



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 extraordinary general meeting (and at any adjournment thereof) to be held on Friday, 21 June 2013 (the “EGM”)

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 EGM (and any adjournment thereof) of the Company to be held at 3/F, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 21 June 2013 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the resolution 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 RESOLUTION		FOR	AGAINST
1.	<p>(a) the sale and purchase agreement dated 16 May 2013 (the “Sale and Purchase Agreement”, initialled by the chairman of the meeting for the purpose of identification) entered into between Vanke Property (Hong Kong) Company Limited (the “Vendor”) as the vendor and Mainland Investments Group Limited (the “Purchaser”) as the purchaser, in relation to the acquisition by the Purchaser or its nominee of the entire issued share capital of Wkdeveloper Limited (the “Target Company”) and all the shareholder’s loan owed by the Target Company to the Vendor as at completion of the Sale and Purchase Agreement at a total consideration of HK\$722,000,000 (subject to upward adjustment in accordance with the terms of the Sale and Purchase Agreement) and the transactions contemplated thereunder, be and are hereby approved; and</p> <p>(b) any one of the executive directors of the Company be and is hereby authorised to do all such acts and things, execute all such documents and exercise all powers as he/she considers necessary or expedient or desirable in connection with, or to give effect to, the transactions contemplated thereunder including without limitation to the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.</p>		

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 THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any of 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 the resolution referred to in the Notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised 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 authorised 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 17M 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 EGM if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.