

Stock code: 000024, 200024

Stock short name: ZSDC, ZSJB

Announcement No.: [CMPD] 2015-082

**China Merchants Property Development Co., Ltd.  
Suggestive Announcement on China Merchants Shekou  
Industrial Zone Holdings Co., Ltd. Merging China  
Merchants Property Development Co., Ltd. through  
Stock-for-stock**

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 Company holds the 17th meeting of the 7th Board of Directors on September 16, 2015, during which the relevant proposal (please refer to relevant announcements published on the same day for details) on China Merchants Shekou Industrial Zone Holdings Co., Ltd. (hereinafter referred to as “CMSIZH”) Merging China Merchants Property Development Co., Ltd. (namely the company, hereinafter referred to as “CMPD” or the “Company”) through Stock-for-stock is reviewed and approved and the “*Stock-for-stock Merger Agreement between CMSIZH and CMPD*” is signed with CMSIZH. It is hereby to prompt the following partial important matters, and investors are advised to pay attention to relevant risks:

Normal trading of A-shares and B-shares of the Company can be conducted in Shenzhen Stock Exchange prior to this Merger being approved by relevant department. Investors can purchase and sell the A-shares and B-shares listed in Shenzhen Stock Exchange as the way of trading of ordinary A-shares and B-shares, and liquidate and settle in RMB and HKD respectively.

Shareholders that hold the A-shares and B-shares of the Company can obtain the CMSIZH A-shares after the stock-for-stock merger is implemented. With respect to the CMSIZH A-shares obtained due to this stock-for-stock merger, the way of registration is shown as follows:

1. With respect to the original investors of CMPD A-shares, CMSIZH A-shares will be transferred to the original securities account of A-shares for subsequent transactions.

2. With respect the domestic individual investors of B-shares having established One Password relationship between the sub-accounts of A-shares and B-shares within the stipulated time, CMSIZH A-shares will be transferred to the securities account of A-shares for subsequent transactions.

3. With respect to the investors without securities account of A-shares under the One Password Account or with the securities account of A-shares without establishing One Password relationship between the sub-accounts of A-shares and B-shares, the CMSIZH A-shares shall be held or traded by allocating the special securities account of A-shares; for the detailed trading and operation method, please refer to the trading and operation method of B-shares, but inconveniences exist, such as the restricted trading rights, change of the code of stock trading, opening related accounts, etc.

In addition, as the trading systems of domestic securities companies are not same at present, it may involve part of securities companies that are upgrading their existing trading systems when opening the special securities account of A-shares, and the time necessary for upgrading the trading system is uncertain. Where the above investors want to avoid the relevant risks, they can contact the entrusted securities traders and ask them to establish One Password relationship between the sub-accounts of A-shares and B-shares, or they can sell all their B-shares during the trading of Company B-shares, then they can exercise the cash option.

The Company will promptly announce the matters relating to this stock-for-stock merger based on the progress of project.

China Merchants Property Development Co., Ltd.

Board of Directors

September 18, 2015