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CHINA VANKE CO., LTD. *
萬科企業股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 2202)

**Announcement on the Resolution of
The First Extraordinary General Meeting in 2016**

The board of directors (the “**Board**”) of China Vanke Co., Ltd. (the “**Company**”) hereby announced that the first extraordinary general meeting in 2016 (the “**EGM**” or the “**Meeting**”) was held on 17 March 2016 and the proposed resolution as set out in the notice (the “**Notice**”) of the EGM dated 29 January 2016 was duly passed by the shareholders of the Company by way of poll.

Details of the resolution considered at the EGM were set out in the Notice. Unless otherwise specified, terms used in this announcement shall have the same meanings as those defined in the Notice.

I. Basic information of the EGM

1. Convener: The seventeenth Board of China Vanke Co., Ltd.
2. Voting method: The Meeting adopted a combination of on-site voting and online voting. Holders of overseas-listed foreign shares (H shareholders) could participate through on-site voting, while holders of domestic shares (A shareholders) could participate through on-site voting or through an online voting platform via the trading system and internet voting system of Shenzhen Stock Exchange.
3. Venue for the on-site meeting: Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen
4. Time for convening the on-site meeting: 15:00 on Thursday, 17 March 2016
5. Chairperson of the on-site meeting: Wang Shi, chairman of the Board
6. Time for online voting by A shareholders: The time for online voting through the trading system of Shenzhen Stock Exchange started from 9:30 to 11:30 and from 13:00 to 15:00 on 17 March 2016; while the time for voting through the internet voting system of Shenzhen Stock Exchange started from 15:00 on 16 March 2016 to 15:00 on 17 March 2016.
7. Scrutineers for vote-taking: Computershare Hong Kong Investor Services Limited, being the Hong Kong share registrar for the Company’s overseas-listed foreign shares (“**H shares**”), Guangdong Shu Jin Law Firm, being the Company’s PRC legal advisor, representatives of shareholders and representatives of the Company’s

supervisors jointly acted as the scrutineers for vote-taking at the Meeting.

8. The convening and holding of the Meeting complied with the relevant requirements of the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange (“**Shenzhen Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Hong Kong Listing Rules**”) and the Articles of Association of the Company (the “**Articles of Association**”). The Meeting was lawful and valid.

II. Attendance at the EGM

| Class | Attendance at the on-site meeting | | | Participation in online voting | | | Overall participation | | |
|--------------|-----------------------------------|---------------------------|---------------------------------------------------------------------------------------------|--------------------------------|---------------------------|---------------------------------------------------------------------------------------------|-----------------------|---------------------------|---------------------------------------------------------------------------------------------|
| | No. of people | No. of shares represented | As a percentage of the total number of shares of the respective class with voting right (%) | No. of people | No. of shares represented | As a percentage of the total number of shares of the respective class with voting right (%) | No. of people | No. of shares represented | As a percentage of the total number of shares of the respective class with voting right (%) |
| A share | 125 | 4,819,153,324 | 49.56 | 4,258 | 3,153,167,704 | 32.43 | 4,383 | 7,972,321,028 | 81.98 |
| H share | 1 | 728,829,205 | 55.43 | 0 | 0 | 0 | 1 | 728,829,205 | 55.43 |
| Total | 126 | 5,547,982,529 | 50.26 | 4,258 | 3,153,167,704 | 28.56 | 4,384 | 8,701,150,233 | 78.82 |

No shareholder of the Company who was entitled to attend the EGM was required to abstain from voting in favour of the resolution, in accordance to Rule 13.40 of the Hong Kong Listing Rules, or was required under the Shenzhen Listing Rules and the Hong Kong Listing Rules to abstain from voting on the resolution put forth at the Meeting.

In addition, certain directors, supervisors, senior management of the Company and the PRC lawyers of the Company attended or were present at the EGM.

III. Resolution considered and voting results

1. Voting results at the EGM

| Type of resolution | Resolution | Voting results | | | | | | |
|---------------------|--------------------------------------------------------------|----------------|---------------|----------------|---------------|----------------|---------------|----------------|
| | | Class | For | | Against | | Abstain | |
| | | | No. of shares | Percentage (%) | No. of shares | Percentage (%) | No. of shares | Percentage (%) |
| Ordinary resolution | The resolution in relation to the application for continuing | A Share | 7,855,241,945 | 98.53 | 93,389,411 | 1.17 | 23,689,672 | 0.30 |
| | | H Share | 596,421,087 | 81.83 | 132,408,118 | 18.17 | 0 | 0.00 |

| | | | | | | | | |
|--|----------------------------------------------|--------------|----------------------|--------------|--------------------|-------------|-------------------|-------------|
| | trading suspension of the Company's A shares | Total | 8,451,663,032 | 97.13 | 225,797,529 | 2.60 | 23,689,672 | 0.27 |
|--|----------------------------------------------|--------------|----------------------|--------------|--------------------|-------------|-------------------|-------------|

2. Voting results of shareholders individually holding less than 5% of the Company's shares (small and medium investors) at the EGM

| Type of resolution | Resolution | Voting results | | | | | |
|---------------------|-----------------------------------------------------------------------------------------------------------|----------------|----------------|---------------|----------------|---------------|----------------|
| | | For | | Against | | Abstain | |
| | | No. of shares | Percentage (%) | No. of shares | Percentage (%) | No. of shares | Percentage (%) |
| Ordinary resolution | The resolution in relation to the application for continuing trading suspension of the Company's A shares | 3,442,281,557 | 93.24 | 225,797,529 | 6.12 | 23,689,672 | 0.64 |

IV. Legal opinion of lawyer

1. Name of law firm: Guangdong Shu Jin Law Firm
2. Name of attorneys: Ma Yunyan and Wang Cuiping
3. Conclusive opinion: The convention and the procedures for holding the EGM were in compliance with the Company Law and Rules on Shareholders' Meetings of Listed Companies and other relevant laws and regulations, as well as the requirements of the Articles of Association. The eligibility of those attending the Meeting and the convenor of the Meeting was valid, while the voting procedures and voting results were lawful and valid.

By order of the Board
China Vanke Co., Ltd.*
Tan Huajie
Company Secretary

Shenzhen, the PRC, 17 March 2016

As at the date of this announcement, the Board comprises Mr. WANG Shi, Mr. YU Liang and Mr. WANG Wenjin as executive Directors; Mr. QIAO Shibo, Mr. SUN Jianyi, Mr. WEI Bin and Mr. CHEN Ying as non-executive Directors; and Mr. ZHANG Liping, Mr. HUA Sheng, Ms. LAW Elizabeth and Mr. HAI Wen as independent non-executive Directors.

** for identification purpose only*