidated memorandum of association and articles of association of the Company;
“Notice of AGM”	the notice convening the AGM as set out on pages 20 to 40 of this circular;
“PRC”	the People’s Republic of China;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or, if there has been any subsequent sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares in the ordinary share capital of the Company resulting from such sub-division, reduction, consolidation, reclassification or reconstruction;
“Share Issuance Mandate”	the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares up to a maximum of 20% (or such other percentage as may from time to time be specified in the Listing Rules) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Shareholder(s)”	holder(s) of issued Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers, as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Website: www.vankeoverseas.com

Executive Directors:

Mr. Zhang Xu
Ms. Que Dong Wu

Non-Executive Directors:

Mr. Wang Wen Jin
Mr. Chan Chi Yu

Independent Non-Executive Directors:

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

Registered Office:

P.O. Box 309,
Ugland House,
Grand Cayman,
KY1-1104,
Cayman Islands

Place of Business in Hong Kong:

55/F, Bank of China Tower,
No. 1 Garden Road,
Central, Hong Kong

Hong Kong, 8 April 2013

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
PROPOSED AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

By ordinary resolutions of the Shareholders passed on 18 May 2012, general mandates were granted to the Directors (i) to repurchase issued and fully paid up Shares representing up to 10% of the issued share capital of the Company as at 18 May 2012; and (ii) to issue, allot and deal with new Shares not exceeding 20% of the issued share capital of the Company as at 18 May 2012, and to extend such general mandate so granted to the Directors by adding to it the number of any Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at 18 May 2012. These general mandates will expire at the conclusion of this AGM. It is therefore proposed to seek your approval at the AGM to grant fresh general mandates to the Directors to exercise the above powers.

LETTER FROM THE BOARD

The Board also proposes to make amendments to the Memorandum and Articles of Association in order to bring the Memorandum and Articles of Association in line with the latest version of the Corporate Governance Code and the Listing Rules and to update all references of the Companies Law. Furthermore, the Board proposes the Company to adopt a new set of Memorandum and Articles of Association incorporating all previous amendments to the Memorandum and Articles of Association and the amendments to be proposed at the AGM. It is therefore proposed to seek your approval at the AGM for such amendments to the Memorandum and Articles of Association and the adoption of the new Memorandum and Articles of Association.

2. GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM for the grant of a general mandate to the Directors to issue, allot or otherwise deal with additional Shares up to a maximum of 20% (or such other percentage as may from time to time be specified in the Listing Rules) of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution (the “**Share Issuance Mandate**”).

The Share Issuance Mandate is valid 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 any applicable laws or the Articles of Association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in a general meeting.

As at the Latest Practicable Date, the number of Shares in issue was 259,685,288. Accordingly, the exercise of the Share Issuance Mandate in full would enable the Company to issue, allot or otherwise deal with additional 51,937,057 Shares assuming no Shares are issued or repurchased prior to the AGM.

3. GENERAL MANDATE TO REPURCHASE SHARES

Under the Companies Law and the Listing Rules, listed companies are allowed to repurchase their own issued securities. The Articles of Association also enable such securities repurchases to be made. The Directors consider that the power to repurchase Shares increases flexibility in the conduct of the Company’s affairs and is in the interests of the Company and the Shareholders as a whole.

At the AGM, an ordinary resolution will be proposed granting the Directors a general mandate to exercise all powers of the Company to repurchase Shares subject to the Articles of Association, the applicable laws and relevant regulatory requirements (the “**Share Repurchase Mandate**”). Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number of Shares not

LETTER FROM THE BOARD

exceeding 10% of the issued share capital of the Company as at the date of the AGM. An ordinary resolution authorizing the extension of the Share Issuance Mandate to the Directors to issue additional Shares by the number of Shares repurchased (if any) under the Share Repurchase Mandate will be proposed separately.

Appendix I to this circular contains the Explanatory Statement required under the Listing Rules that gives all the information reasonably necessary to enable Shareholders to make an informed decision in connection with your approval of the Share Repurchase Mandate.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Zhang Xu and Ms. Que Dong Wu as executive Directors, Mr. Wang Wen Jin and Mr. Chan Chi Yu as non-executive Directors, and Mr. Chan Wai Hei, William, Mr. Chung Wai Sum, Patrick, and Mr. Shium Soon Kong as independent non-executive Directors.

All Directors were appointed by the Board and took office in July or September 2012 (as the case may be). Pursuant to Article 99 of the Articles of Association, any Director appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, all Directors shall retire from office at the AGM and shall be eligible for re-election.

The Board has received confirmations from Mr. Chan Wai Hei, William, Mr. Chung Wai Sum, Patrick and Mr. Shium Soon Kong regarding their independence. Taking into account the factors set out in Rule 3.13 of the Listing Rules, the Board considers that all the existing independent non-executive Directors continue to be independent. The Board considers that Mr. Chan Wai Hei, William, Mr. Chung Wai Sum, Patrick and Mr. Shium Soon Kong have satisfactorily discharged their duties since their appointment and believes their re-appointment as independent non-executive Directors at the AGM would contribute to the corporate governance matters of the Group.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the Memorandum and Articles of Association so as to bring them in line with the latest version of the Corporate Governance Code, the Listing Rules and the Companies Law. A summary of the proposed amendments are set out in Appendix III to this circular. The full text of the proposed amendments to the Memorandum and Articles of Association is set out in Resolution No. 14 in the Notice of AGM. The proposed amendments are subject to the approval of the Shareholders by way of special resolution at the AGM.

LETTER FROM THE BOARD

6. ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes the Company to adopt a set of new Memorandum and Articles of Association, incorporating all previous amendments to the existing Memorandum and Articles of Association and the amendments to be proposed at the AGM, in substitution of the existing Memorandum and Articles of Association for ease of reference.

Pursuant to the existing Memorandum and Articles of Association, the proposed adoption of the new Memorandum and Articles of Association is subject to the approval of the Shareholders by way of special resolution at the AGM.

7. CLOSURE OF REGISTER OF MEMBER

(a) For determining the entitlement to attend and vote at the AGM

The AGM is scheduled to be held on Thursday, 23 May 2013. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 22 May 2013 to Thursday, 23 May 2013, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 21 May 2013.

(b) For determining the entitlement to the proposed final dividend

The proposed final dividend is subject to the approval of Shareholders at the AGM. For determining the entitlement to the proposed final dividend for the year ended 31 December 2012, the register of members of the Company will also be closed on Wednesday, 29 May 2013, on which no transfer of Shares will be registered. In order to qualify for entitlement to the proposed final dividend, unregistered holders of Shares should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 28 May 2013.

8. ANNUAL GENERAL MEETING

The AGM will be held at 3/F, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 23 May 2013 at 10:30 a.m.. The Notice of AGM is set out on pages 20 to 40 of this circular. Resolutions in respect of the Share Issuance Mandate and Share Repurchase Mandate, re-election of retiring Directors, amendments to the Memorandum and Articles of Association and the adoption of the new Memorandum and Articles of Association as referred to above will be proposed, amongst others, at the AGM.

LETTER FROM THE BOARD

9. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the AGM. Completion and return of the form of proxy will not prevent you from attending and voting at the AGM should you so wish.

10. VOTING BY POLL

According to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll, and hence the chairman of the meeting will demand for a poll for all resolutions put forward at the AGM.

11. RECOMMENDATION

The Directors believe the Share Issuance Mandate and the Share Repurchase Mandate, re-election of retiring Directors, amendments to the Memorandum and Articles of Association and the adoption of new Memorandum and Articles of Association are in the best interests of the Company and Shareholders as a whole, and accordingly recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

12. 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 Company. 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.

By order of the Board
Vanke Property (Overseas) Limited
Zhang Xu
Executive Director

(A) PROPOSED SHARE REPURCHASE MANDATE

It is proposed that the Directors may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as at the date of passing of the resolution to approve the granting to the Directors the Share Repurchase Mandate. As at the Latest Practicable Date, the number of Shares in issue was 259,685,288. Accordingly, the exercise of the Share Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue as at the date of the passing of the resolution to approve the Share Repurchase Mandate) would enable the Company to repurchase 25,968,528 Shares.

(B) REASON FOR REPURCHASES

Repurchases of Shares will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

(C) FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules, the Takeovers Code and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published accounts) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(D) DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as such term is defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries if the Share Repurchase Mandate is granted. No connected persons (as such term is defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries or have undertaken not to sell any of the Shares held by them in the event that the Share Repurchase Mandate is approved by the Shareholders at the AGM.

(E) UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

(F) IMPLICATION UNDER TAKEOVERS CODE AND THE PUBLIC FLOAT REQUIREMENT

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following persons had an interest in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO (the "Register"):

Name of substantial shareholder	Number of interested Shares	Long position/ short position	% of the issued share capital of the Company
China Vanke Co., Ltd.	194,763,966	Long position	75.0% (Note 1)
CITIC Securities Company Limited	23,200,000	Long position	8.93% (Note 2)

Notes:

- (1) As recorded in the Register, China Vanke Co., Ltd. was interested in 194,763,966 Shares held under Wkland Investments Company Limited as at the Latest Practicable Date. Wkland Investments Company Limited is a direct wholly owned subsidiary of Wkland Limited. Wkland Limited is a direct wholly owned subsidiary of Vanke Property (Hong Kong) Company Limited. Vanke Property (Hong Kong) Company Limited 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 Co., Ltd.
- (2) As recorded in the Register, CITIC Securities Company Limited was interested in 23,200,000 Shares as at the Latest Practicable Date, comprising 11,400,000 Shares beneficially owned by Dragon Stream Investment Limited and 11,800,000 Shares deemed to be interested by CSI Capital Management Limited under equity derivative arrangements. Both Dragon Stream Investment Limited and CSI Capital Management Limited are direct wholly owned subsidiaries of CITIC Securities International Company Limited, which in turn is a wholly owned subsidiary of CITIC Securities Company Limited.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Share Repurchase Mandate to be proposed at the AGM, the percentage shareholding of the abovementioned Shareholders in the Company would be increased as follows:

Name of substantial shareholder	Approximate effective interest
China Vanke Co., Ltd.	83.33%
CITIC Securities Company Limited	9.93%

Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 and 32 of the Takeovers Code. The Directors are not aware of any other consequences that would arise under the Takeovers Code as a result of a repurchase pursuant to the Share Repurchase Mandate.

However, a repurchase of the Shares pursuant to the Share Repurchase Mandate may result in the number of Shares held by the public being reduced to less than the prescribed percentage of the Shares (25% as prescribed by Rule 8.08(1)(a) of the Listing Rules) then in issue. In such event, the repurchase cannot be implemented unless waiver is granted by the Stock Exchange from strict compliance requirements regarding the public float under Rule 8.08(1)(a) of the Listing Rules.

(G) SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares in the six months prior to the date of this circular (whether on the Stock Exchange or otherwise).

(H) SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange in each of the previous twelve months before the printing of this circular were as follows:

		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012	April	26.00	19.72
	May	36.50	33.00
	June	33.95	33.35
	July (<i>Note</i>)	35.20	5.65
	August	15.20	5.63
	September	19.66	11.88
	October	14.40	11.06
	November	13.30	11.12
	December	13.30	11.76
	2013	January	17.92
February		17.20	14.70
March		15.68	12.78
April (up to the Latest Practicable Date)		13.00	12.76

Note: On 16 July 2012, the Company effected payment of a special cash dividend and a distribution in specie of shares in a private company to those Shareholders whose names appeared on the register of members as at 13 July 2012.

MR. ZHANG XU

Mr. Zhang Xu, aged 50, was appointed executive Director of the Company in July 2012. He is also a member of the Nomination Committee of the Board.

Mr. Zhang has entered into a letter of appointment with the Company for a term of three years, which may be terminated, by either side, on no less than one month's notice. His directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Zhang is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to his workload and responsibilities with the Company and the Company's remuneration policies.

Mr. Zhang joined China Vanke in November 2002. He is currently a Vice President of China Vanke responsible for investment and operation. Save as disclosed herein, Mr. Zhang does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company, and he has not held any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Mr. Zhang was not interested in any Shares, but Mr. Zhang was interested in 659,039 A shares in the share capital of China Vanke and was also granted 550,000 share options (among which 100,000 share options have become exercisable) to subscribe for A shares in China Vanke.

Mr. Zhang has over 15 years of experience in real estate business. He graduated from Troy State University, United States in June 2001 with a Professional Master of Business Administration.

Save as disclosed above, Mr. Zhang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

MS. QUE DONG WU

Ms. Que Dong Wu, aged 46, was appointed executive Director of the Company in July 2012. She is also a member of the Remuneration Committee of the Board.

Ms. Que has entered into a letter of appointment with the Company for a term of three years, which may be terminated, by either side, on no less than one month's notice. Her directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Que is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to her workload and responsibilities with the Company and the Company's remuneration policies.

Ms. Que joined China Vanke in May 1993 and is currently the Managing Director of the Hong Kong Division of China Vanke responsible for China Vanke's operation in Hong Kong. She is also a member of the Project Approval Decision Committee and the Project Operation

Committee of China Vanke. Save as disclosed herein, Ms. Que does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company, and she has not held any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Ms. Que was not interested in any Shares, but Ms. Que was interested in 1,175,700 A shares in the share capital of China Vanke, and was also granted 750,000 share options (among which 300,000 share options have become exercisable) to subscribe for A shares in China Vanke.

Ms. Que has over 15 years of experience in corporate finance and real estate investment. She graduated from Fudan University, PRC in July 1999 with a Master of Economics.

Save as disclosed above, Ms. Que has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with her re-election.

MR. WANG WEN JIN

Mr. Wang Wen Jin, aged 46, was appointed non-executive Director of the Company in July 2012. He is also a member of the Audit Committee of the Board.

Mr. Wang has entered into a letter of appointment with the Company for an initial term of one year, which may be terminated, by either side, on no less than one month's notice. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wang is currently entitled to an annual remuneration of HK\$150,000 which is determined with reference to his workload and responsibilities with the Company and the Company's remuneration policies.

Mr. Wang joined China Vanke in November 1993 and is currently an Executive Vice President of China Vanke responsible for financial controlling. He is also a member of the Project Approval Decision Committee and the Project Operation Committee of China Vanke. Save as disclosed herein, Mr. Wang does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company, and he has not held any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Mr. Wang was not interested in any Shares, but Mr. Wang was interested in 2,223,591 A shares in the share capital of China Vanke, and was also granted 1,320,000 share options to subscribe for A shares in China Vanke.

Mr. Wang has over 15 years of experience in finance and investment. He graduated from Zhongnan University of Economics (currently known as Zhongnan University of Economics and Law), PRC in June 1994 with a Master of Economics and was certified as a Registered Accountant of the PRC in May 1998.

Save as disclosed above, Mr. Wang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

MR. CHAN CHI YU

Mr. Chan Chi Yu, aged 58, was appointed non-executive Director of the Company in July 2012.

Mr. Chan has entered into a letter of appointment with the Company for an initial term of one year, which may be terminated, by either side, on no less than one month's notice. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Chan is currently entitled to an annual remuneration of HK\$150,000 which is determined with reference to his workload and responsibilities with the Company and the Company's remuneration policies plus allowances for attending meetings.

Mr. Chan was a director of China Vanke from May 1997 to April 2008 and has become a consultant of China Vanke since April 2008. Save as disclosed herein, Mr. Chan does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company, and he has not held any directorship in other listed companies in the past three years.

As at the Latest Practicable Date, Mr. Chan was not interested in any Shares, but Mr. Chan was interested in 500,203 B shares of China Vanke through his 50% shareholding in a controlled corporation.

Mr. Chan has received various training in accounting, business administration, corporate governance and security brokerage. He is a fellow member of The Hong Kong Institute of Directors, a full member of The Hong Kong Management Association and also an affiliated member of The Association of International Accountants.

Save as disclosed above, Mr. Chan has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

MR. CHAN WAI HEI, WILLIAM

Mr. Chan Wai Hei, William, aged 55, was appointed independent non-executive Director of the Company in September 2012. He is also the Chairman of the Audit Committee of the Board and a member of the Remuneration Committee of the Board.

Mr. Chan has entered into a letter of appointment with the Company for an initial term of three years, which may be terminated, by either side, on no less than one month's notice. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Chan is currently entitled to an annual remuneration of HK\$150,000 which is determined with reference to his workload and responsibilities with the Company and the Company's remuneration policies plus allowances for attending meetings.

Mr. Chan does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Chan was not interested in any Shares within the meaning of Part XV of the SFO. He has not held any directorship in other listed companies in the past three years.

Mr. Chan has over 30 years of experience in accounting and finance. He has been working for Messrs. Li, Tang, Chen & Co., Certified Public Accountants (Practicing) since June 1980 and has been admitted as a partner from April 1989. Mr. Chan graduated from Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University) in July 1980 with a Diploma in Accounting. Mr. Chan was the President of The Hong Kong Institute of Accredited Accounting Technicians Limited (which is a wholly-owned subsidiary of the Hong Kong Institute of Certified Public Accountants) from 1992 to 1995. Mr. Chan is currently a fellow member of the Hong Kong Institute of Certified Public Accountants, an associate member of The Institute of Chartered Accountants in England and Wales, a member of The Society of Chinese Accountants and Auditors of Hong Kong, a fellow member of The Chartered Association of Certified Accountants, a fellow member of The Taxation Institute of Hong Kong and a fellow member of The Hong Kong Institute of Directors.

Save as disclosed above, Mr. Chan has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

MR. CHUNG WAI SUM, PATRICK

Mr. Chung Wai Sum, Patrick, aged 64, was appointed independent non-executive Director of the Company in September 2012. He is also the Chairman of the Nomination Committee of the Board and a member of the Audit Committee of the Board.

Mr. Chung has entered into a letter of appointment with the Company for an initial term of three years, which may be terminated, by either side, on no less than one month's notice. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Chung is currently entitled to an annual remuneration of HK\$150,000 which is determined with reference to his workload and responsibilities with the Company and the Company's remuneration policies plus allowances for attending meetings.

Mr. Chung does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, he was interested in 200,000 Shares. He will retire as an executive director and the managing director of HKC (Holdings) Limited (Stock code: 00190) with effect from 1 July 2013. Save as disclosed herein, Mr. Chung has not held any directorship in any other listed companies in the past three years.

Mr. Chung has over 30 years of experience in real estate development. He joined CITIC Pacific Limited (Stock code: 00267) in 1992 and was an executive director responsible for CITIC Pacific Limited's property, environmental and infrastructure development in Hong Kong and Shanghai. He was also a founding director of substantial developments such as the Western Harbour Tunnel, the South East New Territories Land Fill, the Festival Walk, CITIC Tower, and was an executive director of Hong Kong Resort Company Limited (the developer of Discovery Bay, which is a 640 hectares new town on Lantau Island, Hong Kong). Privately he has devoted his time to community service. He was the Chairman of The Adventure-Ship from 2005 to 2010. Mr. Chung obtained a Master of Science degree (Real Estate) from The

University of Hong Kong in December 2005. He is a fellow of The Royal Institution of Chartered Surveyors (United Kingdom), The Institute of Chartered Secretaries and Administrators (United Kingdom) and The Hong Kong Institute of Chartered Secretaries.

Save as disclosed above, Mr. Chung has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

MR. SHIUM SOON KONG

Mr. Shium Soon Kong, aged 58, was appointed independent non-executive Director of the Company in September 2012. He is also the Chairman of the Remuneration Committee of the Board and a member of the Nomination Committee of the Board.

Mr. Shium has entered into a letter of appointment with the Company for an initial term of three years, which may be terminated, by either side, on no less than one month's notice. His directorship is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Shium is currently entitled to an annual remuneration of HK\$150,000 which is determined with reference to his workload and responsibilities with the Company and the Company's remuneration policies plus allowances for attending meetings.

Mr. Shium does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company. As at the Latest Practicable Date, Mr. Shium was not interested in any Shares within the meaning of Part XV of the SFO. He has not held any directorship in other listed companies in the past three years.

Mr. Shium has over 30 years of experience in real estate investment and operations. Mr. Shium started his career with Singapore's public housing authority, the Housing and Development Board. He was a Principal Officer in its Estates & Lands Division when he left in 1995. In the same year, he joined Pidemco Land Limited (the predecessor of CapitaLand Limited) as Vice President until early 1999. He subsequently joined Xin Rou Properties Pte. Ltd., a Singapore real estate company, as the director for its real estate investment portfolio from 1999 to 2001. Mr. Shium was the Senior Vice President in GIC Real Estate Pte. Ltd. from 2001 to 2008; and was the President of Ping An Real Estate Co., Ltd. from January 2009 till early 2012. Currently, he is a director of Thong Ching Pte. Ltd., an investment company in Singapore, and the director for business development in Raffles Medical Group, an integrated medical and healthcare company registered in Singapore and listed on the Singapore Exchange (SGX). Mr. Shium obtained a Bachelor of Science Honours Degree in Estate Management from The University of Singapore (the predecessor of National University of Singapore) in May 1979 and a Master of Science Degree in Urban Land Appraisal from University of Reading in the United Kingdom in December 1982.

Save as disclosed above, Mr. Shium has confirmed that there are no other matters that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in connection with his re-election.

MEMORANDUM OF ASSOCIATION

- General To delete all references to “The Companies Law (1995 Revision)” and substitute therewith the reference “The Companies Law (2012 Revision)”.
- Clause 2 To reflect minor housekeeping amendments on the Company’s registered office in the Cayman Islands.

ARTICLES OF ASSOCIATION

- General To delete all references to “The Companies Law (1995 Revision)” and substitute therewith the reference “The Companies Law (2012 Revision)”.
- Article 2 To insert the following new definitions: “Independent Non-Executive Director”, “rights issue”, and to make minor changes to some other definitions.
- Article 3 To update the authorized capital of the Company.
- Article 4 To prohibit issuance of Shares to bearer in any event.
- Article 6 To allow shareholders to be represented by duly authorised representatives in class meetings.
- Article 7 To reflect minor housekeeping amendments in Article 7(a) and to allow the Board to accept surrender for no consideration of any fully paid Share in Article 7(b).
- Article 9 To reflect that the terms and manner of redemption of the Shares shall be determined by a special resolution and to make minor changes to the wordings.
- Article 10 To make minor changes to the wordings.
- Article 14 To allow title of the Shares listed on the Stock Exchange to be evidenced and transferred, and the register of members of the Company in respect of such listed Shares to be kept, in a form otherwise than legible, if such recording complies with the Listing Rules.
- Article 15 To reflect the manner in which the register of members may be closed.
- Article 16 To reflect minor housekeeping amendments in relation to delivery of share certificates issued by the Company.
- Article 18 To specify the class of shares on the share certificates issued by the Company.

- Article 31 To reflect minor housekeeping amendments.
- Article 37 To reflect minor housekeeping amendments.
- Article 38 To allow transfer of Shares if the manner of such transfer is in accordance with the Listing Rules and has been approved by the Board.
- Article 42 To reflect a minor amendment on the wording.
- Article 44 To specify a six-business-day notice period for closure of books in case of rights issue and a five-business-day notice period for alteration of book closure dates.
- Article 63 To remove the share premium account from the various capital accounts that can be reduced by Shareholders' special resolution.
- Article 75 To reflect minor housekeeping amendments.
- Article 78 To reflect minor housekeeping amendments.
- Article 80 To allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands at any general meeting.
- Article 82 To make a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company conclusive evidence of that fact, in the case where a resolution is voted on by a show of hands as permitted under the Listing Rules.
- Article 83 To reflect that in the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is taken, shall be entitled to a second or casting vote.
- Article 85 To reflect housekeeping amendments in relation to votes of a corporate Shareholder and to clarify that where more than one proxy is appointed by a recognized clearing house, each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll. To reflect that where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.
- Article 93 To reflect minor housekeeping amendments.

- Article 98 To reflect that so long as shares of the Company are listed on the Stock Exchange, the Board shall include such number of Independent Non-Executive Directors as the relevant code, rules or regulations applicable to the listing of any shares on the Stock Exchange require.
- Article 107 To remove the exception to abstention from voting when the resolution concerns any other company in which the Director or his associate(s) is/ are interested only as an officer or executive or shareholder or beneficial owner, and that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company or of the voting rights.
- Article 116 To reflect that any Director appointed pursuant to Article 99 or 119 of the Articles of Association shall not be taken into account in determining which Directors are to retire by rotation.
- Article 121 To remove the requirements that directors and officers' occupations be contained in the register of directors and officers of the Company.
- Article 133 To reflect minor housekeeping amendments.
- Article 146 To reflect a minor amendment to the wording.
- Article 157 To reflect the Company's entitlement to sell any Shares of a Shareholder or the Shares to which a person is entitled by virtue of transmission on death or bankruptcy or operation of law.
- Article 163 To reflect minor housekeeping amendments in relation to the dispatch of annual report of Directors and balance sheets of the Company to the Shareholders, and to provide for the situation when the requirement for dispatch of the abovementioned documents to the Shareholders is deemed satisfied.
- Article 165 To require that any removal of an auditor of the Company before the expiration of his office shall require the approval by ordinary resolution of the Shareholders in general meeting.
- Article 182 To insert a new provision in relation to transfer by way of continuation.
- Article 183 To insert a new provision in relation to mergers and consolidations with one or more constituent companies.

NOTICE OF AGM



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)

Website: www.vankeoverseas.com

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Vanke Property (Overseas) Limited (the “**Company**”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 23 May 2013 at 10:30 a.m. for the following purpose:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts and the reports of the directors and the auditor for the year ended 31 December 2012;
2. To declare a final dividend of HK\$0.03 per share for the year ended 31 December 2012;
3. To re-elect Mr. Zhang Xu as an executive director;
4. To re-elect Ms. Que Dong Wu as an executive director;
5. To re-elect Mr. Wang Wen Jin as a non-executive director;
6. To re-elect Mr. Chan Chi Yu as a non-executive director;
7. To re-elect Mr. Chan Wai Hei, William as an independent non-executive director;
8. To re-elect Mr. Chung Wai Sum, Patrick as an independent non-executive director;
9. To re-elect Mr. Shium Soon Kong as an independent non-executive director;
10. To re-appoint KPMG as the Company’s auditor for the financial year of 2013 and to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the board of directors of the Company to determine its remuneration;
11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“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 allot, issue or otherwise deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and

NOTICE OF AGM

debentures convertible into shares of the Company) which might require the exercise of such power, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (aa) Rights Issue; or (bb) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company carrying a right to subscribe for or purchase shares of the Company; or (cc) the exercise of any option under any share option scheme of the Company adopted by its shareholders for the grant or issue to participants of the Company and/or any of its subsidiaries of options to subscribe for or rights to acquire shares of the Company; or (dd) any scrip dividend or other similar scheme implemented in accordance with the Company's articles of association, shall not exceed 20% (or such other percentage as may from time to time be specified in the Listing Rules) of the total aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval be limited accordingly; and
- (d) for the purpose of this resolution, "**Relevant Period**" means the period from the date of the 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 any applicable law or the Company's articles of association to be held; or
 - iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

"**Rights Issue**" means an offer of shares or other securities open for a period fixed by the directors of the Company to holders of shares on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements the directors of the Company may deem necessary or expedient in relation to fractional entitlements of having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong)."

NOTICE OF AGM

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company or any other rights to subscribe shares in the capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the rules governing the listing of securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the directors of the Company;
- (c) the aggregate nominal amount of the ordinary share capital of the Company or any other rights to subscribe shares in the capital of the Company in each case which the directors of the Company are authorized to repurchase pursuant to the approvals in sub-paragraphs (a) and (b) of this resolution shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of the 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 any applicable law or the Company’s articles of association to be held; or
 - iii. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.”

NOTICE OF AGM

13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the ordinary resolutions numbered 11 and 12 as set out in the notice convening this meeting, the general mandate referred to in Resolution No. 11 above be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company since the granting of the general mandate referred to in Resolution No. 12 above and pursuant to the exercise by the directors of the powers of the Company to purchase such shares provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

SPECIAL RESOLUTIONS

14. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the Memorandum and Articles of Association of the Company be and are amended as follows:

- (a) By deleting all references to “The Companies Law (1995 Revision)” and substituting therewith the reference “The Companies Law (2012 Revision)” in the Memorandum and Articles of Association of the Company.
- (b) By deleting the existing Clause 2 of the Memorandum of Association of the Company in its entirety and substituting therewith the following new Clause 2:

The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other place as the Board may from time to time decide.

- (c) By making minor amendments to the wordings used in for the definitions in Article 2 of the Articles of Association:

electronic means	To change “includes” in that sentence to “shall include”
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Electronic Transactions Law	To change “means” in that sentence to “shall mean”
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published in the newspapers	To change “means” in that sentence to “shall mean”
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NOTICE OF AGM

- (d) By inserting the following new definitions in Article 2 of the Articles of Association:

Independent Non-Executive Director

“Independent Non-Executive Director” shall mean a person recognized as such by the relevant code, rules and regulations applicable to the listing of the shares on the Exchange;

rights issue

“rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enable those holders to subscribe for securities in proportion to their existing holdings;

- (e) By deleting the existing definition of “Section 8 of the Electronic Transactions Law” in Article 2 of the Articles of Association and substituting therewith the following:

Sections 8 and 19 of the Electronic Transactions Law

Sections 8 and 19 of the Electronic Transactions Law shall not apply to the Company.

- (f) By deleting the words “for so long as a recognized clearing house (in its capacity as such) is a member of the Company” in Article 4 of the Articles of Association;

- (g) By replacing:

“(c)” with “(d)” at the beginning of the third sub-paragraph of the original Article 15 of the Articles of Association of the Company;

“38.” with “38. (a)” at the beginning of the original Article 38 of the Articles of Association of the Company; and

“82.” with “82. (a)” at the beginning of the original Article 82 of the Articles of Association of the Company.

- (h) By deleting the existing Article 107(c)(iii) in its entirety; and re-numbering Article 107(c)(iv) as Article 107(c)(iii); and re-numbering Article 107(c)(v) as Article 107(c)(iv);

NOTICE OF AGM

- (i) By deleting the existing Articles 3, 6(a), 7, 9, 10(b), 15(a) and (b), 16, 18, 31, 37, 42, 44, 63(b), 75(g)(i), 78, 80, 83, 85, 93, 98, 116, 121, 133, 146, 157(a), 163(b) and 165 of the Articles of Association of the Company in their entirety and substituting therewith the following new Articles 3, 6(a), 7, 9, 10(b), 15(a) and (b), 16, 18, 31, 37, 42, 44, 63(b), 75(g)(i), 78, 80, 83, 85, 93, 98, 116, 121, 133, 146, 157(a), 163(b) and 165:

Capital	3	The authorized capital of the Company is at the date of the adoption of these Articles HK\$7,500,000 divided into 750,000,000 shares of a nominal or par value of HK\$0.01 each.
How class rights may be modified	6(a)	If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the quorum for the purposes of any such separate meeting shall be a person or persons together holding (or representing by proxy or by duly authorised representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class and of any adjournment thereof shall be any one or more persons holding a share or shares of that class.

NOTICE OF AGM

**Company may
purchase and
finance the
purchase of own
shares and
warrants**

7(a) Subject to the Law, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares in or warrants of the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made or given in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

NOTICE OF AGM

- (b) The Board may accept the surrender for no consideration of any fully paid share.
- Redemption** 9(a) Subject to the provisions of the Law, of the Memorandum of Association of the Company and of these Articles, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may with the sanction of a special resolution be issued on terms that they may be, or at the option of the Company or the holders thereof are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.
- (b) Where the Company purchases or redeems any of its shares, purchases or redemptions not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all shareholders alike.
- Certificates to be surrendered for cancellation** 10(b) The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.
- Inspection of share register** 15(a) Except when the register of members is closed, and if applicable, subject to the additional provisions of sub-paragraph (c) below, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.
- (b) The reference to business hours in sub-paragraph (a) above is subject to such reasonable restrictions as the Company in general meeting may impose, but so that not less than two hours in each business day is to be allowed for inspections.

NOTICE OF AGM

- Share certificates** 16 Every person whose name is entered as a member in the register shall be entitled without payment to receive, within the relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, and subject to payment, in the case of a transfer, of a sum equal to the relevant maximum amount as may from time to time be prescribed in the Listing Rules, after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.
- Every certificate to specify number of shares** 18 Every share certificate shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.

NOTICE OF AGM

Board may extend time fixed for call	31	The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.
Form of transfer	37	All transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve which is consistent with the standard form of transfer as prescribed by the Exchange. All instruments of transfer must be left at the registration office of the Company or at such other place as the Board may appoint and all such instruments of transfer may be retained by the Company.
No transfer to an infant etc	42	No transfer shall be made to an infant or to a person in respect of whom an order has been made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs or under other legal disability.

NOTICE OF AGM

When transfer books and register may close	44	The registration of transfers may, on 14 days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published in the newspapers or by announcement published in accordance with the Listing Rules, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.
Reduction of capital	63(b)	The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Law.
	75(g)(i)	20% (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of the Company's then existing issued share capital; and

NOTICE OF AGM

Chairman of general meeting	78	The Chairman of the Directors shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Company of his intention not to attend the meeting, the Directors present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairman.
Voting at general meetings	80	At any general meeting a resolution put to the vote of the meeting shall be taken by poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. The Company shall announce the results of the poll in the manner prescribed under the Listing Rules.
Chairman to have casting vote	83	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is taken, shall be entitled to a second or casting vote.

NOTICE OF AGM

- Votes of members** 85(a) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, on a poll at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
- (b) Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.
- Form of proxy** 93 Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.

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Constitution	98	So long as shares of the Company are listed on the Exchange, the Board shall include such number of Independent Non-Executive Directors as the relevant code, rules or regulations applicable to the listing of any shares on the Exchange require. The number of Directors shall not be less than two.
Rotation and retirement of Directors	116	At each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. Any Director appointed pursuant to Article 99 or 119 shall not be taken into account in determining which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.
Register of Directors and notification of changes to Registrar	121	The Company shall keep at its office a register of directors and officers containing their names and addresses and any other particulars required by the Law and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Law.

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Directors’ resolutions	133	Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 100(c)) for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. For such purposes, facsimile copies of such documents duly signed by the relevant Director(s) shall be accepted by the Company. Provided that this Article shall not apply in relation to any contract or arrangement or proposal (not being one of the types exempted by Article 107(c)) in which to a Director’s knowledge he or any of his associates is/are materially interested, unless the number of Directors signing the resolution who are not interested in the contract or arrangement would have constituted a quorum if a meeting of the Directors had been held for the purpose of considering the contract or arrangement or proposal.
Dividends not to be paid out of capital	146	No dividend shall be declared or payable except out of the profits or reserves of the Company lawfully available for distribution including share premium. No dividend shall carry interest against the Company.
Sale of shares of untraceable shareholders	157(a)	<p>The Company shall be entitled to sell any shares of a member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy or operation of law if and provided that:</p> <ul style="list-style-type: none">(i) all cheques or warrants, not being less than three in number, for any sums payable in cash to the holder of such shares have remained uncashed for a period of 12 years;

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- (ii) the Company has not during that time or before the expiry of the three month period referred to in paragraph (iv) below received any indication of the whereabouts or existence of the member or person entitled to such shares by death, bankruptcy or operation of law;
- (iii) during a period of 12 years, at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the member; and
- (iv) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers, or subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.

The net proceeds of any such sale shall belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former member for an amount equal to such net proceeds.

**Annual report of
Directors and
balance sheet to
be sent to
members etc.**

163(b) Printed copies of those documents to be laid before the members of the Company at an annual general meeting pursuant to paragraph (a) of this Article shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send printed copies of those documents to any person who has elected, or is deemed to have elected, to receive those documents by electronic means or to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

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Appointment and remuneration of Auditors

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The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office from the conclusion of that meeting until the conclusion of the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the conclusion of the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.

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- (j) By adding Articles 14(e), 15(c) and (e), 38(b), 82(b), 163(c), 182 and 183 to the Articles of Association of the Company:

14(e) For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.

15(c) The register may, on the Company giving at least 14 days' notice (or on 6 business days' notice in the case of a rights issue) being given by announcement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by announcement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register of part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.

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- (e) In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution or in order to make a determination of members for any other purpose.

- 38(b) Notwithstanding Articles 37 and 38(a), transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.

- 82(b) Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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163(c) To the extent permitted by and subject to due compliance with these Articles, the Law and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of sub-paragraph (b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Law, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Law and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Directors' report and Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

Transfer by Way of Continuation 182

The Company shall, subject to the provisions of the Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

Mergers and Consolidations 183

The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Law), upon such terms as the Directors may determine.”

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15. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** subject to the passing of special resolution numbered 14 as set out in the notice convening this meeting, the memorandum and articles of association of the Company contained in the printed document, a copy of which has been produced to the meeting marked “A” and has been signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for the existing memorandum and articles of association of the Company.”

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

Hong Kong, 8 April 2013

Notes:

- (i) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy does not need to be a member of the Company.
- (ii) The instrument appointing a 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 of authority, must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not less than 48 hours before the time appointed for holding the meeting and any adjourned meeting.
- (iii) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 22 May 2013 to Thursday, 23 May 2013, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 21 May 2013.
- (iv) For determining the entitlement to the proposed final dividend for the year ended 31 December 2012, the register of members of the Company will also be closed on Wednesday, 29 May 2013, on which no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 28 May 2013.