

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.

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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

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF A RETIRING DIRECTOR
AND
APPOINTMENT OF A NEW DIRECTOR
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 Friday, 22 May 2015 at 11:00 a.m., is set out on pages 15 to 18 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 17M 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, 17 April 2015

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 22 May 2015 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 A shares of which are listed on the Shenzhen Stock Exchange and the H shares of which are listed on the 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;
“Executive Director(s)”	the executive director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“INED(s)”	the independent non-executive director(s) of the Company;
“Latest Practicable Date”	9 April 2015, being the latest practicable date for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;

DEFINITIONS

“Memorandum and Articles of Association”	the consolidated memorandum and articles of association of the Company;
“New Director”	the Director proposed to be appointed at the AGM in accordance with the Articles of Association, namely, Ms. Law Chi Yin, Cynthia;
“Notice of AGM”	the notice convening the AGM as set out on pages 15 to 18 of this circular;
“PRC”	the People’s Republic of China;
“Proposed Final Dividend”	a final dividend of HK\$0.03 per share for the year ended 31 December 2014 proposed by the Board to be declared and paid to the Shareholders;
“Retiring Director”	the Director retiring and offering himself for re-election at the AGM in accordance with the Articles of Association, namely, Mr. Zhang Xu;
“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;
“Share Issuance Mandate”	the proposed general mandate to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with 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 exercise the power of the Company to repurchase Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Shareholder(s)”	holder(s) of issued Shares;

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholders”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



萬科置業(海外)有限公司
Vanke Property (Overseas) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01036)

website: www.vankeoverseas.com

Executive Directors:

Mr. Zhang Xu
Ms. Que Dong Wu

Non-Executive Director:

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, 17 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF A RETIRING DIRECTOR
AND
APPOINTMENT OF A NEW DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to, *inter alia*, the proposed granting of general mandates to the Directors to issue and repurchase Shares, the proposed re-election of the Retiring Director and the proposed appointment of the New Director and to give you the Notice of AGM.

By ordinary resolutions of the Shareholders passed on 22 May 2014, 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 22 May 2014; and (ii) to issue, allot and deal with new Shares not exceeding 20% of the issued share capital of the Company as at 22 May 2014, 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

LETTER FROM THE BOARD

granting of the general mandate to repurchase up to 10% of the issued share capital of the Company as at 22 May 2014. 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 Shareholders to consider and, if thought fit, to approve the Share Issuance Mandate.

The Share Issuance Mandate is valid from the date of passing the relevant 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 the 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.

An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, to approve the Share Repurchase Mandate.

The Share Repurchase Mandate is valid from the date of passing the relevant 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 the resolution by ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

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 would enable the Company to repurchase 25,968,528 Shares assuming no further Shares are issued or repurchased prior to the AGM.

Further information relating to the Share Repurchase Mandate as required under the Listing Rules are set out in Appendix I to this circular.

4. EXTENSION OF THE SHARE ISSUANCE MANDATE

Conditional on the passing of the resolutions granting the Share Issuance Mandate and the Share Repurchase Mandate, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, to approve the extension of the Share Issuance Mandate by adding the number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued pursuant to the Share Issuance Mandate the number of Shares repurchased under the Share Repurchase Mandate.

5. RE-ELECTION OF A RETIRING DIRECTOR

Article 116 of the Articles of Association prescribes that 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.

Pursuant to this, Mr. Zhang Xu and Mr. Chung Wai Sum, Patrick shall retire by rotation at the AGM. Mr. Zhang Xu, being eligible, offers himself for re-election. Mr. Chung Wai Sum, Patrick, owing to his desire to devote more time to his personal endeavours, has decided not to stand for re-election. Biographical details of Mr. Zhang are set out in Appendix II to this circular.

6. APPOINTMENT OF A NEW DIRECTOR

As announced on 13 April 2015, the Board proposed the appointment of Ms. Law Chi Yin, Cynthia as an INED, the chairman of the Nomination Committee and a member of the Audit Committee of the Company filling up the vacancies in the Board and the committees following the retirement of Mr. Chung Wai Sum, Patrick. Subject to the approval of the Shareholders at the AGM, Ms. Law is to be appointed as an INED for a term of three years commencing from the date of conclusion of the AGM (and will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association) at an annual remuneration of HK\$150,000 plus allowances for attending meetings. Upon her appointment as an INED being effective, Ms. Law will serve in the Board's committees as the chairman of the Nomination Committee and a member of the Audit Committee of the Company. Biographical details of Ms. Law are set out in Appendix III to this circular.

LETTER FROM THE BOARD

7. 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 Friday, 22 May 2015. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 21 May 2015 to Friday, 22 May 2015, 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 Wednesday, 20 May 2015.

(b) For determining the entitlement to the Proposed Final Dividend

The Proposed Final Dividend is subject to the approval of the Shareholders at the AGM. For determining the entitlement to the Proposed Final Dividend, the register of members of the Company will also be closed on Friday, 29 May 2015, 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 Thursday, 28 May 2015.

8. ANNUAL GENERAL MEETING

The AGM will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 22 May 2015 at 11:00 a.m. The Notice of AGM is set out on pages 15 to 18 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 the Retiring Director and the appointment of the New Director as referred to above will be proposed at the AGM.

9. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the form of proxy to the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M 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.

LETTER FROM THE BOARD

10. VOTING BY POLL

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

11. RECOMMENDATION

The Directors consider that the resolutions set out in the Notice of AGM, including the proposed renewal of the Share Issuance Mandate and the extension thereof, the proposed renewal of the Share Repurchase Mandate, the proposed re-election of the Retiring Director and the proposed appointment of the New Director are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend you to vote in favour of all such resolutions to be proposed at the AGM.

12. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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 assuming no further Shares are issued or repurchased prior to the AGM.

(B) REASON FOR REPURCHASES

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

(C) FUNDING OF REPURCHASES

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

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published 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 have any present intention to sell any Shares to the Company or its subsidiaries if the Share Repurchase Mandate is granted. No connected persons 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 purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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

Name of substantial shareholder	Long position/ short position	Capacity of interest	Number of interested Shares	% of the issued share capital of the Company
China Vanke (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 and on the assumption that there is no change in the issued share capital of the Company at the AGM, the percentage shareholding of the abovementioned Shareholders in the Company would be increased as follows:

Name of substantial shareholder	Approximate effective interest
China Vanke	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:

		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014	April	9.69	8.43
	May	8.85	8.08
	June	8.99	8.08
	July	8.98	8.00
	August	8.60	8.10
	September	8.60	7.77
	October	8.20	7.10
	November	7.40	6.50
	December	6.84	6.00
2015	January	7.50	6.20
	February	7.20	6.40
	March	7.15	6.61
	April (up to the Latest Practicable Date)	7.75	6.79

The following are the particulars of the Retiring Director as required to be disclosed under the Listing Rules:

MR. ZHANG XU

Mr. Zhang Xu, aged 51, was appointed Executive Director in July 2012. He is also a member of the Nomination Committee of the Company.

Mr. Zhang 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. His directorship is also subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Zhang is currently entitled to an annual remuneration of HK\$200,000 which is determined with reference to his workload, responsibilities and contribution to the Company and the Company's remuneration policies.

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

As at the Latest Practicable Date, Mr. Zhang was not interested in any Shares, but Mr. Zhang was interested in 679,039 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.

Mr. Zhang has approximately 20 years of experience in real estate business. He obtained a bachelor's degree in Industrial and Civil Construction from Hefei University of Technology in the PRC in August 1984 and a part-time Professional Master of Business Administration from the Troy State University, United States in June 2001.

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

The following are the particulars of the New Director as required to be disclosed under the Listing Rules:

MS. LAW CHI YIN, CYNTHIA

Ms. Law, aged 49, is proposed to be appointed an INED with effect from the date of conclusion of the AGM. She will also serve as the chairman of the Nomination Committee and a member of the Audit Committee of the Company.

A letter of appointment is proposed to be signed by Ms. Law and the Company for a term of three years commencing from the date of conclusion of the AGM, which may be terminated, by either side, on no less than one month's notice. Her directorship will be subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Law will receive an annual remuneration fixed at HK\$150,000 plus allowances for attending meetings, which is the same as the remuneration of the other INEDs and has been determined by reference to her expected workload and responsibilities with the Company and the Company's remuneration policies.

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

Ms. Law has over 27 years of experience in banking and finance. Ms. Law joined The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) in 1987 and worked there until her recent retirement as the Managing Director and Deputy Head of Banking of HSBC, China in August 2014. Ms. Law is a veteran banker possessing banking, capital markets and management experience across HSBC's key global businesses including retail banking and wealth management, commercial banking, global trade and receivable finance and had, since 1996, been specialized in global banking and markets in Mainland China. She is currently an adviser to JL Capital Pte. Ltd., a fund management company licensed by the Monetary Authority of Singapore, in relation to their China related investments. Ms. Law graduated from the University of Toronto with a double major degree in Computer Science for Data Management and Commerce. She is a chartered financial analyst.

Save as disclosed above, Ms. Law 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 appointment.

Ms. Law has confirmed that she meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

NOTICE OF AGM



萬科置業(海外)有限公司 Vanke Property (Overseas) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01036)

website: www.vankeoverseas.com

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Vanke Property (Overseas) Limited (the “**Company**”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 22 May 2015 at 11:00 a.m. for the following purposes:

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 2014;
2. To declare a final dividend of HK\$0.03 per share for the year ended 31 December 2014;
3. To re-elect Mr. Zhang Xu as an executive director;
4. To appoint Ms. Law Chi Yin, Cynthia as an independent non-executive director;
5. To re-appoint KPMG as the Company’s auditor for the financial year of 2015 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

6. “**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 would or might require the exercise of such power, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the directors of the Company and 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 would or might require the exercise of such power after the end of the Relevant Period;

NOTICE OF AGM

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (aa) a 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 are convertible into shares of the Company; or (cc) the exercise of subscription rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to the grantees as specified in such scheme or similar arrangement of shares or rights to acquire shares in the capital of the Company; or (dd) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Company's articles of association from time to time, shall not exceed 20% 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).”

7. “**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 repurchase issued shares in the capital of the Company 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

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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) above 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 which the directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above 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.”
8. “**THAT** subject to the passing of the ordinary resolutions numbered 6 and 7 as set out in the notice convening this meeting, the general mandate referred to in Resolution No. 6 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. 7 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.”

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

Hong Kong, 17 April 2015

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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 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.
- (iii) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 21 May 2015 to Friday, 22 May 2015, 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 Wednesday, 20 May 2015.
- (iv) For determining the entitlement to the proposed final dividend for the year ended 31 December 2014, the register of members of the Company will also be closed on Friday, 29 May 2015, 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 Thursday, 28 May 2015.
- (v) All votes at the meeting are to be taken by poll.