

Stock code: 000024, 200024

Stock short name: ZSDC, ZSJB

Announcement No.: [CMPD] 2015-084

China Merchants Property Development Co., Ltd.

Suggestive Announcement on Planning to Terminate Secondary Listing of CMPD B-shares and Delist from SGX

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.

It is hereby notified that:

1. The expiration date of Designation Transfer Period: December 3, 2015
2. Cash consideration of remaining shares: HKD 26.54 per share.
3. Shares entrusted in SGX after the Designation Transfer Period shall be deemed to accept cash consideration.

According to the resolutions at the 17th meeting of the 7th Board of Directors of company (please refer to the *Announcement on the Resolutions of the 17th meeting of the 7th Board of Directors* published on the same day for details), whereas the company will terminate the listing and cancel the corporate capacity after the stock-for-stock merger is implemented, in order to smoothly advance this stock-for-stock merger, the company plans to terminate the secondary listing of its B-shares in Singapore Exchange (hereinafter referred to as “SGX”) in advance, and delist from the SGX.

The specific delisting scheme is shown below:

1. The listed trading of B-shares (ZSJB, 200024) will be terminated in Shenzhen Stock Exchange (hereinafter referred to as “SZSE”) and the one-way Designation Transfer is made to the SGX as of the announcement date;
2. Terminate the trading of company shares of secondary listing in Singapore as of the announcement date;

3. Within the designated period (hereinafter referred to as “Designation Transfer Period”), open and transfer the entrusted shares in SGX to SZSE for Designation Transfer; holders of entrusted shares in SGX (hereinafter referred to as “Singapore Shareholders”) may apply to SGX for transferring the entrusted shares for Designation Transfer by SZSE, and the company will bear the fee incurred from single Designation Transfer. The shares, which are transferred to SZSE for Designation Transfer by investors, can be freely traded after resumption of trading in SZSE, and they enjoy the same rights with B-shares in SZSE.

[Please note: fee of Designation Transfer is HKD 120 one time, the company will bear the fee incurred from single Designation Transfer. The Singapore Shareholders that plans to transfer the entrusted shares to SZSE for Designation Transfer shall complete the Designation Transfer by one time within the Designation Transfer Period. Where the Singapore Shareholders choose to complete the Designation Transfer by many times, the additional fees incurred from the over one time Designation Transfer shall be borne solely by the Singapore Shareholders. For the handling procedure of Designation Transfer, please see the *Annex Guidelines on Transferring the ZSJB Shares from Singapore Exchange to Shenzhen Stock Exchange* to this announcement]

4. The above “Designation Transfer Period” shall be from the announcement date to December 3, 2015. When the Designation Transfer Period expires, the Singapore shareholders shall not transfer their shares to SXSE for Designation Transfer.

[Please note: When the Designation Transfer Period expires, the remaining shares in the SGX shall not be transferred to SZSE; the Singapore Shareholders that plan to transfer SZSE for Designation Transfer shall have a good understanding of time necessary for opening account and procedure of Designation Transfer, and hand the procedure of Designation Transfer in advance]

5. With respect to the company shares entrusted in the SGX when the Designation Transfer Period expires, the company will provide the cash consideration scheme that China Merchants Group (Hong Kong) Co., Ltd. or related third parties (purchaser) will purchase relevant shares with cash consideration of HKD 26.54 per share. The company shares entrusted in the SGX when the Designation Transfer

Period expires shall be deemed to accept the cash consideration provided by the purchaser, who shall be transferred shares relating to the above cash consideration amount.

[Note: the consideration amount is at a premium of 50% compared with the last trading price in SGX, and at a respective premium of 18.51% and 29.38% compared with the closing price of Shenzhen B-shares prior to the suspension of B-shares trading in SZSE and average price for 20 days prior to the suspension of trading. (The above prices are ex-entitlement prices)]

6. When Designation Transfer Period expires, the company shall apply for delisting of ZSJB shares from SGX.

7. The company will notify the Singapore Shareholders of the delisting scheme and progress by means of announcement, letter, etc., so pay attention to relevant announcement of our company.

The above delisting scheme remains to be reviewed and approved by the general meeting of company.

Way of consultation:

The secretariat of directors of company (China mainland): (86)-755-26810650
Ms. Luo

Legal advisor of company (Singapore): (65) 65353600 Lawyer Danny Lim

Annex: Guidelines on Transferring the ZSJB Shares from SGX to SZSE

China Merchants Property Development Co., Ltd.
Board of Directors
September 18, 2015

Annex: Guidelines on Transferring the ZSJB Shares from SGX to SZSE

Guidelines on Transferring the ZSJB Shares from SGX to SZSE

Definition

The following abbreviations and acronyms shall have the following definition in this Guideline, unless specially expressed:

CMSIZH	MEANS	CHINA MERCHANTS SHEKOU INDUSTRIAL ZONE HOLDINGS CO., LTD.
CMPD, ZSJB SHARES	MEANS	CHINA MERCHANTS PROPERTY DEVELOPMENT CO., LTD.
SHENZHEN BRANCH OF CSDCC	MEANS	SHENZHEN BRANCH OF CHINA SECURITIES DEPOSITORY AND CLEARING COMPANY LIMITED, CSDCC
CMS (HK)	MEANS	CHINA MERCHANTS SECURITIES (HK) CO., LTD.
CDP	MEANS	CENTRAL DEPOSITORY
SZSE	MEANS	SHENZHEN STOCK EXCHANGE
SGX	MEANS	SINGAPORE EXCHANGE LIMITED
SHAREHOLDERS OF SGX B-SHARES	MEANS	INVESTORS HOLDING THE ZSJB SHARES LISTED IN SINGAPORE EXCHANGE
DESIGNATION TRANSFER	MEANS	INVESTORS, WHO PLAN TO TRANSFER THEIR SHARES FROM ONE SECURITIES TRADER TO ANOTHER SECURITIES TRADER FOR ENTRUSTING, MUST HANDLE CERTAIN PROCEDURES TO REALIZE THE TRANSFER ENTRUSTED SHARES.

Secondary listing of CMPD B-shares was realized by introduction in 1995, and CMPD B-shares was listed and traded in SZSE and SGX (denominated in HKD) at the same time.

In order to guarantee the smooth implementation of this stock-for-stock merger, ZSJB shares can be transferred to the SZSE from the SGX and converted into MSIZH A-shares based on the design of scheme.

Specific procedures concerning the transfer of ZSJB shares from SGX to SZSE are shown below:

1. Singapore Shareholders of B-shares fill in the application form of Designation Transfer from SGX to SZSE. Please contact the securities broker of Party A for details.

Please note that it is required to provide the documents relating to the securities transaction of transferor and transferee in the application form, so Singapore Shareholders of B-shares shall determine trustee of B-shares transferee.

- (1) Where shareholders have securities account of Shenzhen B-shares and securities broker qualified for entrusting the Shenzhen B-shares, please contact the broker for details of shares transfer.

- (2) Where shareholders have no securities account of Shenzhen B-shares and securities broker qualified for entrusting the Shenzhen B-shares, they shall separately apply for opening securities account of Shenzhen B-shares, bank account and designate the trustee of Shenzhen B-shares.

The company will employ CMS (HK) that provides consultation service for Singapore Shareholders of B-shares on relevant matters, such as the opening the securities account of Shenzhen B-shares, bank account, etc. during this period; where Singapore Shareholders of B-shares intend to entrust CMS (HK) to handle relevant procedures, they can reserve and make application in advance, based on the actual situations of which the company will decide if it is required to arrange the CMS (HK) to provide the on-site service of opening securities account of Shenzhen B-shares and entrusting those B-shares for Singapore Shareholders of B-shares in Singapore; then the Singapore Shareholders of B-shares shall bring: 1. Hong Kong Identity Card (if

any) or personal passport 2. Documentary evidence (e.g. utility bill, bank statement, etc.) of at least permanent address; as for the specific time of opening account, please pay attention to relevant announcements.

In addition, Singapore Shareholders of B-shares can choose other brokers qualified for entrusting the Shenzhen B-shares in Hong Kong or China mainland for opening B-shares account, please contact relevant brokers for detailed requirements.

2. Trustee of Singapore B-shares applies to the CDP for Designation Transfer from SGX to SZSE. It is unnecessary for investors to handle this procedure.

3. Where the Designation Transfer application is correct after being audited by CDP, it will be faxed to Shenzhen Branch of CSDCC. It is unnecessary for investors to handle this procedure.

4. Shenzhen Branch of CSDCC will complete the processing of Designation Transfer of shares in two working days. It is unnecessary for investors to handle this procedure.

5. Shenzhen Branch of CSDCC will notify that the Designation Transfer is completed by faxing the confirmation of Designation Transfer to the CDP and the broker of shares transferee. It is unnecessary for investors to handle this procedure.

6. CDP will charge HKD 120 for each Designation Transfer. The company will bear the non-recurring fee of Designation Transfer, namely HKD 120. Where the Singapore Shareholders of B-shares transfer the ZSJB shares from the SGX to SZSE by many times, they shall bear the additional fees incurred from over one time Designation Transfer.

7. The matter that ZSJB shares are transferred from SGX to SZSE shall be implemented as of the announcement date of the Guideline until the December 3, 2015. After the expiration date (when Designation Transfer Period expires), Singapore Shareholders of B-shares cannot transfer their ZSJB shares to the SZSE, the account, for which the transfer application is not made, shall be deemed to accept cash consideration, then the China Merchants Group (Hong Kong) Co., Ltd. or related third parties will purchase B-shares that are not transferred to SZSE with cash consideration of HKD 26.54 per share.

8. The delisting of ZSJB shares will be completed after completing the above procedures.

Where Singapore Shareholders of B-shares have questions for any matters, please contact:

The secretariat of directors of company (China mainland): (86)-755-26810650
Ms. Luo

Legal advisor of company (Singapore): (65) 65353600 Lawyer Danny Lim

Singapore Shareholders of B-shares can make reservation and application to CMS (HK) for opening account by dialing:

(852) 31896374, (852) 31896338