

China Merchants Property Development Co., Ltd.

Notice on Holding the Annual General Meeting of 2014

The Company and its whole members of Board of Directors ensure that the public notice is real, accurate and complete, and there are no any fictitious statements, serious misleading or important omissions carried in this notice.

BOD of the Company calling an Annual General Meeting(AGM) for year of 2014.

The AGM vote through scene vote and network voting, relevant events are note as:

I. Particulars about holding the meeting

1. Name of the Meeting: Annual General Meeting of 2014

2. Convener: Board of Directors of the Company

3. Legality explains: The Proposal of Holding the AGM of 2014 was deliberated and approved by the third interim meeting of 7th session of the Board for year of 2015; the AGM is conforming to relevant laws, regulations, rules and Article of Association.

4. Date of the meeting:

On-site meeting: 7th May 2015 (Thursday) 2:30 P.M.

Network voting: From 6th May 2015 to 7th May 2015, of which, specific time for voting via transaction system of the Shenzhen Stock Exchange at: 9:30—11:30 and 13:00—15:00 (7th May 2015); specific time for voting via internet voting system of the Shenzhen Stock Exchange at any time from 15:00 (6th May 2015) to 15:30 (7th May 2015)

5. Way of holding: the Meeting holds by on-site votes and network voting

The Company provided a voting platform in way of internet under the transaction system and internet voting system of the Shenzhen Stock Exchange, till the afternoon dated 27th April 2015 when trading ends, the registered shareholders (the last trading day for A/B share dated 27th April 2015) of the Company under the name of Shenzhen Branch of China Securities Depository and Clearing Company Limited and Singapore Stock Exchange, during the network voting period, can exercise the right to vote, or to participate in voting by attending the AGM at the scene.

Same votes can only choose one of the two mentioned ways (on-site votes or network voting). Repeated votes will be subject to the result of the vote for the first time.

6. Presenters:

(1) When circumstances prevent the shareholders (till the afternoon dated 27th April 2015 when trading ends, the registered shareholders (the last trading day for A/B share dated 27th April 2015) of the Company under the name of Shenzhen Branch of China Securities Depository and Clearing Company Limited and Singapore Stock Exchange) from attending the Meeting, he/she may present a proxy to the Meeting and Voting, the proxy need not be shareholder of the Company.

(2) Directors, supervisors and secretary of the board.

(3) senior executives of the Company will attend the AGM

7. Place of the on-site meeting: Conference Room 404, 3/F, Nanhai E Cool Park, Shekou, Shenzhen

II. Proposals

Serial	Contents
1	Proposal of “Annual Work Report for year of 2014-BOD”
2	Proposal of “Annual Work Report for year of 2014-Supervisory Committee”
3	Proposal of “Performance Report for year of 2014-Independen Director”
4	Proposal of “Financial Report for year of 2014”
5	Pre-plan of the Profit Distribution for year of 2014
6	Proposal of ‘Annual Report 2014 and Summary”
7	Proposal of External Audit Body Renewal
8	Proposal of Routine Related Transactions
9	Proposal of Offering Credit Limit to Holding Subsidiaries for year of 2015

10	Proposal of Offering Credit Limit to China Merchants Guangming Technology Park for year of 2015
11	Proposal of Authorization Management for Co-invested Related Transactions
12	Proposal of Related Transaction as a Combined Buy-out with China Merchants Kunlun Capital Co., Ltd. for Chengdu Giant Cube Project
13	Proposal of “Management Measures of Donates Outward of CMPD”

Note:

1. Propose 8 and 10-12 involved the related transactions, related shareholders and shareholder’s agent voting rights avoiding.
2. Detail content of the above mentioned proposals are released on China Securities Journal, Securities Times, Shanghai Securities News, Hong Kong Commercial Daily, Securities Daily and Website <http://www.cninfo.com.cn> dated 30 December 2014, 10 March 2015 and 16 April 2015 respectively.

III. Registration measures

1. Procedures:

(1) Legal representative of the institutional shareholders registered with the Shareholder Account Card, copy of the Business License seal with the Company’s chop, Legal representative certificate and personal ID card; entrusted agent shall attend with the power of attorney and personal ID card.

(2) Individual shareholder registered with the personal ID card, Shareholder Account Card and proof of share-holding; shareholder’s agents attend with personal ID card and power of attorney.

(3) Remote shareholders shall registered via letter or fax.

2. Registration time: from 28th April 2015 to 6th May 2015, 9:00 a.m. – 5:30 p.m. (non-working time excluded); 7th May (9:00 a.m. -12:00 a.m.)

3. Registration place: Secretariat of Board, 4/F, No.3 Building, Nanhai E Cool Park, No.6 Xinghua Road, Shekou, Nanshan District, Shenzhen

4. Notes: shareholders and shareholder’s agent shall attend the Meeting with original relevant vouchers.

IV. Concrete operational processes of network voting

Network voting via the transaction system is similar to the share dealing, voting via the internet voting system similar to filling options, found more processes in Attach II.

V. Voting rules

Shareholders of the Company shall exercise voting rights seriously; one share can only choose one of the ways between on-site voting and network voting without repeated voting. Network voting including security dealing system and internet system, one share can only choose one of them. Follow treatment shall be prevail for the repeated votes: 1. if the same share votes via on-site and network at the same time, the effective vote for the first time shall prevail; and 2. if the same share votes many times via network many, the first network votes shall prevail.

VI. Contact way

Tel: (0755) 26819600, Fax: 26818666

Add.: No.3 Building, Nanhai E Cool Park, No.6 Xinghua Road, Shekou, Nanshan District, Shenzhen (518067)

Contact person: Chen Jiang, Luo Yuan

VII. Other

The Meeting takes half a day; participant's accommodation and travelling charges shall on their own.

Hereby notice

Board of Director of

China Merchants Property Development Co., Ltd.

16 April 2015

Attachment I:

Power of Attorney

Hereby entrust Mr. /Ms. _____ to attend the Annual General Meeting 2014 of China Merchants Property Development Co., Ltd. on behalf of himself/ herself (the company) and execute vote rights on behalf.

Amount of shares held by consignor: _____ Numbers held: _____ shares

ID No. of consigner: (Business License No. for corporate shareholder): _____

Attorney (signature): _____

ID No. of attorney: _____

Votes by consignor as (check “√” for the relevant voting opinions):

Serial	Contents	voting opinions			
		Ag ree d	Ag ain st	Ab ste nti on	No te
1	Proposal of “Annual Work Report for year of 2014-BOD”				
2	Proposal of “Annual Work Report for year of 2014-Supervisory Committee”				
3	Proposal of “Performance Report for year of 2014-Independent Director”				
4	Proposal of “Financial Report for year of 2014”				
5	Pre-plan of the Profit Distribution for year of 2014				
6	Proposal of ‘Annual Report 2014 and Summary’				
7	Proposal of External Audit Body Renewal				
8	Proposal of Routine Related Transactions				
9	Proposal of Offering Credit Limit to Holding Subsidiaries for year of 2015				

10	Proposal of Offering Credit Limit to China Merchants Guangming Technology Park for year of 2015				
11	Proposal of Authorization Management for Co-invested Related Transactions				
12	Proposal of Related Transaction as a Combined Buy-out with China Merchants Kunlun Capital Co., Ltd. for Chengdu Giant Cube Project				
13	Proposal of “Management Measures of Donates Outward of CMPD”				

When consignor did not indicate clear votes for the above mentioned proposals, whether attorney shall vote according to his/her decision or not:

☐ Yes ☐ No

Consignor(Signature) (Company chop for the corporate shareholder):

Date of Authorization: 2015

Attachment II:

Concrete operational processes of network voting for

Shareholders of China Merchants Property Development Co., Ltd

The Company will provide a network voting platform to shareholders in the AGM, the A-shareholders and B-shareholders, registered on Date of Record can participate in voting via the transaction system or internet voting system of the Shenzhen Stock Exchange.

I. Voting via transaction system

1. Time for network voting via transaction system: 7th May 2015 (9:30~11:30, 13:00~15:00). Voting process according to the stock buy-in operation of Shenzhen Stock Exchange

2. During network voting period, a voting stock will list on the transaction system, one buy order declare by shareholders will consider as the votes for the proposals. Such voting stock is as:

Stock code:360024

short form of the stock: CMPD vote

3. Specific process for shareholder's voting

① enter buy-in order;

② enter stock code 360024;

③ fill out the serial number of the proposals under the “Entrustment Price”, specific information as:

Serial	Contents	Entrustment price
Total proposals	Votes for the proposal 1-13 as a whole	100.00
1	Proposal of “Annual Work Report for year of 2014-BOD”	1.00
2	Proposal of “Annual Work Report for year of 2014-Supervisory Committee”	2.00
3	Proposal of “Performance Report for year of 2014-Independen	3.00

	Director”	
4	Proposal of “Financial Report for year of 2014”	4.00
5	Pre-plan of the Profit Distribution for year of 2014	5.00
6	Proposal of ‘Annual Report 2014 and Summary”	6.00
7	Proposal of External Audit Body Renewal	7.00
8	Proposal of Routine Related Transactions	8.00
9	Proposal of Offering Credit Limit to Holding Subsidiaries for year of 2015	9.00
10	Proposal of Offering Credit Limit to China Merchants Guangming Technology Park for year of 2015	10.00
11	Proposal of Authorization Management for Co-invested Related Transactions	11.00
12	Proposal of Related Transaction as a Combined Buy-out with China Merchants Kunlun Capital Co., Ltd. for Chengdu Giant Cube Project	12.00
13	Proposal of “Management Measures of Donates Outward of CMPD”	13.00

④ Fill out voting opinions under the “Entrustment Numbers”, 1-share stands for agreed, 2-share stands for against and 3-share stands for abstention, details are as:

Voting opinions	Declaration numbers
Agreed	1-share
Against	2-share
Abstention	3-share

If the shareholders takes agreed for the whole proposals, votes only for “Total proposals”.

If repeated votes via network voting system on “Total proposals” and specific proposal, the first effective vote shall prevail. that is, firstly votes for relevant proposals, than votes for the total proposals, than the relevant proposal votes shall prevail, other un-voted proposal based on the voting opinions for total proposals; if

votes for total proposals first, than vote for relevant proposals, the votes for total proposals shall prevail; ;

⑤ Proxy voting complete confirmed 4. Notice

① Votes can not be removed;

② Declaration unqualified the above mentioned rules are null and void, not included in the voting results;

③ Query for the voting results, please log-in the internet voting system (<http://wltp.cninfo.com.cn>) of Shenzhen Stock Exchange at 18:00 after on that day, click “Voting Query” for referring.

II. Voting via internet voting

log-in the internet voting system (<http://wltp.cninfo.com.cn>) of Shenzhen Stock Exchange, votes after ID verified.

1. ID verification

ID verification aims at confirm the ID of the voter, aims at guarantee interest of the voters. Shareholders can verify the ID via service password or DC.

Service password application, log-in and register at password section <http://www.szse.cn> or <http://wltp.cninfo.com.cn>, fill out relevant information and setting password, the password shall be use after incentive successfully via the transaction system.

Digital certificate application, shall apply to the Shenzhen Securities Information Co., Ltd. or agent certifying authority. Business information tel: 0755-83991880/25918485/25918486, email add.: xuningyan@p5w.net. And also found in “Certification Service” on the internet voting system (<http://wltp.cninfo.com.cn>) of Shenzhen Stock Exchange.

2. Log-in the website <http://wltp.cninfo.com.cn>, internet voting system for voting via service password or DC.

3. Voting Time

Voting via internet voting system: 6th May 2015 (15:00); voting ended as 7th May

2015 (15:00)