

China Merchants Property Development Co., Ltd.

Notice on Holding the Annual Shareholders' Meeting 2013

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.

The Company announced the *Notice on Postponing the Holding of the Annual Shareholders' Meeting 2013* on April 3, 2014, and the Company decides to hold the Annual Shareholders' Meeting 2013 at 2:30 PM on April 14, 2014 (Monday).

On April 3, 2014, the shareholder of the Company China Merchants Shekou Industrial Zone Co. proposed to the Board of Directors of the Company to add examining the *Proposal on Electing the Directors of the 7th Board of Directors* on the Annual Shareholders' Meeting 2013 of the Company. Now the Company notifies the proposals of the Shareholders' Meeting after the above-mentioned proposal is added and the related matters as follows:

I. Basic condition of holding the Meeting

1. Meeting time:

On-site meeting time: 2:30 PM, April 14, 2014 (Monday)

Network voting time: April 13, 2014—April 14, 2014. The specific time of conducting network voting through the transaction system of Shenzhen Stock Exchange is: 9:30—11:30, 13:00—15:00, April 14, 2014. The specific time of voting through the Internet voting system of Shenzhen Stock Exchange is: Any time during the period from 15:00 April 13, 2014 to 15:00 April 14, 2014.

2. Equity registration day: April 1, 2014 (T+3 day for B shares)

3. On-site meeting site: Conference Room 404, Building 3, Nanhai Yiku, Shekou, Shenzhen

4. Calling party: Board of Directors of the Company

5. Holding mode: Combination of on-site voting and network voting

The Company will provide the voting platform in network form through the transaction system and Internet voting system of Shenzhen Stock Exchange, and the Company A share shareholders and B share shareholders registered on the book on the equity registration day can exercise the voting right within the network voting time or participate in the on-site Shareholders' Meeting to exercise the voting right.

For the same voting right, only one of on-site or network voting mode can be selected. For the same voting right, when repeated voting arises, the result of the first voting shall prevail.

6. Attending objects:

(1) A share holders registered in the book at China Securities Registration and Settlement Co., Ltd. Shenzhen Branch up till the afternoon of April 1, 2014 after the transaction is completed and B share holders registered in the book at China Securities Registration and Settlement Co., Ltd. Shenzhen Branch and Singapore Stock Exchange up till April 4, 2014. The shareholders who cannot attend the Meeting due to reasonable causes can entrust agents to attend the Meeting and participate in the voting, and the agents of the shareholders are not necessarily the shareholders of the Company.

(2) Directors and Supervisors of the Company and Secretary of the Board of Directors.

(3) The senior management of the Company will attend the Shareholders' Meeting.

II. Proposals of the Meeting

The meeting will listen to the *Report on the Condition of the Independent Directors Preforming Their Duties 2013* and examine the following proposals:

No.	Proposal content
1	Annual Financial Report 2013
2	Annual Report 2013 and Abstract of the Annual Report
3	Scheme of Annual Profit Distribution and Capital Reserve Transferred into the Equity 2013

4	Proposal on Continuing the Employment of the External Audit Institution
5	Proposal on Examining the Company Providing Guarantee Limit to the Holding Subsidiary Companies in 2014
6	Proposal on Examining the Company Providing Guarantee Limit to China Merchants Guangming Science and Technology Park in 2014
7	Proposal on Electing the Directors of the 7 th Board of Directors
7.1	Proposal on Electing Sun Chengming as the Director of the 7 th Board of Directors
7.2	Proposal on Electing Fu Gangfeng as the Director of the 7 th Board of Directors

Notes:

1. Proposal 6 involves related transaction, and the related shareholders will avoid the voting.
2. The detailed contents of the above-mentioned proposals are disclosed at *China Securities Journal*, *Securities Times*, *Shanghai Securities News*, *Hong Kong Commercial Daily*, *Securities Daily* and <http://www.cninfo.com.cn> on March 18, 2014.
3. Cumulative voting is adopted for Proposal 7 (Cumulative voting: When the Shareholders' Meeting elects over two Directors or Supervisors, each share held by the shareholder has the voting right equivalent to the total number of the Director candidates or the Supervisor candidates. The shareholders can use all the voting right to elect one person and can disperse the voting to elect several persons. And the successful Director candidates or the successful Supervisor candidates are determined according to the number of votes).

III. Meeting registration method

1. Registration procedures:

(1) The legal representative of the legal person shareholder shall hold the shareholder account card, copy of the business license affixed with the official seal of the company, legal representative certificate and identity card to handle the registration procedures. If agent is entrusted to attend the Meeting, legal person power of attorney and identity card of the attender shall be held.

(2) Individual shareholders shall hold the identity card, shareholder account card and shareholding voucher to handle the registration procedures. Agent of the

shareholder entrusted to attend the Meeting shall also hold the identity card of the attender and the power of attorney.

(3) Shareholders in other areas can conduct registration through mail or fax.

2. Registration time: 9: 00 AM—5:30 PM, April 2, 2014 to April 13, 2014 (excluding non working hours), 9: 00 AM—12:00 AM, April 14, 2014.

3. Registration site: Secretariat of the Board of Directors, 4F, Building 3, Nanhai Yiku, No.6 Xinghua Road, Shekou, Nanshan District, Shenzhen, Guangdong.

4. Precaution: The shareholders and agents of the shareholders attending the meeting shall bring the originals of their certificates to enter the site.

IV. Concrete operation processes of participating in network voting

The shareholders conducting network voting through the transaction system is similar to buying or selling shares, conducting voting through the Internet Voting system is similar to filling in the options, and see Annex 3 for the specific voting processes.

V. Voting rules

The Company shareholders shall seriously exercise the voting right. When voting, for the same share, only choose one of the voting modes: on-site voting and network voting can be selected, and repeated voting is not allowed. Network voting includes two voting modes: securities transaction system and Internet system, and for the same share, only one of the modes can be selected. If repeated voting arises, handle according to the following rules: 1. If the same share has repeated voting of on-site voting and network voting, the first effective voting result shall prevail. 2. If the same share has repeated voting through the network, the first network voting shall prevail.

VI. Contact methods of the Meeting

Tel: (0755) 26819600, fax: 26818666

Address: Building 3, Nanhai Yiku, No.6 Xinghua Road, Shekou, Nanshan District, Shenzhen, Guangdong (postal code: 518067)

Contact persons: Huang Rui, Luo Yuan.

VII. Other matters

The Meeting time is half a day, and the personnel attending the Meeting share bear the dining, lodging and traffic expenses.

We hereby publish the announcement.

China Merchants Property Development Co., Ltd.

Board of Directors

April 4, 2014

Annex 1: Resumes of the Candidates of the Directors

1. Resume of Sun Chengming

Sun Chengming: Male, 54 years old, Senior Engineer. He graduated from Wuhan Marine Traffic Engineering Institute with a Bachelor's Degree majored in Ship Machinery Manufacturing and Repair, and later, he got a MBA from China Europe International Business School. Now he is the Vice President of China Merchants Group Co., Ltd. He was the General Manager of China Merchants Container Service Co., Ltd., General Manager of China Merchants Warehouse & Dock Transportation Co., Ltd., Deputy General Manager, General Manager & Secretary of CPC General Branch of China Merchants Industrial Group Co., Ltd., President Assistant of China Merchants Group, and General Manager and Deputy Secretary of Party Committee of China Merchants Shekou Industrial Zone Co., Ltd.

Up till April 4, 2014, Sun Chengming did not hold the stocks of the Company, did not have the condition of being punished by China Securities Regulatory Commission, other related departments and stock exchanges, and met the qualifications and conditions required by the related laws and regulations such as *Company Law* etc.

2. Resume of Fu Gangfeng

Fu Gangfeng: Male, 47 years old, Senior Accountant. He graduated from the Department of Economics and the Department of Management of Xi'an Highway Institute with a Bachelor's Degree and a Master's Degree majored in Finance & Accounting and Management Engineering respectively. Now he is the Chief Financial Officer of China Merchants Group Co., Ltd. He was the Deputy Financial Controller of China Merchants Group Co., Ltd., Director of the Chief Accountant's Room, Vice General Accountant and Chief Financial Officer of Shekou Industrial Zone, and Chief Financial Officer of the Company.

Up till April 4, 2014, Fu Gangfeng did not hold the stocks of the Company, did not have the condition of being punished by China Securities Regulatory Commission, other related departments and stock exchanges, and met the qualifications and conditions required by the related laws and regulations such as *Company Law* etc.

Annex 2:

Power of Attorney

Hereby I entrust Mr./Ms. _____ to represent me (my company) to attend the Annual Shareholders' Meeting 2013 of China Merchants Property Development Co., Ltd. And exercise the voting right.

Share account of the principal: _____

Number of shares held: _____ shares

Identity card number of the principal (number of the business license of the legal person shareholder): _____

Mandatar (signature): _____ Identity card number of the mandatar: _____

The principal has the following voting on the proposals below (please tick "√" under the corresponding voting opinion):

Proposal No.	Proposal content	Voting opinion			
		Assent	Negative	Abstention	Remark
1	Annual Financial Report 2013				
2	Annual Report 2013 and Abstract of the Annual Report				
3	Scheme of Annual Profit Distribution and Capital Reserve Transferred into the Equity 2013				
4	Proposal on Continuing the Employment of the External Audit Institution				
5	Proposal on Examining the Company Providing Guarantee Limit to the Holding Subsidiary Companies in 2014				
6	Proposal on Examining the Company Providing Guarantee Limit to China Merchants Guangming Science and Technology Park in 2014				The related shareholders avoid the voting

7	Proposal on Electing the Directors of the 7 th Board of Directors	--	Fill in the number of votes on the left
7.1	Proposal on Electing Sun Chengming as the Director of the 7 th Board of Directors	Assent shares	
7.2	Proposal on Electing Fu Gangfeng as the Director of the 7 th Board of Directors	Assent shares	

If the principal does not make concrete voting command on the above-mentioned proposals, the mandatary can vote according to his/her own decision:

☐

Can

☐

Cannot

Signature of the principal (affix official seal for the legal person shareholder):

Entrustment date: month 2014

Annex 3:

Operation Procedures of the Shareholders of China Merchants Property Development Co., Ltd. Participating in Network Voting

For this Shareholders' Meeting, the Company will provide network voting platform for the shareholders, and A share shareholders and B share shareholders of the Company registered in the book on the equity registration day can participate in the network voting through the transaction system or Internet voting system of Shenzhen Stock Exchange.

I. Voting procedures of adopting the transaction system to vote

1. The time of conducting network voting through the transaction system of this Shareholders' Meeting is 9:30~11:30, 13:00~15:00 April 14, 2014. For the voting procedures, operate in comparison to buying shares at Shenzhen Stock Exchange.

2. During the network voting, the transaction will list a voting security, the shareholder applies a buy-in entrustment, and voting can be conducted on the proposal. The information related to the security is as follows:

Security code: 360024

Security brief name: CM Voting

3. Concrete processes of shareholder voting

① Input the buy-in command.

② Input the security code 360024;

③ Fill in the proposal No. of the Shareholders' Meeting under the "entrustment price" item, and the concrete condition is as follows:

Proposal No.	Proposal content	Corresponding entrustment price
1	Annual Financial Report 2013	1.00
2	Annual Report 2013 and Abstract of the Annual Report	2.00
3	Scheme of Annual Profit Distribution and Capital Reserve Transferred into the Equity 2013	3.00
4	Proposal on Continuing the Employment of the External Audit Institution	4.00
5	Proposal on Examining the Company Providing Guarantee	5.00

	Limit to the Holding Subsidiary Companies in 2014	
6	Proposal on Examining the Company Providing Guarantee Limit to China Merchants Guangming Science and Technology Park in 2014	6.00
7	Proposal on Electing the Directors of the 7 th Board of Directors	-
7.1	Proposal on Electing Sun Chengming as the Director of the 7 th Board of Directors	7.01
7.2	Proposal on Electing Fu Gangfeng as the Director of the 7 th Board of Directors	7.02

④ For proposals 1-6, fill in the voting opinion under the “entrustment quantity” item, 1 share indicates assent, 2 shares indicate negative, and 3 shares indicate abstention. The concrete condition is as follows:

Variety of voting opinion	Number of corresponding applications shares
Assent	1 share
Negative	2 shares
Abstention	3 shares

⑤ For Proposal 7 that adopts cumulative voting, fill in the number of votes under the “entrusted quantity”; the concrete condition is as follows:

No. of the proposal	Content of the proposal	Corresponding entrusted quantity
7	Proposal on Electing the Directors of the 7 th Board of Directors	-
7.1	Proposal on Electing Sun Chengming as the Director of the 7 th Board of Directors	Assent shares
7.2	Proposal on Electing Fu Gangfeng as the Director of the 7 th Board of Directors	Assent shares

⑥ Confirm the voting entrustment is completed.

4. Precautions

① The voting cannot be canceled.

② The application not meeting the above-mentioned requirements will be treated as invalid application and will not be brought into the voting statistics.

③ If it is necessary to inquire about the voting result, please log in the Internet voting system of Shenzhen Stock Exchange after 18:00 of the voting day (<http://wltp.cninfo.com.cn>), click the “voting inquiry” function, and check the individual network voting result.

II. Voting procedures of adopting Internet voting

Log in the Internet Voting system of Shenzhen Stock Exchange (<http://wltp.cninfo.com.cn>), and you can conduct network voting after passing the identity authentication.

1. Handle the identity authentication procedures

The purpose of identity authentication is confirming the identity of the voter on the network, so as to protect the interest of the voter. At present, the shareholders can adopt the mode of service password or digital certificate to conduct identity authentication.

To apply for the service password, please log in the password service special zone of the website: <http://www.szse.cn> or <http://wltp.cninfo.com.cn> to register, fill in the related information and set the service password. The service password can be used half a day after activation of the transaction system is successful.

To apply for the digital certificate, you can apply to Shenzhen Securities Information Company or the agency certificate-issuing organ entrusted by it. Business consultation Tel: 0755-83991880/25918485/25918486, business consultation email address: xuningyan@p5w.net. You can also refer to the “certificate service” column of the Internet voting system of Shenzhen Stock Exchange (<http://wltp.cninfo.com.cn>).

2. The shareholders can log in the Internet voting system of <http://wltp.cninfo.com.cn> according to the service password or digital certificate obtained to conduct voting.

3. Time of the shareholders conducting voting

The start time of voting through the Internet voting system of this Shareholders' Meeting is 15:00, April 13, 2014, and the ending time of the network voting is 15:00, April 14, 2014.