

China Merchants Property Development Co., Ltd.

Announcement on the Resolutions of the 1st Temporary Shareholders' Meeting in 2014

The members of the Board and the Company accept the responsibilities for the truthfulness, accuracy, and completeness of the announcement. There isn't any false record, misleading statement or significant omission carried in this announcement.

Special reminders:

1. This Meeting does not have veto proposal.
2. This Meeting does not involve changing the resolutions of the previous Shareholders' Meeting.

I. Condition of holding the Meeting

The Company published the *Notice on Holding the 1st Temporary Shareholders' Meeting in 2014* on *China Securities Journal*, *Securities Times*, *Shanghai Securities News*, *Securities Daily*, *Hong Kong Commercial Daily* and the information disclosure website appointed by the Company <http://www.cninfo.com.cn> on August 29, 2014.

The 1st Temporary Shareholders' Meeting in 2014 of the Company was held in Meeting Room 404, Building 3, Nanhai Yiku, Shekou, Shenzhen at 2:30 pm on September 16, 2014. The Meeting adopted the mode of combination of on-site voting and network voting. The Board of Directors of the Company called the Meeting, and after the election of half of the Directors of the Board of Directors, the Chairman Sun Chengming hosted the Meeting. The calling and holding of the Meeting comply with the related provisions of *Company Law*, *Rules for the Shareholders' Meetings of the Listed Companies* and *Company Statute*.

II. Attending condition of the Meeting

118 shareholders and shareholders' agents attended the Meeting, representing 1,535,443,101 shares, and accounting for 59.61% of the shares with voting right of the Company, among them:

There are 71 A share holders and A share holders' agents, representing 1,221,960,077

shares, and accounting for 59.12% shares with voting right of the A share holders of the Company. 16 A share holders and A share holders' agents attended the Shareholders' Meeting, representing 1,046,573,311 shares; 55 A share holders voted through the network, representing 175,386,766 shares.

There are 47 B share holders and B share holders' agents, representing 313,483,024 shares, and accounting for 61.59% shares with voting right of the B share holders of the Company. 47 B share holders and B share holders' agents attended the Shareholders' Meeting, representing 313,483,024 shares; 0 B share holder voted through the network, representing 0 shares.

The Directors, Supervisors and senior management of the Company attended the Meeting, and Lawyer Zhang Jiong and Lawyer Cao Cui of Shu Jin Law Firm attended the Meeting to witness.

III. Voting condition of the Meeting

The shareholders and shareholders' agents attending the Meeting voted and over half of them approved Proposal 1 and Proposal 5 as ordinary resolutions, the others were approved as special resolutions. Among them, Proposal 6 to Proposal 9 involve the matters related to the stock option incentive plan, and the incentive objects holding the Company shares and their agents avoided the voting on Proposal 6 to Proposal 9.

The specific voting conditions of the Proposals are as follows:

Proposal 1. Proposal on Providing Guarantee for the Trust Loans of Shenzhen China Merchants Construction Co., Ltd.

	Shares that can participate in the voting (shares)	Concurring		Dissenting		Abstention	
		Number of shares	Proportion	Number of shares	Proportion	Number of shares	Proportion
All the shareholders attending the Meeting	1,535,443,101	1,534,968,808	99.97%	100	0.00%	474,193	0.03%
A share holders attending the Meeting	1,221,960,077	1,221,485,784	99.96%	100	0.00%	474,193	0.04%
B share holders attending the Meeting	313,483,024	313,483,024	100.00%	-	0.00%	-	0.00%

Proposal 2. Proposal on Revising the *Company Statute*

	Shares that can	Concurring	Dissenting	Abstention
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	participate in the voting (shares)	Number of shares	Proportion	Number of shares	Proportion	Number of shares	Proportion
All the shareholders attending the Meeting	1,535,443,101	1,534,657,858	99.95%	-	0.00%	785,243	0.05%
A share holders attending the Meeting	1,221,960,077	1,221,174,834	99.94%	-	0.000%	785,243	0.06%
B share holders attending the Meeting	313,483,024	313,483,024	100.00%	-	0.00%	-	0.00%

Proposal 3: Proposal on Modifying the *Rules of Procedure for the Board of Directors*

	Shares that can participate in the voting (shares)	Concurring		Dissenting		Abstention	
		Number of shares	Proportion	Number of shares	Proportion	Number of shares	Proportion
All the shareholders attending the Meeting	1,535,443,101	1,534,657,858	99.95%	248,300	0.016%	536,943	0.03%
A share holders attending the Meeting	1,221,960,077	1,221,174,834	99.94%	248,300	0.020%	536,943	0.04%
B share holders attending the Meeting	313,483,024	313,483,024	100.00%	-	0.00%	-	0.00%

Proposal 4: Proposal on Modifying the *Rules of Procedure for the Board of Supervisors*

	Shares that can participate in the voting (shares)	Concurring		Dissenting		Abstention	
		Number of shares	Proportion	Number of shares	Proportion	Number of shares	Proportion
All the shareholders attending the Meeting	1,535,443,101	1,534,657,858	99.95%	248,300	0.016%	536,943	0.03%
A share holders attending the Meeting	1,221,960,077	1,221,174,834	99.94%	248,300	0.020%	536,943	0.04%
B share holders attending the Meeting	313,483,024	313,483,024	100.00%	-	0.00%	-	0.00%

Proposal 5. Proposal on Examining and Approving the *Shareholder Return Planning in the Next Three Years (2014-2016)* of the Company of the Company

	Shares that can participate in the voting (shares)	Concurring		Dissenting		Abstention	
		Number of shares	Proportion	Number of shares	Proportion	Number of shares	Proportion
All the shareholders attending the Meeting	1,535,443,101	1,534,922,158	99.97%	21,300	0.001%	499,643	0.03%
A share holders attending the Meeting	1,221,960,077	1,221,439,134	99.96%	21,300	0.002%	499,643	0.04%
B share holders attending the Meeting	313,483,024	313,483,024	100.00%	-	0.00%	-	0.00%

Proposal 6. Proposal on Examining and Approving the Stock Option First Grant

Plan (Draft) of the Company and Its Abstract

	Shares that can participate in the voting (shares)	Concurring		Dissenting		Abstention	
		Number of shares	Proportion	Number of shares	Proportion	Number of shares	Proportion
Non-related shareholders attending the Meeting	1,535,324,850	1,534,647,182	99.96%	216,775	0.014%	460,893	0.03%
A share holders attending the Meeting	1,221,869,577	1,221,191,909	99.94%	216,775	0.018%	460,893	0.04%
B share holders attending the Meeting	313,455,273	313,455,273	100.00%	-	0.00%	-	0.00%

Proposal 7. Proposal on Making the Assessment Method for the Implementation of the Stock Option Incentive Plan of the Company

	Shares that can participate in the voting (shares)	Concurring		Dissenting		Abstention	
		Number of shares	Proportion	Number of shares	Proportion	Number of shares	Proportion
Non-related shareholders attending the Meeting	1,535,324,850	1,534,643,801	99.96%	216,875	0.014%	464,174	0.03%
A share holders attending the Meeting	1,221,869,577	1,221,188,528	99.94%	216,875	0.018%	464,174	0.04%
B share holders attending the Meeting	313,455,273	313,455,273	100.00%	-	0.00%	-	0.00%

Proposal 8. Proposal on Making the *Regulations on the Stock Option Incentive Plan* of the Company

	Shares that can participate in the voting (shares)	Concurring		Dissenting		Abstention	
		Number of shares	Proportion	Number of shares	Proportion	Number of shares	Proportion
Non-related shareholders attending the Meeting	1,535,324,850	1,534,643,901	99.96%	216,775	0.014%	464,174	0.03%
A share holders attending the Meeting	1,221,869,577	1,221,188,628	99.94%	216,775	0.018%	464,174	0.04%
B share holders attending the Meeting	313,455,273	313,455,273	100.00%	-	0.00%	-	0.00%

Proposal 9. Proposal on Authorizing the Board of Directors to Handle the Matters Related to the Stock Option Incentive Plan

	Shares that can participate in the voting (shares)	Concurring		Dissenting		Abstention	
		Number of shares	Proportion	Number of shares	Proportion	Number of shares	Proportion
Non-related shareholders attending the Meeting	1,535,324,850	1,534,678,920	99.96%	549,630	0.036%	96,300	0.01%
A share holders attending the Meeting	1,221,869,577	1,221,223,647	99.95%	549,630	0.045%	96,300	0.01%
B share holders attending the Meeting	313,455,273	313,455,273	100.00%	-	0.00%	-	0.00%

IV. Legal opinion presented by the lawyers

Lawyer Zhang Jiong and Lawyer Cao Cui of Shu Jin Law Firm witnessed the Shareholders' Meeting and presented *Legal Opinion*. The conclusive opinion is as follows: The calling and holding procedures of this Shareholders' Meeting of the Company comply with the provisions of the laws, regulations and normative documents such as *Company Law* and *Rules* etc. and the related provisions of the current *Company Statute*. Qualification of the personnel attending the Meeting and qualification of the caller are legal and valid. The voting procedures of this Shareholders' Meeting are legal. The *Resolutions of the 1st Temporary Shareholders' Meeting in 2014 of China Merchants Property Development Co., Ltd.* formed in the Meeting is legal and valid.

The whole text of the *Legal Opinion* is disclosed at <http://www.cninfo.com.cn> along with this Announcement.

We hereby publish the announcement.

China Merchants Property Development Co., Ltd.

Board of Directors

September 17, 2014