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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](http://www.cninfo.com.cn)) namely "China Vanke Co., Ltd.'s announcement regarding the progress of material asset restructuring and trading suspension", for reference only.

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

Shenzhen, the PRC, 27 May 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 material asset restructuring and trading suspension

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

Announcement No: (Wan) 2016-068

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.

As China Vanke Co., Ltd. (the “**Company**”) is in the process of a material asset restructuring, at the request of the Company to the Shenzhen Stock Exchange, trading in the Company’s A shares (stock code: 000002, stock short name: Vanke A) has been suspended from 13:00 on 18 December 2015. The Company published an announcement regarding the suspension of trading in relation to material asset restructuring on 21 December 2015, and subsequently published announcements regarding the progress on material asset restructuring and trading suspension on 28 December 2015, 29 December 2015, 5 January 2016, 12 January 2016, 23 January 2016, 30 January 2016, 6 February 2016, 20 February 2016, 27 February 2016, 5 March 2016, 12 March 2016, 25 March 2016, 1 April 2016, 8 April 2016, 15 April 2016, 22 April 2016, 29 April 2016, 7 May 2016, 14 May 2016, 21 May 2016 respectively. The Company also published an announcement regarding application for extension of trading suspension upon the expiry of the trading suspension period for contemplating a material asset restructuring on 16 January 2016, and an announcement regarding entering into a memorandum of understanding on cooperation with Shenzhen Metro Group Co., Ltd. on 14 March 2016. The first extraordinary general meeting in 2016 held on 17 March 2016 approved the resolution in relation to the application for continuing trading suspension of the Company's A shares, and endorsed the Company’s application to the Shenzhen Stock Exchange for continuing trading suspension of the Company's A shares until no later than 18 June 2016 for contemplating a material asset restructuring. The Company published an announcement on the resolution of the first extraordinary general meeting in 2016 and an announcement regarding the continuing suspension of trading in relation to material asset restructuring on 18 March 2016. For details, please refer to the announcements published on China Securities Journal, Securities Times, Shanghai Securities News, Securities Daily and the website of CNINFO Network ([www.cninfo.com.cn](http://www.cninfo.com.cn)).

During the period of suspension of trading, the Company’s work relating to the material asset restructuring proceeds in the normal manner and achieves considerable progress. On 12 March 2016, the Company entered into a memorandum of understanding on cooperation with Shenzhen Metro Group Co., Ltd. (“**SZMC**”). The material asset

restructuring teams of both parties are actively holding discussions on the transaction proposal and propelling the intermediaries to commencing the relevant work. All relevant work is progressing smoothly.

Apart from SZMC, the Company entered into a non-legal binding letter of intent for cooperation, regarding a possible transaction with a potential party for transaction on 25 December 2015. The Company is negotiating and discussing with a number of potential parties, in addition to the aforementioned potential parties for transaction.

The material asset restructuring contemplated is relatively complicated and the transaction amount involved is huge. In view of the uncertainty of the aforesaid matter, in order to safeguard the interests of investors and to avoid the leakage of inside information and abnormal fluctuation in the Company's share price, and to ensure that the restructuring will proceed in an orderly manner, trading in the A shares of the Company will continue to be suspended in accordance with the relevant regulations under the Administrative Measures for Material Asset Restructuring of Listed Companies and the Shenzhen Stock Exchange. During the period of suspension of trading, the Company will comply with its information disclosure obligations in a timely manner, in accordance with the progress of the material asset restructuring.

As there remains uncertainty regarding the material asset restructuring being prepared by the Company, investors are advised to pay attention to investment risks.

Board of Directors  
**China Vanke Co., Ltd.**  
28 May 2016