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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)

Overseas Regulatory Announcement

This announcement is made pursuant to the requirement of Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

China Vanke Co., Ltd. herewith attaches the Company's announcement published on the website of CNINFO Network (www.cninfo.com.cn) namely "Announcement Regarding the Progress of the Material Asset Restructuring", for reference only.

By order of the Board
China Vanke Co., Ltd.
Zhu Xu
Company Secretary

Shenzhen, the PRC,
18 July 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*



CHINA VANKE CO., LTD. *

Announcement Regarding the Progress of the Material Asset

Restructuring

Stock Code: 000002, 299903 Stock Short Name: Vanke A, Vanke H

Announcement No: (Wan) 2016-095

The Company and all Directors of the Board hereby assure that the content of the announcement is true, accurate, complete and free of any false record, misleading representation or material omissions.

On 17 June 2016, China Vanke Co., Ltd. (the “Company”) convened the eleventh meeting of the seventeenth board of directors, at which matters in relation to the Company’s purchase from Shenzhen Metro Group Co., Ltd. (“SZMC”) the 100% equity interest in SZMC Qianhai International Development Co., Ltd. by way of share issue (the “Transaction”) were discussed. For details, please refer to China Vanke Co., Ltd.’s Proposal of Acquiring Assets by Way of Issuance of Shares and Connected Transaction, the Announcement of Resolutions Approved at the Eleventh Meeting of the Seventeenth Board of Directors of China Vanke Co., Ltd. and other relevant information disclosure documents published on 18 June 2016 on China Securities Journal, Securities Times, Shanghai Securities News, Securities Daily and the website of CNINFO Network (www.cninfo.com.cn).

On 22 June 2016, the Company received the Letter of Inquiry Regarding the Restructuring of China Vanke Co., Ltd. (Permission type restructuring inquiry letter [2016] No. 39) (the “Inquiry Letter”) from the Shenzhen Stock Exchange. The Company and the relevant parties had prepared reply to the enquiry made in the Inquiry Letter, and provided supplemental information and made amendments to the disclosure document regarding the Acquiring Assets by Way of Issuance of Shares. For details, please refer to the Reply from China Vanke Co., Ltd. in relation to Letter of Inquiry Regarding the Restructuring of China Vanke Co., Ltd. (Permission type restructuring inquiry letter [2016] No. 39) from the Shenzhen Stock Exchange and the announcement regarding Explanation on the Amendment to the Proposal of Acquiring Assets by Way of Issuance of Shares and Connected Transaction disclosed by the Company on 2 July 2016.

Pursuant to the relevant requirements of laws, regulations and normative documents, at the request of the Company to the Shenzhen Stock Exchange, trading in the Company's A shares resumed at market open on 4 July 2016

The Company herewith announces the progress of the matters in relation to the Company's Acquiring Assets by Way of Issuance of Shares and Connected Transaction as follows:

I. Progress of the Transaction

Following the disclosure of the Proposal of Acquiring Assets by Way of Issuance of Shares and Connected Transaction, the Company and the relevant intermediaries it appointed actively proceeded with works in relation to the Transaction. At present, the Company is engaging in further negotiation and discussion with all the relevant parties, as well as fine-tuning of the Transaction. The audit, appraisal and other relevant works of the Transaction are in progress. Upon the completion of the relevant works, the Company will fulfill the subsequent procedures in accordance with the requirements of the relevant laws and regulations.

II. Special notes to the Transaction

1. Under the section headed "Notes to Material Risks" of "China Vanke Co., Ltd.'s Proposal of Acquiring Assets by Way of Issuance of Shares and Connected Transaction (Revised Draft)" disclosed by the Company on 2 July 2016, there was a specific elaboration on the risk factors in relation to Acquiring Assets by Way of Issuance of Shares and Connected Transaction. Investors are advised to read the relevant contents carefully and pay attention to investment risks.

2. On 23 June 2016, the Company's shareholders, Shenzhen Jushenghua Co., Ltd. ("Jushenghua") and Foresea Life Insurance Co., Ltd ("Foresea Life Insurance"), published a statement, stating that: "we explicitly oppose Vanke's proposal on acquisition by share issue, and will subsequently exercise our shareholder's right to vote at the general meeting in accordance with the aforesaid stand". Subsequently, China Resources Co., Limited ("CRC"), the Company's shareholder, responded through its subsidiary China Resources Group's WeChat official account, that "CRC supports Vanke's business cooperation with SZMC, but opposes the restructuring proposal on asset acquisition by share issue put forth by the Company's management. CRC had sent letters to the respective regulators in mainland China and Hong Kong to report issues in relation to Vanke board's consideration and voting process of the restructuring proposal, and questioned the compliance of the consideration process of the resolutions and validity of the passing of the resolutions."

On 2 July 2016, the Company disclosed the Reply from China Vanke Co., Ltd.

In relation to Letter of Inquiry Regarding the Restructuring of China Vanke Co., Ltd. (Permission type restructuring inquiry letter [2016] No. 39) from the Shenzhen Stock Exchange and the Proposal of Acquiring Assets by Way of Issuance of Shares and Connected Transaction (Revised Draft). Director Qiao Shibo, Director Wei Bin and Director Chen Ying had raised questions about the voting results of certain resolutions put forth at the eleventh meeting of the seventeenth board of directors held on 17 June 2016. Consensus on the related matter has not been reached as at the date of publication of this announcement. The Company will continue to communicate with the relevant directors in respect of the Proposal of the Transaction, seeking for a consensus from all relevant parties as soon as practicable. However, with the impact of the aforementioned issue, there remains uncertainty in the progress of the Proposal of the Transaction.

3. It remains uncertain whether the Transaction will be approved by the authorized State-owned assets supervision and administration bodies, or considered and approved by the Company's general meeting and class meetings, or approved by the CSRC. Whether or when the Transaction will be ultimately approved remains uncertain. Investors are advised to pay attention to investment risks.

4. Pursuant to the Measures on the Administration of Material Asset Restructuring of Listed Companies and the relevant requirements of Shenzhen Stock Exchange, the Company will publish a progress announcement every 30 days prior to the publication of the notice of general meeting to consider the matter in relation to Acquiring Assets by Way of Issuance of Shares and Connected Transaction. China Securities Journal, Securities Times, Shanghai Securities News, Securities Daily and the website of CNINFO Network (www.cninfo.com.cn) are the designated media for information disclosure of the Company. For information about the Company, the public should only rely on the information contained in the announcements published in the aforesaid designated media. Investors are advised to exercise caution in investment and pay attention to risks.

Board of Directors
China Vanke Co., Ltd.
18 July 2016