

China Merchants Property Development Co., Ltd.
Notice on Convening 3rd Extraordinary General
Meeting in 2015

The Company and all members of the Board of Directors hereby guarantee that this Announcement is true, correct and complete without any false records, misleading statements or material omissions.

The Board of Directors of company decides to convene the 3rd Extraordinary General Meeting in 2015. The site voting and online voting will be adopted at the General Meeting, it is hereby to notify the following matters:

I. Basic Information Relating to the Meeting Convened

1. Time of general meeting: The 3rd Extraordinary General Meeting in 2015

2. Convener: The Board of Directors of company

3. Legal and regulatory compliance: the *Proposal on Convening the 3rd Extraordinary General Meeting in 2015* was reviewed and approved at the 17th meeting of the 7th Board of Directors of company, the convening and holding of the meeting comply with relevant laws, regulations, rules and the Articles of Association.

4. Time of meeting:

Time of site meeting: 2:30 p.m., October 9, 2015 (Friday)

Time of online voting: October 8, 2015 - October 9, 2015, wherein the specific time of online voting through the trading system of Shenzhen Stock Exchange: 9:30 - 11:30 and 13:00 - 15:00, October 9, 2015; specific time of online voting through the internet voting system of Shenzhen Stock Exchange: any time between 15:00, October 8, 2015 to 15:00, October 9, 2015.

5. The holding and voting of the meeting: This General Meeting is held on the site, and both the site voting and online voting shall be adopted.

Company will provide the online voting platform for the shareholders through the trading system and internet voting system of Shenzhen Stock Exchange; all

shareholders of company that are registered in the Shenzhen Branch of China Securities Depository and Clearing Company Limited and Singapore Exchange after the trading is closed in the afternoon of September 28, 2015 (the last trading day for both A-shares and B-shares is September 28, 2015) can exercise their voting rights through the above systems within the online voting time, or exercise their voting rights by attending the site meeting.

Only site voting or online voting is available for one voting right. The repeated voting of the same voting right shall be subject to the first voting result.

6. Attendees:

(1) All shareholders of company are registered in the Shenzhen Branch of China Securities Depository and Clearing Company Limited and Singapore Exchange after the trading is closed in the afternoon of September 28, 2015 (the last trading day for both A-shares and B-shares is September 28, 2015). Where the shareholders cannot attend this meeting for some reasons, they can entrust the proxy, who is unnecessary to be the shareholder of company, to attend this meeting and vote.

(2) Board of Directors, Supervisors and secretary of Board of Directors of company

(3) The senior management of company will be present at the General Meeting.

7. Place of site meeting: Meeting Room 404, Building 3, NH E-Cool, Shekou, Shenzhen

II. Topics of Meeting

Serial number	Content of proposal
1	Proposal on Compliance with Relevant Laws and Regulations by Issuance of A-shares by China Merchants Shekou Industrial Zone Holdings Co., Ltd. for Stock-for-stock Merger of China Merchants Property Development Co., Ltd. and Issuance of A-shares to Specific Objects for Raising of Supporting Funds and Affiliated Transaction
2	Proposal on Schemes of Issuance of A-shares by China Merchants Shekou Industrial Zone Holdings Co., Ltd. for Stock-for-stock Merger of China Merchants Property Development Co., Ltd. and Issuance of A-shares to

		Specific Objects for Raising of Supporting Funds and Affiliated Transaction
	2.1	Ways of This Merger and Supporting Issuance
	2.2	Classes and Face Value of Shares of Stock Conversion and Supporting Issuance
	2.3	Objects of Stock Conversion and Supporting Issuance
	2.4	Issue Price and Conversion Price of This Merger and Supporting Issuance
	2.5	Conversion Ratio of This Merger
	2.6	Stock Conversion of This Merger
	2.7	Number of Shares Issued for This Merger and Supporting Issuance
	2.8	Listing Places of Shares Issued for Stock Conversion and Supporting Issuance
	2.9	Arrangement on Lock-up period of Shares Issued for Stock Conversion and Supporting Issuance
	2.10	Purposes of Raised Fund from the Stock Conversion and Supporting Issuance
	2.11	Arrangement on the Accumulated Profit of This Merger
	2.12	The Cash Option of CMPD Dissent Shareholders
	2.13	The Processing Method of Odd Lots in This Merger
	2.14	Disposal of Restricted CMPD Shares
	2.15	Debt Disposal of This Merger
	2.16	Placement of Staff Involved in this Merger
	2.17	Period of Validity of the Resolution on This Stock-for-stock Merger and Supporting Issuance
	2.18	Delivery of this Merger
	2.19	Coming into Force and Completion of This Merger
3		Proposal on Affiliated Transaction as to Issuance of A-shares by China Merchants Shekou Industrial Zone Holdings Co., Ltd. for Stock-for-stock Merger of China Merchants Property Development Co., Ltd. and Issuance of A-shares to Specific Objects for Raising of Supporting Funds
4		Proposal on Reviewing the <i>Stock-for-stock Merger Agreement between CMSIZH and CMPD</i>
5		Proposal on Reviewing the Stock Subscription Agreement between CMSIZH

	and Specific Object
6	Proposal on Reviewing the <i>Report on Issuance of A-shares by China Merchants Shekou Industrial Zone Holdings Co., Ltd. for Stock-and-stock Merger of China Merchants Property Development Co., Ltd. and Issuance of A-shares to Specific Objects for Raising of Supporting Funds (Draft)</i> and Abstract Thereof
7	Proposal on Compliance with Article IV of <i>Provisions on Several Issues Concerning the Regulation of Major Reorganization by Listed Companies</i> by this Restructuring
8	Proposal on Completeness and Compliance of Legal Procedures for Restructuring as well as Effectiveness of Submitted Legal Documents
9	Proposal on Independence of Valuation Institutions, Rationality of Valuation Hypothesis and Premise, Relevance of Valuation Method and Valuation Purpose as well as Fairness of Valuation Price
10	Proposal on Reviewing the <i>Employee Stock Ownership Plan of China Merchants Shekou Industrial Zone Holdings Co., Ltd. (Draft)</i> and Abstract Thereof
11	Proposal on Profit Forecast Report, Profit Forecast Review Report and Compensation Agreement for Profit Forecast Related to This Restructuring
12	Proposal on Issuance of Related Commitment Letters By CMPD
13	Proposal on Authorizing Board of Directors to Handle Relevant Matters Concerning the Restructuring
14	Announcement on Terminating First Awarding Plan for Stock Option
15	Proposal on Reviewing <i>Self-Examination Report of Property Business of China Merchants Property Development Co., Ltd.</i>
16	Proposal on Terminating the Secondary Listing of CMPD B-shares and Delist from SGX
17	Proposal on Authorizing Board of Directors to Handle Relevant Matters Concerning the Termination of Secondary Listing of B-shares in Singapore and Delisting
18	Proposal on Employing Intermediary Concerning this Restructuring
18.1	Independent Financial Advisor

	18.2	Special Audit Organization
	18.3	Special Legal Advisor

Note:

1. As the above proposals involve in affiliated transactions, the affiliated shareholders and their proxies shall withdraw from voting. The said affiliated shareholders include the CHINA MERCHANTS SHEKOU INDUSTRIAL ZONE HOLDINGS CO., LTD., SUMIVA INTERNATIONAL LIMITED, FULL SPACE INVESTMENT LIMITED, FOXTROT INTERNATIONAL LIMITED, ORIENTURE INVESTMENT LTD and the objects of this supporting and raising issuance. Wherein the 10th proposal, the person involved in the ESOP also shall withdraw from voting.

2. The above proposals are special resolutions and fall into the classified statistic items, which shall be approved by the non-affiliated shareholders present of A-shares and non-affiliated shareholders present of B-shares representing more than two thirds of voting rights.

3. The details of the above proposals have been disclosed through the “China Securities Journal”, “Securities Times”, “Shanghai Securities News”, “Hong Kong Commercial Daily”, “Securities Daily” the website <http://www.cninfo.com.cn> on September 18, 2015.

III. Registration Method of Meeting

1. Registration Procedure:

(1) The legal representative of the legal person shareholder shall hold the account card of shareholders, copy of business certificate affixed with common seal of company, certificate of legal representative and its ID to handle the registration procedure; the entrusted proxy also shall hold the Power of Attorney and the ID of attendee.

(2) Individual shareholder shall hold its ID, account card of shareholder and proof of shareholding to handle the registration procedure; the entrusted proxy also shall hold the ID of attendee and Power of Attorney.

(3) Shareholders in other places can register by letter or fax.

2. Registration time: 9:00 a.m. - 5:30 p.m., September 29 to October 8, 2015 (excluding the non-working time), 9:00 - 5:30 a.m., October 9.

3. Registration place: Secretariat of Board of Directors, 4/F, Building 3, NH E-Cool, No. 6, Xinhua Road, Shekou, Nanshan District, Shenzhen, Guangdong Province

4. Considerations: The shareholders and proxies of shareholders that attend the meeting shall bring the relevant original documents.

IV. Specific Operation Procedures Concerning the Online Voting

The online voting made by shareholders through the trading system is similar to the trading of shares while the online voting through the internet voting system is similar to the filling-in of options, please refer to the Attachment II for the detailed voting procedures.

V. Voting Rules

Shareholders of company shall seriously exercise their voting rights and only site voting or online voting is available for the same one share, the repeated voting is not allowed. Online voting is comprised of the voting through the securities trading system and the voting through the internet system, and only one voting method is available for the same one share. The repeating voting shall be handled in the following rules: 1. The first effective voting result of shall prevail in case the repeated voting of same one share is made through the site and internet; 2. The first online voting shall prevail in case the repeated voting of same one share is made many times.

VI. Contact Information of Meeting

Tel.: (0755)26819600; Fax: 26818666

Add.: Building 3, NH E-Cool, No. 6, Xinhua Road, Shekou, Nanshan District, Shenzhen (518067), Guangdong Province

Contact person: Chen Jiang, Luo Yuan

VII. Miscellaneous

The meeting shall last half day, and the attendees shall be responsible for their own accommodation and transportation.

It is hereby notified.

China Merchants Property Development Co., Ltd.

Board of Directors

September 18, 2015

Attachment I:**Power of Attorney**

It is hereby to entrust that Mr./Ms. _____ will attend the 3rd Extraordinary General Meeting of China Merchants Property Development Co., Ltd. in 2015 and exercise the voting right by acting as the representative of me (company).

Stock account No. of Trustor: _____ Number of shares held: _____ Shares

ID No. of Trustor (Business certificate No. of legal person shareholder): _____

Trustee (signature): _____ ID No. of Trustee _____

The voting on the following proposal made by the Trustor is shown below (please underline “√” below the corresponding voting opinion):

No. of proposal	Content of proposal	Voting opinion			
		A pp ro va l	O bj ec ti on	W ai ve r	R e m ar ks
1	Proposal on Compliance with Relevant Laws and Regulations by Issuance of A-shares by China Merchants Shekou Industrial Zone Holdings Co., Ltd. for Stock-for-stock Merger of China Merchants Property Development Co., Ltd. and Issuance of A-shares to Specific Objects for Raising of Supporting Funds and Affiliated Transaction				

2	Proposal on Schemes of Issuance of A-shares by China Merchants Shekou Industrial Zone Holdings Co., Ltd. for Stock-for-stock Merger of China Merchants Property Development Co., Ltd. and Issuance of A-shares to Specific Objects for Raising of Supporting Funds and Affiliated Transaction				
2.1	Ways of This Merger and Supporting Issuance				
2.2	Classes and Face Value of Shares of Stock Conversion and Supporting Issuance				
2.3	Objects of Stock Conversion and Supporting Issuance				
2.4	Issue Price and Conversion Price of This Merger and Supporting Issuance				
2.5	Conversion Ratio of This Merger				
2.6	Stock Conversion of This Merger				
2.7	Number of Shares Issued for This Merger and Supporting Issuance				
2.8	Listing Places of Shares Issued for Stock Conversion and Supporting Issuance				
2.9	Arrangement on Lock-up period of Shares Issued for Stock Conversion and Supporting Issuance				
2.10	Purposes of Raised Fund from the Stock Conversion and Supporting Issuance				
2.11	Arrangement on the Accumulated Profit of This Merger				
2.12	The Cash Option of CMPD Dissent Shareholders				
2.13	The Processing Method of Odd Lots in This Merger				
2.14	Disposal of Restricted CMPD Shares				
2.15	Debt Disposal of This Merger				
2.16	Placement of Staff Involved in this Merger				
2.17	Period of Validity of the Resolution on This Stock-for-stock Merger and Supporting Issuance				

2.18	Delivery of this Merger				
2.19	Coming into Force and Completion of This Merger				
3	Proposal on Affiliated Transaction as to Issuance of A-shares by China Merchants Shekou Industrial Zone Holdings Co., Ltd. for Stock-for-stock Merger of China Merchants Property Development Co., Ltd. and Issuance of A-shares to Specific Objects for Raising of Supporting Funds				
4	Proposal on Reviewing the <i>Stock-for-stock Merger Agreement between CMSIZH and CMPD</i>				
5	Proposal on Reviewing the Signing of Stock Subscription Agreement between China Merchants Shekou Industrial Zone Holdings Co., Ltd. and Specific Objects				
6	Proposal on Reviewing the <i>Report on Issuance of A-shares by China Merchants Shekou Industrial Zone Holdings Co., Ltd. for Stock-and-stock Merger of China Merchants Property Development Co., Ltd. and Issuance of A-shares to Specific Objects for Raising of Supporting Funds (Draft)</i> and Abstract Thereof				
7	Proposal on Compliance with Article IV of <i>Provisions on Several Issues Concerning the Regulation of Major Reorganization by Listed Companies</i> by this Restructuring				
8	Proposal on Completeness and Compliance of Legal Procedures for Restructuring as well as Effectiveness of Submitted Legal Documents				
9	Proposal on Independence of Valuation Institutions, Rationality of Valuation Hypothesis and Premise, Relevance of Valuation Method and Valuation Purpose as well as Fairness of Valuation Price				

10	Proposal on Reviewing the <i>Employee Stock Ownership Plan of China Merchants Shekou Industrial Zone Holdings Co., Ltd. (Draft)</i> and Abstract Thereof				
11	Proposal on Profit Forecast Report, Profit Forecast Review Report and Compensation Agreement for Profit Forecast Related to This Restructuring				
12	Proposal on Issuance of Related Commitment Letters By CMPD				
13	Proposal on Authorizing Board of Directors to Handle Relevant Matters Concerning the Restructuring				
14	Announcement on Terminating First Awarding Plan for Stock Option				
15	Proposal on Reviewing <i>Self-Examination Report of Property Business of China Merchants Property Development Co., Ltd.</i>				
16	Proposal on Terminating the Secondary Listing of CMPD B-shares and Delist from SGX				
17	Proposal on Authorizing Board of Directors to Handle Relevant Matters Concerning the Termination of Secondary Listing of B-shares in Singapore and Delisting				
18	Proposal on Employing Intermediary Concerning this Restructuring				
18.1	Independent Financial Advisor				
18.2	Special Audit Organization				
18.3	Special Legal Advisor				

Where the Trustor fails to issue an instruction on the above proposal, can the Trustee vote at its discretion:

☐ Yes

☐ No

Signature of Trustee (Legal person
shareholder affixing common seal):

Entrusting date: , 2015

Attachment II:

Shareholders of China Merchants Property Development Co., Ltd.

Operation procedure concerning the online voting

The company will provide the online voting platform for the shareholders during this General Meeting; all shareholders of A-shares and B-shares registered prior to the registration date of stock ownership can attend the online voting through the trading system or online voting system of Shenzhen Stock Exchange.

I. Voting Procedure Concerning the Voting through the Trading System

1. The time of online voting made through the trading system for this General Meeting: 9:30 - 11:30 and 13:00 - 15:00 of October 9, 2015. The voting procedure is made according to the operation relating to the procurement of shares in Shenzhen Stock Exchange

2. The trading system only lists one voting securities during the online voting period, so the shareholders only need to declare one entrustment of purchasing before voting. Relevant information concerning the securities is shown below:

Securities code: 360024

Securities short name: ZSTP

3. Specific procedure concerning the voting of shareholders

① Enter purchasing instruction;

② Enter securities code 360024;

③ Fill in the serial number of proposal of the General Meeting below the “Entrustment Price”, the specific situations are shown below:

Proposal Serial number	Content of proposal	Corres pondin g Entrust ment Price
General	All proposals of this General Meeting	100.00

Proposal			
1		Proposal on Compliance with Relevant Laws and Regulations by Issuance of A-shares by China Merchants Shekou Industrial Zone Holdings Co., Ltd. for Stock-for-stock Merger of China Merchants Property Development Co., Ltd. and Issuance of A-shares to Specific Objects for Raising of Supporting Funds and Affiliated Transaction	1.00
2		Proposal on Schemes of Issuance of A-shares by China Merchants Shekou Industrial Zone Holdings Co., Ltd. for Stock-for-stock Merger of China Merchants Property Development Co., Ltd. and Issuance of A-shares to Specific Objects for Raising of Supporting Funds and Affiliated Transaction	---
	2.1	Ways of This Merger and Supporting Issuance	2.01
	2.2	Classes and Face Value of Shares of Stock Conversion and Supporting Issuance	2.02
	2.3	Objects of Stock Conversion and Supporting Issuance	2.03
	2.4	Issue Price and Conversion Price of This Merger and Supporting Issuance	2.04
	2.5	Conversion Ratio of This Merger	2.05
	2.6	Stock Conversion of This Merger	2.06
	2.7	Number of Shares Issued for This Merger and Supporting Issuance	2.07
	2.8	Listing Places of Shares Issued for Stock Conversion and Supporting Issuance	2.08
	2.9	Arrangement on Lock-up period of Shares Issued for Stock Conversion and Supporting Issuance	2.09
	2.10	Purposes of Raised Fund from the Stock Conversion and Supporting Issuance	2.10
	2.11	Arrangement on the Accumulated Profit of This Merger	2.11
	2.12	The Cash Option of CMPD Dissent Shareholders	2.12
	2.13	The Processing Method of Odd Lots in This Merger	2.13
	2.14	Disposal of Restricted CMPD Shares	2.14
	2.15	Debt Disposal of This Merger	2.15

	2.16	Placement of Staff Involved in this Merger	2.16
	2.17	Period of Validity of the Resolution on This Stock-for-stock Merger and Supporting Issuance	2.17
	2.18	Delivery of this Merger	2.18
	2.19	Coming into Force and Completion of This Merger	2.19
3		The Proposal on China Merchants Shekou Industrial Zone Holdings Co., Ltd. Merging China Merchants Property Development Co., Ltd. by means of issuing A-shares and Stock-for-stock, Raising Supporting Fund by Issuing A-shares to Specified Objects and Affiliated Transaction Complying with Relevant Laws and regulations.	3.00
4		Proposal on Reviewing the <i>Stock-for-stock Merger Agreement between CMSIZH and CMPD</i>	4.00
5		Proposal on Reviewing the Signing of Stock Subscription Agreement between China Merchants Shekou Industrial Zone Holdings Co., Ltd. and Specific Objects	5.00
6		Proposal on Reviewing the <i>Report on Issuance of A-shares by China Merchants Shekou Industrial Zone Holdings Co., Ltd. for Stock-and-stock Merger of China Merchants Property Development Co., Ltd. and Issuance of A-shares to Specific Objects for Raising of Supporting Funds (Draft)</i> and Abstract Thereof	6.00
7		Proposal on Compliance with Article IV of “ <i>Provisions on Several Issues Concerning the Regulation of Major Reorganization by Listed Companies</i> ” by this Restructuring	7.00
8		Proposal on Completeness and Compliance of Legal Procedures for Restructuring as well as Effectiveness of Submitted Legal Documents	8.00
9		Proposal on Independence of Valuation Institutions, Rationality of Valuation Hypothesis and Premise, Relevance of Valuation Method and Valuation Purpose as well as Fairness of Valuation Price	9.00
10		Proposal on Reviewing the <i>Employee Stock Ownership Plan of China Merchants Shekou Industrial Zone Holdings Co., Ltd. (Draft)</i>	10.00

		and Abstract Thereof	
11		Proposal on Profit Forecast Report, Profit Forecast Review Report and Compensation Agreement for Profit Forecast Related to This Restructuring	11.00
12		Proposal on Issuance of Related Commitment Letters By CMPD	12.00
13		Proposal on Authorizing Board of Directors to Handle Relevant Matters Concerning the Restructuring	13.00
14		Announcement on Terminating First Awarding Plan for Stock Option	14.00
15		Proposal on Reviewing <i>Self-Examination Report of Property Business of China Merchants Property Development Co., Ltd.</i>	15.00
16		Proposal on Terminating the Secondary Listing of CMPD B-shares and Delist from SGX	16.00
17		Proposal on Authorizing Board of Directors to Handle Relevant Matters Concerning the Termination of Secondary Listing of B-shares in Singapore and Delisting	17.00
18		Proposal on Employing Intermediary Concerning this Restructuring	18.00
	18.1	Independent Financial Advisor	18.01
	18.2	Special Audit Organization	18.02
	18.3	Special Legal Advisor	18.03

④ Fill in voting opinion below the “Entrustment Number”, 1 representing “Approval”, 2 representing “Objection”, 3 representing “Waiver”, the specific situations are shown below:

Categories of voting opinion	Corresponding to the number of declared shares
Approval	1 shares
Objection	2 shares
Waiver	3 shares

Where shareholders have unanimous opinion towards the all proposals, the voting can only be made to the “General Proposal”.

Where shareholders make repeated voting on the “General Proposal” and single proposal through the online voting system, the first effective voting shall prevail. That is to say, the voting opinion on relevant voted proposals shall prevail in case shareholders vote on the relevant proposals before voting on the General Proposal, and other unvoted proposals shall be subject to the voting opinion of the General Proposal; the voting opinion of the General Proposal shall prevail in case shareholders vote on the General Proposal before voting on the relevant proposals.

⑤ Confirm the completion of voting entrustment.

4. NOTE:

① Canceling an order is not allowed during the voting;

② The declaration that fails to meet above requirements shall be deemed as invalid declaration and not be included in the statistics of voting;

③ If an inquiry about the voting result is required to make, please log in the internet voting system of Shenzhen Stock Exchange (<http://wltp.cninfo.com.cn>) at 18:00 at the day of voting, and click the “Voting Inquiry”, then view the personal voting result.

II. Voting Procedure Concerning the Internet Voting

Log in the internet voting system of Shenzhen Stock Exchange (<http://wltp.cninfo.com.cn>), then make online voting after authenticating the identity.

1. Handling procedure of identity authentication

The identity authentication is conducted to confirm the identity of the voter and protect the interests of the voter. At present, shareholders can conduct the identity authentication through service password or digital certificate.

For those shareholders applying for service password, please log in: <http://www.szse.cn> or special area registration of password service <http://wltp.cninfo.com.cn>, fill in relevant information and set a service password, which can be used after being activated successfully through the trading system.

Those shareholders applying for digital certificate can make an application to the Shenzhen Securities Information Company Co., Ltd. or its certificate-issuing agency. Business consultation telephone 0755-83991880/25918485/25918486, e-mail of

business consultation xuningyan@p5w.net. Also refer to the “Certificate Service” column on the trading system (<http://wltp.cninfo.com.cn>) of Shenzhen Stock Exchange.

2. Shareholders can log in the internet voting system in the <http://wltp.cninfo.com.cn> with the service password or digital certificate and vote

3. Voting time of shareholders

The voting for this General Meeting through the internet voting system shall begin at 15:00, October 8, 2015 and end at 15:00, October 9, 2015.