

Form A
表格甲

The whole of Provisional Allotment Letter must be returned to be valid.
暫定配額通知書必須整份交回，方為有效。

Provisional allotment letter No.
暫定配額通知書編號

IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT AS TO THE CONTENTS OF THIS PROVISIONAL ALLOTMENT LETTER ("PAL") OR AS TO THE ACTION TO BE TAKEN OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF VANKE PROPERTY (OVERSEAS) LIMITED (THE "COMPANY"), YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, STOCK BROKER, OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對暫定配額通知書(暫定配額通知書)之內容或應採取之行動有任何疑問，或閣下如已將名下之萬科置業(海外)有限公司(本公司)股份全部或部分售出或轉讓，應諮詢閣下之持牌證券交易商、股票經紀、其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

THE PAL IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THE PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM ("EAF") EXPIRE AT 4:00 P.M. ON TUESDAY, 28 JULY 2015. 本暫定配額通知書具有價值及可予轉讓，務請閣下立即處理。暫定配額通知書及隨附之額外申請表格(額外申請表格)所載之要約於二零一五年七月二十八日(星期二)下午四時正截止。

Reference is made to the prospectus (the "Prospectus") issued by Vanke Property (Overseas) Limited (the "Company") dated 14 July 2015 in relation to the Rights Issue. Terms defined herein shall bear the same meanings as those defined in the Prospectus unless the context otherwise requires. 茲提述萬科置業(海外)有限公司(本公司)就供股所刊發日期為二零一五年七月十四日之供股章程(供股章程)。除文義另有所指外，本暫定配額通知書所界定詞彙與供股章程所界定者具相同涵義。

Dealings in the securities of the Company and the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS and you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of these settlement arrangements and how such arrangements may affect your rights and interests. 買賣本公司證券以及未繳股款及繳足股款供股股份可透過中央結算系統進行交易，有關交易安排之詳情及該等安排對閣下之權利及權益可能構成之影響，閣下應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

This provisional allotment letter in relation to the Rights Shares ("PAL") and any acceptance of and application made under it are governed by and shall be construed in accordance with the laws of Hong Kong. 本供股股份暫定配額通知書(暫定配額通知書)以及據此作出之任何接納及申請均受香港法例監管，並按其詮釋。

A copy of each of the Prospectus Documents, together with the documents headed "Documents Delivered to the Registrar of Companies" in Appendix II to the Prospectus, have been registered by the Registrar of Companies as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), the Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents. 各份章程文件文本連同供股章程附錄三「送呈公司註冊處處長之文件」之文件，已遵照香港法例第32章公司(清盤及雜項條文)條例第342C條之規定送交公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對該等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of the PAL, 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 the PAL. 香港交易及結算所有限公司、聯交所及香港結算對暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不會就因暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

The granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other date(s) as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. 倘未繳股款及繳足股款供股股份獲准於聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自於聯交所開始買賣日期或由香港結算釐定之其他日期起，在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易，須於其後第二個交易日在中央結算系統內交收。所有中央結算系統內之活動均須遵守不時生效之中央結算系統一般規則及中央結算系統運作程序規則。



萬科置業(海外)有限公司
Vanke Property (Overseas) Limited
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock Code : 01036)
(股份代號 : 01036)

Hong Kong Branch Share Registrar and Transfer Office:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

香港股份過戶登記分處：
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓1712-1716號舖

Registered office:
註冊辦事處：
P.O. Box 309, Ugland House
Grand Cayman KY1-1104
Cayman Islands

Principal Place of Business:
主要營業地點：
55th Floor, Bank of China Tower
1 Garden Road
Central
Hong Kong
香港
中環
花園道1號
中銀大廈55樓

14 July 2015
二零一五年七月十四日

RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR
EVERY TWO SHARES HELD ON THE RECORD DATE
PAYABLE IN FULL ON ACCEPTANCE
BY NO LATER THAN 4:00 P.M. ON TUESDAY, 28 JULY 2015

按於記錄日期
每持有兩股股份獲發一股供股股份
之基準進行供股
股款最遲須於二零一五年七月二十八日(星期二)下午四時正接納時繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

[Blank area for shareholder name and address]

Total number of Shares registered in your name(s) on Monday, 13 July 2015
於二零一五年七月十三日(星期一)登記之閣下名下之股份總數

Box A
甲欄

[Blank area for Box A]

Total number of Rights Shares provisionally allotted to you subject to payment in full on acceptance
by no later than 4:00 p.m. on Tuesday, 28 July 2015
暫定發予閣下之供股股份總數，股款最遲須於二零一五年七月二十八日(星期二)
下午四時正接納時繳足

Box B
乙欄

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Total subscription monies payable in full on acceptance
須於接納時繳足之認購款項總額

Box C
丙欄

HKS
港幣

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES IN FULL, YOU MUST LODGE THIS DOCUMENT INTACT WITH THE COMPANY'S HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED AT SHOPS 1712-1716, 17TH FLOOR, HOPWELL CENTRE, 183 QUEEN'S ROAD EAST, WAN CHAI, HONG KONG, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE COMPANY'S HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE BY NOT LATER THAN 4:00 P.M. ON TUESDAY, 28 JULY 2015. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND MUST BE FORWARDED EITHER BY CHEQUE DRAWN ON AN ACCOUNT WITH OR CASHIER'S ORDER ISSUED BY A LICENSED BANK IN HONG KONG. ALL SUCH CHEQUES OR CASHIER'S ORDERS MUST BE MADE PAYABLE TO "VANKE PROPERTY (OVERSEAS) LIMITED - RIGHTS ISSUE ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN THE ENCLOSED SEPARATED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCES.

閣下如全數接納供股股份之暫定配額，必須將本文件整份連同以上內欄所示之全數款項，於二零一五年七月二十八日(星期二)下午四時正前送交本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有款項均須以港幣繳付，並須以香港持牌銀行銀行賬戶開出之支票或香港持牌銀行發出之銀行本票支付。所有該等支票或銀行本票須註明抬頭人為「VANKE PROPERTY (OVERSEAS) LIMITED - RIGHTS ISSUE ACCOUNT」，並以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆之指示載於隨附分頁，概不就此有關款項發出收據。

THE RIGHTS SHARES COULD LAWFULLY BE MADE WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL OR REGULATORY REQUIREMENTS OF SUCH JURISDICTION OR WHERE THE OFFER IS MADE IN RELIANCE ON ANY EXEMPTION OR WHERE COMPLIANCE WITH THE RELEVANT LEGAL OR REGULATORY REQUIREMENT WILL NOT, IN THE BOARD'S JUDGMENT, BE UNDULY BURDENSOME. IT IS THE RESPONSIBILITY OF ANYONE OUTSIDE HONG KONG WISHING TO MAKE AN APPLICATION FOR THE RIGHTS SHARES TO SATISFY HIMSELF/HERSELF/ITSELF, BEFORE EXERCISING ANY RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARES, AS TO THE OBSERVANCE OF THE LAWS AND REGULATIONS OF ALL RELEVANT JURISDICTIONS, INCLUDING THE OBTAINING OF ANY GOVERNMENTAL OR OTHER CONSENTS AND TO PAY ANY TAXES AND DUTIES REQUIRED TO BE PAID IN SUCH JURISDICTION IN CONNECTION THEREWITH. THE COMPANY RESERVES THE RIGHT TO REFUSE TO ACCEPT ANY APPLICATION FOR THE RIGHTS SHARES IF IT BELIEVES THAT DOING SO WOULD VIOLATE THE APPLICABLE SECURITIES OR OTHER LAWS OR REGULATIONS OF ANY JURISDICTION.

於香港以外任何司法權區接獲暫定配額通知書之任何人士，概不得將之視為申請供股股份之要約或邀請，除非於有關司法權區內遵守該司法權區之任何登記或其他法律或監管規定可合法作出該項申請供股股份之要約或邀請或有關要約乃依據任何豁免而作出或董事會認為遵守相關法例或監管規定將不會過於繁重者除外。香港境外之任何人士如欲申請認購供股股份，則有責任在行使認購供股股份之任何權利前自行遵守所有有關司法權區之法律及法規，包括取得任何政府或其他同意，及就此承擔該司法權區內繳納之任何稅項及課稅。倘本公司認為接納供股股份之申請將違反任何司法權區適用之證券或其他法律或法規，則本公司保留權利拒絕接納任何該等供股股份申請。

Conditions of and Termination of the Underwriting Agreement:

The Rights Issue is conditional upon the fulfillment of the conditions as set out in the section headed "Conditions of the Rights Issue" of the "Letter from the Board" in the Prospectus. The Underwriting Agreement contains provisions granting the Underwriters, by notice in writing, the right to terminate their obligations under the Underwriting Agreement on the occurrence of certain events, including force majeure events. These events are set out in the section headed "Termination of the Underwriting Agreement" of the Prospectus.

If the Underwriting Agreement is terminated by the Underwriters on or before 5:00 p.m. on Friday, 31 July 2015 (the "Latest Time for Termination"), the Underwriting Agreement will not become unconditional, and the Rights Issue will not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and nil-paid Rights Shares.

The Shares have not been dealt in on an ex-rights basis from Friday, 3 July 2015. Dealings in the Rights Shares in nil-paid form will take place from Thursday, 16 July 2015 to Thursday, 23 July 2015 (both days inclusive). If the conditions of the Rights Issue are not fulfilled and/or waived (where applicable) on or before the Latest Time for Termination, or the Underwriting Agreement is terminated by the Underwriters, the Rights Issue will not proceed. Any Shareholders or other persons contemplating dealing in the Shares or nil-paid Rights Shares will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed, and are recommended to consult their own professional advisers.

All references to times and dates mentioned in the PAL refer to Hong Kong local times and dates. THIS FORM IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES.

包銷協議之條件及終止包銷協議：

供股須待供股章程「董事會函件」中「供股之條件」節所述之條件獲達成後，方可作實。包銷協議載有條文，授予包銷商權利，可於發生若干事件(包括不可抗力事件)之情況下發出書面通知終止其於包銷協議項下之責任。該等事件載於供股章程「終止包銷協議」一節。倘包銷協議由包銷商於二零一五年七月三十一日(星期五)下午五時正(最後終止時限)或之前終止，包銷協議將不會成為無條件，而供股將不會進行。

股東及有意投資者於買賣股份及未繳股款供股股份時務請審慎行事。股份已自二零一五年七月三日(星期五)起按除權基準買賣。未繳股款供股股份將於二零一五年七月十六日(星期四)至二零一五年七月二十三日(星期四)(包括首尾兩日)買賣。倘於最後終止時限或之前，供股之條件未能獲達成及/或豁免(如適用)，或包銷商終止包銷協議，供股將不會進行。有意買賣股份或未繳股款供股股份之股東或其他人士，務因而承擔供股未能成為無條件或未能落實進行之風險，故建議彼等諮詢本身之專業顧問。暫定配額通知書內所述所有時間及日期均按香港當地時間計算。本表格不可直接或間接在或向美國發放、刊發或派發。

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN

每份申請表格須隨附一張獨立開出的支票或銀行本票
本公司將不另發收據

IN THE EVENT OF TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓認購本文件所指供股股份之權利時，每宗買賣均須繳付香港從價印花稅。除出售以外，餽贈或轉讓實益權益亦須繳付香港從價印花稅。在登記轉讓認購本文件所指供股股份之權利前，須出示已繳付香港從價印花稅之證明。

Form B

FORM OF TRANSFER AND NOMINATION

表格乙

轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/their/its rights to subscribe for the Rights Share(s) comprised herein)
(僅供有意轉讓彼/彼等全部認購本表格所列供股股份之權利之合資格股東填寫及簽署)

To: The Directors
Vanke Property (Overseas) Limited
55th Floor, Bank of China Tower
1 Garden Road
Central
Hong Kong

致：萬科置業(海外)有限公司
香港
中環
花園道1號
中銀大廈55樓
列位董事 台照

Dear Sirs,
I/We* hereby transfer all my/our rights to subscribe for the Rights Shares comprised in the PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：
本人/吾等*謹將暫定配額通知書所列本人/吾等認購供股股份之全部權利轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署)

* Delete as appropriate
* 刪去不適用者

Date: _____ 2015

日期：二零一五年 _____ 月 _____ 日

NOTE: Hong Kong ad valorem stamp duty is payable in connection with the transfer of the rights to subscribe for the Rights Share(s).
附註：轉讓認購供股股份之權利須繳付香港從價印花稅。

Form C

REGISTRATION APPLICATION FORM

表格丙

登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Share(s) has/have been transferred)
(僅供已獲轉讓可認購供股股份權利之人士填寫及簽署)

To: The Directors
Vanke Property (Overseas) Limited
55th Floor, Bank of China Tower
1 Garden Road
Central
Hong Kong

致：萬科置業(海外)有限公司
香港
中環
花園道1號
中銀大廈55樓
列位董事 台照

Dear Sirs,
I/We* request you to register the number of the Rights Shares mentioned in Box B of Form A in my/our* name(s) and I/we* agree to accept the same on the terms set out in the PAL and the accompanying Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：
本人/吾等*謹請 閣下將表格甲中乙欄所列數目之供股股份登記於本人/吾等*名下，本人/吾等*同意按照暫定配發通知書及隨附之供股章程所載之條款，並在 貴公司之組織章程大綱及細則之規限下接納此等股份。

Existing Shareholder(s)
please mark "X" in this box
現有股東請在欄內填上「X」號

To be completed in block letters in ENGLISH in ink. Joint applicants should give the address of the first-named applicant only. 請用原子筆或墨水筆以英文正楷填寫。聯名申請人僅須填寫排名首位之申請人之地址。			
Name of applicant in English 申請人英文姓名	Family name 姓氏	Other name(s) 名字	Name in Chinese 中文姓名
Name(s) of joint applicants in English (if applicable) 聯名申請人英文姓名 (如適用)			
Address in English 英文地址			
Occupation 職業			Tel. No. 電話號碼
Dividend Instructions 派息指示			
Name and address of bank 銀行名稱及地址			Bank account no. 銀行賬戶號碼

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicant(s) (all joint applicant(s) must sign) 申請人簽署(所有聯名申請人均須簽署)

Date: _____ 2015

日期：二零一五年 _____ 月 _____ 日

NOTE: Hong Kong ad valorem stamp duty is payable in connection with the transfer of the rights to subscribe for the Rights Share(s).
附註：轉讓認購供股股份之權利須繳付香港從價印花稅。

* Delete as appropriate
* 刪去不適用者

vanke 万科
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)

Dear Qualifying Shareholder(s),

Reference is made to the prospectus (the “**Prospectus**”) issued by Vanke Property (Overseas) Limited (the “**Company**”) dated 14 July 2015 in relation to the Rights Issue. Terms defined herein shall bear the same meanings as defined in the Prospectus unless the context otherwise requires. In accordance with the terms and subject to the conditions set out in the Prospectus accompanying this document despatched to the Qualifying Shareholders, the Directors have provisionally allotted to you the Rights Shares on the basis of one Rights Share for every two existing Shares registered in your name on the register of members of the Company on the Record Date (i.e. Monday, 13 July 2015). Your holding of the Shares on the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

Any Rights Shares provisionally allotted, but not accepted, will be available for excess applications by the Qualifying Shareholders using the accompanying EAF.

The Rights Shares, when allotted, issued and fully-paid, will rank pari passu in all respects with the then existing Shares in issue such that holders of such Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Rights Shares.

The Prospectus, the PAL and the EAF have not been registered or filed under the applicable securities laws or equivalent legislation of any jurisdiction other than Hong Kong.

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus and/or the PAL and/or the EAF, in any territory or jurisdiction outside Hong Kong.

Accordingly, no person receiving a copy of the Prospectus and/or the PAL and/or the EAF in any territory or jurisdiction other than Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory or jurisdiction where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof or where the offer is made in reliance on an exemption or where compliance with the relevant legal or regulatory requirement will not, in the Board’s judgment, be unduly burdensome. It is the responsibility of anyone outside Hong Kong receiving a copy of the Prospectus and/or the PAL and/or the EAF and wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of the relevant jurisdictions, including the obtaining of any government or other consents and to pay any taxes and duties required to be paid in such jurisdictions, in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with.

By completing and submitting the PAL, you for yourself or as an agent or a nominee on behalf of each person for whom you act represent, warrant and undertake that (i) you understand that the Rights Shares have not been and will not be registered under the U.S. Securities Act; and (ii) you and any person for whose benefit you are applying for the Rights Shares are outside the United States (as defined in Regulation S) or a person described in paragraph (h)(3) of Rule 902 of Regulation S.

The Company reserves the right to permit any Shareholder (whether as a direct holder or a beneficial owner) whose registered address is in, or who otherwise resides in, a jurisdiction other than Hong Kong to take up his/hers/its Rights Shares in its nil-paid form and/or apply for excess Rights Shares if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations giving rise to the restrictions in question.

CONDITIONS OF AND TERMINATION OF THE UNDERWRITING AGREEMENT

The Rights Issue is conditional upon the fulfillment of the conditions as set out in the section headed “Conditions of the Rights Issue” of the “Letter from the Board” in the Prospectus.

The Underwriting Agreement contains provisions granting the Underwriters, by notice in writing to the Company, the ability to terminate their obligations under the Underwriting Agreement with immediate effect on the occurrence of certain events including force majeure events, which have been set out in the section headed “Termination of the Underwriting Agreement” of the Prospectus.

If the Underwriting Agreement is terminated by the Underwriters on or before the Latest Time for Termination, the Underwriting Agreement will not become unconditional and the Rights Issue will not proceed.

WARNING OF THE RISK OF DEALING IN THE SHARES AND NIL PAID RIGHTS

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and nil-paid Rights Shares.

The Shares have been dealt in on an ex-rights basis from Friday, 3 July 2015. Dealings in the Rights Shares in nil-paid form will take place from Thursday, 16 July 2015 to Thursday, 23 July 2015 (both days inclusive). If the conditions of the Rights Issue are not fulfilled and/or waived (where applicable) on or before the Latest Time for Termination, the Rights Issue will not proceed.

Any dealing in the Shares up to the time at which the conditions of the Rights Issue are fulfilled which is currently expected to be to 5:00 p.m. on Friday, 31 July 2015, and any dealing in the Rights Shares in their nil-paid form between Thursday, 16 July 2015 to Thursday, 23 July 2015 (both days inclusive), will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other persons contemplating transferring, selling or purchasing the Shares and/or Rights Shares in its nil-paid form are advised to exercise caution when dealing in the Shares and/or the Rights Shares in nil-paid form, and if they are in doubt about their position or any action to be taken, they are recommended to consult their professional advisers.

PROCEDURE FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment and entitlements in full, you must lodge the whole of the original PAL intact with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C in Form A, so as to be received by the Company’s Hong Kong branch share registrar and transfer office by no later than 4:00 p.m. on Tuesday, 28 July 2015 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed “Effect of Bad Weather” below). This will constitute acceptance of the terms of the PAL and the Prospectus and subject to the memorandum and articles of association of the Company. All remittances must be made in Hong Kong dollars and must be forwarded either by cheques drawn on an account with, or cashier’s order issued by, a licensed bank in Hong Kong. All such cheques and cashier’s order must be made payable to “Vanke Property (Overseas) Limited – Rights Issue Account” and crossed “Account Payee Only”. No receipt will be given for sums received on such remittance. All enquiries in connection with the PAL should be addressed to the Company’s Hong Kong branch share registrar and transfer office at the above address. Share certificate(s) for any Rights Shares in respect of which the application is accepted will be sent to the Qualifying Shareholders, and in the case of joint Qualifying Shareholders, to the first-named Qualifying Shareholder, by ordinary post at their own risk at the address stated in Form A on or before Wednesday, 5 August 2015.

It should be noted that unless the PAL, duly completed, together with the appropriate remittance as shown in Box C in Form A, has been received in the manner as described above by no later than 4:00 p.m. on Tuesday, 28 July 2015 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed “Effect of Bad Weather” below), whether by the original allottee or any person in whose favour the rights to subscribe for the Rights Shares (s) have been validly transferred, the PAL and all rights and entitlements hereunder will be deemed to have been declined and the provisional allotment of Rights Shares will be cancelled. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. Completion and return of the PAL will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither Hong Kong Securities Clearing Company Limited nor HKSCC Nominees Limited will give, or be subject to, any of the above representation or warranty. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you under the PAL, you must complete and sign the form of transfer and nomination (Form B), and hand the original PAL to the person(s) to or through whom you are transferring your rights under the PAL. The transferee(s) must then complete and sign the registration application form (Form C) and lodge the PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, so as to be received by Computershare Hong Kong Investor Services Limited by no later than 4:00 p.m. on Tuesday, 28 July 2015 (or, under bad weather conditions, such later time and/or date as mentioned in the paragraph headed “Effect of Bad Weather” below). All remittances must be in Hong Kong dollars and cheques must be drawn on a bank account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “Vanke Property (Overseas) Limited – Rights Issue Account” and crossed “Account Payee Only”. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance(s) and the acceptance by the transferee(s) of such rights.

SPLITTING

If you wish to accept only part of or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you, or to transfer your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Monday, 20 July 2015 to Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong which will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at the same place on the second Business Day after your surrender of the original PAL.

FRACTIONS OF RIGHTS SHARES

The Company will not provisionally allot fractions of Rights Shares. All fractions of Rights Shares will be aggregated and sold in the market and, if a premium (net of expenses) can be achieved, the Company will retain the net proceeds for its own benefit. Any unsold fractions of Rights Shares after aggregation will be available to meet excess applications by the Qualifying Shareholders under the EAF(s).

APPLICATION OF EXCESS RIGHTS SHARES

Qualifying Shareholders are entitled to apply, by way of excess application, for (i) any unsold Rights Shares which would have been allotted to the Non-Qualifying Shareholders had they been Qualifying Shareholders; (ii) any Rights Shares provisionally allotted to but not validly accepted by the Qualifying Shareholders or otherwise subscribed for by renounees or transferees of the nil-paid Rights Shares; and (iii) any unsold aggregated fractions of the Rights Shares.

Beneficial Owners with their Shares held by a Registered Owner (or which are held with CCASS) should note that the Board will regard the Registered Owner (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, Beneficial Owners should note that the above arrangement in relation to the allocation of the excess Rights Shares will not be extended to them individually.

If a Qualifying Shareholder wishes to apply for any Rights Shares in addition to his provisional allotment, he must complete and sign the enclosed EAF in accordance with the instructions printed on the EAF and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by no later than 4:00 p.m. on Tuesday, 28 July 2015 or such later time and/or dates as may be agreed between the Company and the Underwriters. All remittances must be made in Hong Kong dollars and must be forwarded either by cheques drawn on an account with, or cashier’s orders issued by, a licensed bank in Hong Kong and made payable to “Vanke Property (Overseas) Limited – Excess Application Account” crossed “Account Payee Only”. The Directors will allocate the excess Rights Shares being applied for at their discretion on a fair and equitable basis and on pro rata basis. Reference will only be made to the number of excess Rights Shares applied for. No reference will be made to Rights Shares comprising applications by PAL or the existing number of Shares held by Qualifying Shareholders.

EFFECT OF BAD WEATHER

The latest time for acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares will not take place if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning in force in Hong Kong:

- at any local time before 12:00 noon and no longer in force after 12:00 noon on Tuesday, 28 July 2015. In such event, the latest time for acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- between 12:00 noon and 4:00 p.m. on Tuesday, 28 July 2015. In such event, the latest time of acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the latest time for acceptance of, and payment for, the Rights Shares and for application for, and payment for, excess Rights Shares does not take place on Tuesday, 28 July 2015, the dates mentioned in this section may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

CHEQUES AND CASHIER’S ORDER

All cheques and cashier’s orders will be presented for payment immediately upon receipt and all interest earned on such monies will be retained for the benefit of the Company. Any PAL in respect of which the accompanying cheque or cashier’s order is dishonoured on first presentation is liable to be rejected. Completion and return of a PAL with a cheque and/or cashier’s order, whether by you or by any nominated transferee will constitute a warranty by the applicant that the cheque or cashier’s order will be honoured on first presentation. Without prejudice to other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier’s order is dishonoured on first presentation, and, in such event, the relevant provisional allotment and all rights under the provisional allotment will be deemed to have been declined and will be cancelled. Subject to the fulfillment of the conditions of the Rights Issue, refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be despatched by ordinary post at your risk to your registered addresses, or other persons entitled thereto, on or before Wednesday, 5 August 2015.

SHARE CERTIFICATES AND REFUND CHEQUES

It is expected that the certificates for all fully-paid Rights Shares will be posted by ordinary mail by Computershare Hong Kong Investor Services Limited to those Qualifying Shareholders who have paid for and accepted the Rights Shares at their risk to their registered addresses on or before Wednesday, 5 August 2015.

You will receive one certificate for all the Rights Shares issued to you.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be sent by ordinary post on or before Wednesday, 5 August 2015 to the applicants at their own risk.

GENERAL

Lodgment of the PAL with, where relevant, the “Form of transfer and nomination” (Form B) purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split PALs and/or the certificates for Rights Shares.

All documents, including cheques or cashier’s orders for the amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

All times and dates in the PAL refer to Hong Kong local times and dates.

The PAL and any acceptance of the offer contained therein shall be governed by, and construed in accordance with, the laws of Hong Kong. The terms and conditions relating to applications for the Rights Shares as contained in the Prospectus shall apply.

Further copies of the Prospectus giving details of the Rights Issue are available from Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong during normal business hours.

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting the forms accompanying the PAL, you agree to disclose to the Company, Computershare Hong Kong Investor Services Limited and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance provides the holders of securities with rights to ascertain whether the Company or Computershare Hong Kong Investor Services Limited hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and Computershare Hong Kong Investor Services Limited have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at 55th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company, or (as the case may be) Computershare Hong Kong Investor Services Limited at its address set out above.

Yours faithfully,
for and on behalf of
Vanke Property (Overseas) Limited
Que Dong Wu
Executive Director