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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 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,
24 June 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) 2016-082

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, 28 May 2016, 4 June 2016 and 15 June 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 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. In addition, the Company published a holding announcement on the continued trading suspension of the Company’s shares on 18 June 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).

On 17 June 2016, the Company convened the eleventh meeting of the seventeenth board of directors, at which the 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 considered. For details, please refer to the announcement of Resolutions Approved at the Eleventh Meeting of the Seventeenth Board of Directors, China Vanke Co., Ltd.’s Proposal of Acquiring Assets by Way of Issuance of Shares and Connected Transaction and other relevant announcements 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).

According to the relevant requirements of the notice of “Subsequent Regulatory Arrangement for Post-transitional Period for Implementation of Measures on the Administration of Material Asset Restructuring of Listed Companies” from China Securities Regulatory Commission (“CSRC”) and the Guidelines on Direct Information Disclosure Business of Listed Companies on the Shenzhen Stock Exchange (Revised in 2015) (Shenzhenshang [2015] No. 231), the Shenzhen Stock Exchange will conduct post examination on the relevant documents in relation to the Transaction of the Company. Upon receiving the review comments from the Shenzhen Stock Exchange and the completion of submission and disclosure of further information as requested, the Company will apply for the resumption of trading. 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”) on 22 June 2016 from the Shenzhen Stock Exchange. In response to the enquiries raised in the Inquiry Letter, the Company and the relevant intermediaries are proactively confirming and replying to each of the enquiry. Upon the Company’s submission of its reply to the Shenzhen Stock Exchange, and after review and approval by the Shenzhen Stock Exchange, the Company will apply for the resumption of trading.

The Transaction is subject to the approval of authorized State-owned assets supervision and administration bodies, consideration and approval by the Company’s general meeting and shareholders’ class meetings, and application to China Securities Regulatory Commission for approval. It remains uncertain whether the approval can be obtained, when it will obtain the final approval. Investors are advised to pay attention to investment risks.

On 23 June 2016, the Company’s shareholders, Shenzhen Jushenghua Co., Ltd. and Foresea Life Insurance Co., Ltd, 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. China Resources Group, responded, from its WeChat official account, that “China Resources 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.” China Resources has 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.

It remains uncertain whether the Transaction will be approved by the authorized State-owned assets supervision and administration bodies, considered and approved by the Company's general meeting and shareholders' class meetings, and approved by the China Securities Regulatory Commission, and when it will obtain the final approval. Investors are advised to pay attention to investment risks.

In addition to SZMC, the Company entered into a non-legal binding letter of intent for cooperation ("intended transaction") with another potential counterparty on 25 December 2015. At present, the Company is still in negotiation with the potential counterparty, whether or not an agreement would be reached on the transaction remains uncertain. Basing on the scope of the transaction assets in discussion between the two parties, the Company estimated that the amount of the intended transaction will not reach the requirements of material asset restructuring, and the Company does not intend to have share issue for satisfaction of the transaction consideration. Should the intended transaction be subject to domestic and/or overseas disclosure requirements, the Company will comply with its information disclosure obligations in a timely manner.

Board of Directors
China Vanke Co., Ltd.
25 June 2016