

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF 2014**

The board of directors (the “**Board**”) of China Vanke Co., Ltd. (the “**Company**”) hereby announced that the annual general meeting (the “**AGM**”) of 2014 of the Company was held on 22 May 2015 and the proposed resolutions as set out in the notice (the “**Notice**”) of the AGM dated 2 April 2015 was duly passed by the shareholders of the Company by way of poll.

Details of the resolutions considered at the AGM were set out in the Notice and circular of the AGM (the “**Circular**”) of the Company dated 2 April 2015. Unless otherwise specified, terms used in this announcement shall have the same meanings as those defined in the Circular.

### **I. Basic information of the AGM**

1. Convener: The seventeenth Board of China Vanke Co., Ltd.
2. Voting method: The AGM adopted a combination of on-site voting and online voting. Holders of domestic shares (“**A shares**”) could participate in online voting through the voting platform provided 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: 14:30 on Friday, 22 May 2015
5. Chairperson of the AGM: Wang Shi, chairman of the Board
6. Time for online voting by A shareholders: The time for online voting by A shareholders through the trading system of Shenzhen Stock Exchange started from 9:30 to 11:30 and from 13:00 to 15:00 on 22 May 2015; while the time for voting through the internet voting system of Shenzhen Stock Exchange started from 15:00 on 21 May 2015 to 15:00 on 22 May 2015.

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 AGM.
8. The convening and holding of the AGM complied with the relevant laws, regulations and departmental rules including 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, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the requirements of the Articles of Association of the Company. The meeting was legal and valid.

## II. Attendance at the AGM

Class	Number of shareholders and proxies attending the on-site meeting			Number of shareholders participating through online voting			Overall attendance		
	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	91	2,089,253,265	21.47	358	1,054,788,148	10.84	449	3,144,041,413	32.31
H share	3	640,086,908	48.68	0	0	0	3	640,086,908	48.68
<b>Total</b>	<b>94</b>	<b>2,729,340,173</b>	<b>24.71</b>	358	1,054,788,148	<b>9.55</b>	<b>452</b>	<b>3,784,128,321</b>	<b>34.26</b>

## III. Resolutions considered and voting results

Type of resolution	Resolution	Voting results						
		Class	For		Against		Abstain	
			No. of shares	Percentage (%)	No. of shares	Percentage (%)	No. of shares	Percentage (%)
Ordinary resolution	Report of the Board for the year 2014	A Share	3,138,958,082	99.8383%	4,530,557	0.1441%	552,774	0.0176%
		H Share	639,686,408	99.9374%	0	0.0000%	400,500	0.0626%
		<b>Total</b>	3,778,644,490	99.8551%	4,530,557	0.1197%	953,274	0.0252%
Ordinary resolution	Report of the Supervisory Committee for the year 2014	A Share	3,138,781,082	99.8327%	4,519,257	0.1437%	741,074	0.0236%
		H Share	639,686,408	99.9374%	0	0.0000%	400,500	0.0626%
		<b>Total</b>	3,778,467,490	99.8504%	4,519,257	0.1194%	1,141,574	0.0302%
Ordinary resolution	2014 annual report and the Company's	A Share	3,138,876,222	99.8357%	4,519,257	0.1437%	645,934	0.0205%
		H	639,686,408	99.9374%	0	0.0000%	400,500	0.0626%

	audited financial statements for the year ended 31 December 2014	Share						
		<b>Total</b>	3,778,562,630	99.8529%	4,519,257	0.1194%	1,046,434	0.0277%
Ordinary resolution	Proposal on profit appropriation and dividend distribution for the year 2014	A Share	3,137,116,122	99.7797%	4,888,437	0.1555%	2,036,854	0.0648%
		H Share	639,686,408	99.9374%	0	0.0000%	400,500	0.0626%
		<b>Total</b>	3,776,802,530	99.8064%	4,888,437	0.1292%	2,437,354	0.0644%
Ordinary resolution	Appointment of KPMG and KPMG Huazhen (Special General Partnership) as the auditor of the Company to hold office until the conclusion of the annual general meeting to be held in 2016	A Share	3,131,075,772	99.5876%	12,304,653	0.3914%	660,988	0.0210%
		H Share	631,830,838	98.7102%	7,855,570	1.2273%	400,500	0.0626%
		<b>Total</b>	3,762,906,610	99.4392%	20,160,223	0.5328%	1,061,488	0.0281%
Ordinary resolution	Resolution regarding the continuous cooperation with CRC Group	A Share	1,493,252,502	99.6467%	4,931,731	0.3291%	362,460	0.0242%
		H Share	639,686,408	99.9374%	0	0.0000%	400,500	0.0626%
		<b>Total</b>	2,132,938,910	99.7337%	4,931,731	0.2306%	762,960	0.0357%
Ordinary resolution	Granting of an unconditional general mandate to the Board to issue RMB15 billion bonds by the Company	A Share	3,138,819,545	99.8339%	4,538,580	0.1444%	683,288	0.0217%
		H Share	624,721,642	97.5995%	14,964,766	2.3379%	400,500	0.0626%
		<b>Total</b>	3,763,541,187	99.4560%	19,503,346	0.5154%	1,083,788	0.0286%

Note: China Resources Co., Limited, being a connected shareholder, abstained from voting on the resolution regarding the continuous cooperation with CRC Group.

#### **IV. Legal opinion issued by lawyers**

1. Name of law firm: Guangdong Shu Jin Law Firm
2. Name of lawyers: Ma Yunyan, Wang Cuiping,
3. Conclusive opinion: The convention of and procedures for holding the AGM were in compliance with the relevant rules and regulations including the Company Law and Rules on Shareholders' Meetings of Listed Companies, and requirements of the Company's Articles of Association. The eligibility of persons attending the AGM and the convenor of the AGM was valid, and the voting procedures and voting results were legal and valid.

#### **V. Documents available for inspection**

1. Documents of the Annual General Meeting of 2014 of China Vanke Co., Ltd.;
2. Resolutions of the Annual General Meeting of 2014 of China Vanke Co., Ltd.;
3. Legal Opinion of Guangdong Shu Jin Law Firm on the Annual General Meeting of 2014 of China Vanke Co., Ltd.

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

Shenzhen, the PRC, 22 May 2015

*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*