



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

**Form of proxy for use at the annual general meeting (and at any adjournment thereof)
to be held on Thursday, 23 May 2013 (the "AGM")**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.01 each in the share capital of Vanke Property (Overseas) Limited (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3), or _____
of _____
as my/our proxy to vote and act for me/us and on my/our behalf at the AGM (and any adjournment thereof) 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. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting (the "Notice") and as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
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 grant a general mandate to the board of directors of the Company to allot and issue shares		
12.	To grant a general mandate to the board of directors of the Company to exercise all powers of the Company to purchase its own shares		
13.	To extend the general mandate granted to the board of directors pursuant to Resolution No. 11 above by an amount representing the aggregate nominal amount of shares in the capital of the Company purchased by the Company pursuant to the general mandate granted pursuant to Resolution No. 12 above		
SPECIAL RESOLUTIONS		FOR	AGAINST
14.	To consider and approve the amendments to the memorandum and articles of association of the Company as set out in the notice of the meeting		
15.	To adopt the new memorandum and articles of association of the Company containing all previous amendments and the amendments to be approved pursuant to Resolution No. 14		

Dated this _____ day of _____ 2013 Signed _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to tick any or all the boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting in addition to those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- Every member of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- In the case of joint holders of a share if more than one of such joint holder be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch 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.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.