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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

NOTICE OF ANNUAL GENERAL MEETING

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 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).”

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.”

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”

Electronic Transactions Law To change “means” in that sentence to “shall mean”

published in the newspapers To change “means” in that sentence to “shall mean”

- (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);

- (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.

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.
- (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.

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.
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.
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
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.

Votes of members	85(a)	<p>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.</p> <p>(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.</p>
Form of proxy	93	<p>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.</p>
Constitution	98	<p>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.</p>

Rotation and retirement of Directors

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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

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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.

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; (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.

**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.

- (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.

- (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.

	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."

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.

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