

**THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**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](http://www.vankeoverseas.com)*

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF RETIRING DIRECTORS  
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, 22 May 2014 at 11:00 a.m., is set out on pages 15 to 19 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, 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 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, 27 March 2014

<b>CONTENTS</b>
-----------------

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>APPENDIX I — EXPLANATORY STATEMENT FOR THE SHARE REPURCHASE PROPOSAL</b> .....	8
<b>APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION</b> .....	12
<b>NOTICE OF AGM</b> .....	15

## 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, 22 May 2014 at 11:00 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”	the Companies Law (2013 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;
“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”	20 March 2014, 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;
“Memorandum and Articles of Association”	the consolidated memorandum and articles of association of the Company;

## DEFINITIONS

“Notice of AGM”	the notice convening the AGM as set out on pages 15 to 19 of this circular;
“PRC”	the People’s Republic of China;
“Retiring Directors”	the Directors retiring and offering themselves for re-election at the AGM in accordance with the Articles of Association, namely, Ms. Que Dong Wu, Mr. Wang Wen Jin, Mr. Chan Chi Yu and Mr. Chan Wai Hei, William;
“SFO”	the Securities and Futures Ordinance (Chapter 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;
“Shareholder(s)”	holder(s) of issued Shares;
“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;
“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.



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,  
1 Garden Road,  
Central, Hong Kong

Hong Kong, 27 March 2014

*To the Shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include the proposed granting of general mandates to the Directors to issue and repurchase Shares, the proposed re-election of the Retiring Directors, the proposed amendments to the Memorandum and Articles of Association and the proposed adoption of the new Memorandum and Articles of Association.

By ordinary resolutions of the Shareholders passed on 23 May 2013, amongst others, 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 23 May 2013;

## LETTER FROM THE BOARD

and (ii) to issue, allot and deal with new Shares not exceeding 20% of the issued share capital of the Company as at 23 May 2013, 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 23 May 2013. 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.

### 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 further 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.

An ordinary resolution will be proposed at the AGM that the Directors be given 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 exceeding 10% of the issued share capital of the Company as at the date of the AGM. An

## **LETTER FROM THE BOARD**

ordinary resolution authorising 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**

Pursuant to Article 99 of the Articles of Association, Mr. Wang Wen Jin and Mr. Chan Chi Yu, who were re-appointed as non-executive Directors by the Board during the year are due to retire from the Board at the AGM. Pursuant to Article 116 of the Articles of Association, Ms. Que Dong Wu and Mr. Chan Wai Hei, William are due to retire by rotation from the Board. All of them, being eligible, offered themselves for re-election at the AGM.

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

#### **5. AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes that, by way of a special resolution at the AGM, the Memorandum and Articles of Association be amended in the manner as set out in Resolution No. 11 in the Notice of AGM in order to bring the relevant provisions in the Articles of Association in line with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), which has come into effect recently, and a new set of Memorandum and Articles of Association which incorporates all the said proposed amendments be adopted in substitution of the existing Memorandum and Articles of Association.

#### **6. CLOSURE OF REGISTER OF MEMBERS**

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

The AGM is scheduled to be held on Thursday, 22 May 2014. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 21 May 2014 to Thursday, 22 May 2014, 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 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, 20 May 2014.

## **LETTER FROM THE BOARD**

### **(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 2013, the register of members of the Company will also be closed on Wednesday, 28 May 2014, 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, 27 May 2014.

### **7. ANNUAL GENERAL MEETING**

The AGM will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 22 May 2014 at 11:00 a.m.. The Notice of AGM is set out on pages 15 to 19 of this circular. Resolutions in respect of, amongst others, the Share Issuance Mandate and the extension thereof, the Share Repurchase Mandate, the re-election of Retiring Directors, the 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 at the AGM.

### **8. 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 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, 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.

### **9. 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 AGM will demand for a poll for all resolutions put forward at the AGM.

### **10. RECOMMENDATION**

The Directors believe the Share Issuance Mandate and the extension thereof, the Share Repurchase Mandate, the re-election of Retiring Directors, the amendments to the Memorandum and Articles of Association and the adoption of the 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.



## LETTER FROM THE BOARD

### 11. 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.

Yours faithfully,  
By order of the Board  
**Vanke Property (Overseas) Limited**  
**Zhang Xu**  
*Executive Director*

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Share Repurchase Mandate to be proposed at the AGM.

**(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 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 financial statements) 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 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**"):

<b>Name of substantial shareholder</b>	<b>Long position/ short position</b>	<b>Capacity of interest</b>	<b>Number of interested Shares</b>	<b>% of the issued share capital of the Company</b>
China Vanke Co., Ltd. (Note 1)	Long position	Held by controlled corporations	194,763,966	75.00%
CITIC Securities Company Limited (Note 2)	Long position	Held by controlled corporations	23,427,000	9.02%

*Notes:*

- (1) As recorded in the Register, China Vanke was interested in 194,763,966 Shares held by 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.
- (2) As recorded in the Register, the 23,427,000 Shares are held by CSI Capital Management Limited, which is a direct wholly-owned subsidiary 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:

<b>Name of substantial shareholder</b>	<b>Approximate effective interest</b>
China Vanke Co., Ltd.	83.33%
CITIC Securities Company Limited	10.02%

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 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:

		<b>Highest</b>	<b>Lowest</b>
		<i>HK\$</i>	<i>HK\$</i>
2013	March	15.68	12.78
	April	13.42	11.80
	May	15.60	12.88
	June	15.58	10.80
	July	12.48	10.80
	August	12.68	11.06
	September	12.00	11.14
	October	11.94	10.88
	November	11.32	9.69
	December	11.10	9.73
2014	January	11.86	9.61
	February	10.10	9.10
	March (up to the Latest Practicable Date)	11.60	8.48

The following are the particulars of the Retiring Directors (as required to be disclosed by the Listing Rules):

**MS. QUE DONG WU**

Ms. Que Dong Wu, aged 47, was appointed executive Director of the Company in July 2012. She is also a member of the Remuneration Committee of the Company.

Ms. Que has entered into a letter of appointment with the Company for a term of three years commencing from 24 July 2012, 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, responsibilities and contribution to 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 1,475,700 A shares in the share capital of China Vanke, and was also granted 450,000 share options 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 47, was appointed as non-executive Director of the Company in July 2012. He is also a member of the Audit Committee of the Company.

Mr. Wang has entered into a letter of appointment with the Company for an initial term of one year and subsequently for a further term of two years commencing from 24 July 2013, 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, responsibilities and contribution to the Company and the Company's remuneration policies.

Mr. Wang joined China Vanke in November 1993 and is currently the 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 59, 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 and subsequently for a further term of two years commencing from 24 July 2013, 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, responsibilities and contribution to 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. He is currently an independent non-executive director of eprint Group Limited (stock code: 01884). Save as disclosed herein, Mr. Chan 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 and in 300,000 A shares of China Vanke.

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 56, was appointed independent non-executive Director of the Company in September 2012. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company.

Mr. Chan has entered into a letter of appointment with the Company for an initial term of three years commencing from 1 September 2012, 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, responsibilities and contribution to the Company and the Company's remuneration policies plus allowances for attending meetings.

Mr. Chan does not have any relationship with any Directors, 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 Association of Chartered 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.





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, 22 May 2014 at 11:00 a.m. for the following purpose:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditor for the year ended 31 December 2013;
2. To declare a final dividend of HK\$0.03 per share for the year ended 31 December 2013;
3. To re-elect Ms. Que Dong Wu as an executive director;
4. To re-elect Mr. Wang Wen Jin as a non-executive director;
5. To re-elect Mr. Chan Chi Yu as a non-executive director;
6. To re-elect Mr. Chan Wai Hei, William as an independent non-executive director;
7. To re-appoint KPMG as the Company’s auditor for the financial year of 2014 and to authorise the board of directors of the Company to determine its remuneration;

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

**ORDINARY RESOLUTIONS**

8. **“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;

## NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorise 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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

## NOTICE OF AGM

9. “**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 recognised 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 authorisation given to the directors of the Company and shall authorise 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 authorised 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

10. **“THAT** subject to the passing of the ordinary resolution numbered 8 and 9 as set out in the notice convening this meeting, the general mandate referred to in Resolution No. 8 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. 9 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 RESOLUTION

11. To consider and, if thought fit, pass the following resolution as a special resolution:
- (A) **“THAT** the memorandum of association of the Company currently in effect be amended by deleting all references to “Companies Law (2012 Revision)” and substituting therewith the words “Companies Law (2013 Revision)”;
- (B) **“THAT** the articles of association of the Company currently in effect be amended in the following manner:
- (a) by deleting all references to “Companies Law (2012 Revision)” and substituting therewith the words “Companies Law (2013 Revision)”;
- (b) by deleting the words “(Cap. 32 of the Laws of Hong Kong)” in the definition of “the Companies Ordinance” in Article 2 and substituting therewith the words “(Cap.622 of the Laws of Hong Kong)”;
- (c) by deleting the words “Section 113” in Article 72 and substituting therewith the words “Section 566”; and
- (d) by deleting Article 112(c) in its entirety and substituting therewith the following new Article 112(c):
- “(c) Except as would, if the Company were a company incorporated in Hong Kong, be permitted under the Companies Ordinance, and except as permitted under the Companies Law, the Company shall not directly or indirectly:
- (i) make a loan to a Director or his associate, or a body corporate controlled by such a Director, or a director of a holding company of the Company; or
- (ii) give a guarantee or provide security in connection with a loan made by any person to a Director or his associate, or a body corporate controlled by such a Director, or a director of a holding company of the Company,

## NOTICE OF AGM

and, for the purpose of this Article 112(c), “a body corporate controlled by such a Director” shall be construed in accordance with section 492 of the Companies Ordinance; and

**THAT** 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, which incorporates all the proposed amendments set out above, 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, 27 March 2014

*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 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 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, 21 May 2014 to Thursday, 22 May 2014, 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 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, 20 May 2014.
- (iv) For determining the entitlement to the proposed final dividend for the year ended 31 December 2013, the register of members of the Company will also be closed on Wednesday, 28 May 2014, 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, 27 May 2014.
- (v) All votes at the meeting are to be taken by poll.