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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 RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF 2015**

The board of directors (the “**Board**”) of China Vanke Co., Ltd. (the “**Company**”) hereby announced that the annual general meeting (the “**AGM**”) of 2015 of the Company was held on 27 June 2016 and the proposed resolutions as set out in the notice (the “**Notice**”) of the AGM dated 12 May 2016 was considered by the shareholders of the Company. Unless otherwise specified, terms used in this announcement shall have the same meanings as those defined in the Notice.

### **Important Notice**

- 1. The two resolutions regarding the Director’s Report for the year 2015 and the Supervisory Report for the year 2015 put forth at the AGM were vetoed.**
- 2. There had been no additional new resolution, nor reduction or change in the resolutions put forth at the AGM**
- 3. There had been no changes made at the AGM regarding resolutions of the previous general meeting(s)**

### **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 Monday, 27 June 2016

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 27 June 2016; while the time for voting through the internet voting system of Shenzhen Stock Exchange started from 15:00 on 26 June 2016 to 15:00 on 27 June 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 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 “**Shenzhen Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) 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	98	2,137,755,003	21.98	349	3,558,794,115	36.60	447	5,696,549,118	58.58
H share	1	696,225,616	52.95	-	-	0	1	696,225,616	52.95
<b>Total</b>	<b>99</b>	<b>2,833,980,619</b>	<b>25.67</b>	<b>349</b>	<b>3,558,794,115</b>	<b>32.24</b>	<b>448</b>	<b>6,392,774,734</b>	<b>57.91</b>

As at the date of the AGM, the total number of shares of the Company in issue is 11,039,152,001 Shares, which is also the total number of shares entitling the Shareholders to attend and vote at the resolutions proposed at the AGM. No Shareholders who was entitled to attend the AGM was required to abstain from voting in favor of the resolutions pursuant to Rule 13.40 of the Hong Kong Listing Rules, or was required under the Shenzhen Listing Rules or the Hong Kong Listing Rules to abstain from voting on the resolutions proposed at the AGM.

## III. Resolutions considered and voting results

## 1. Voting results at the AGM

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 2015	A Share	1,331,278,272	23.3699	4,365,001,849	76.6254	268,997	0.0047
		H Share	695,778,316	99.9358	66,400	0.0095	380,900	0.0547
		<b>Total</b>	2,027,056,588	31.7086	4,365,068,249	68.2813	649,897	0.0102
Ordinary resolution	Report of the Supervisory Committee for the year 2015	A Share	1,331,243,872	23.3693	4,364,814,249	76.6221	490,997	0.0086
		H Share	695,778,316	99.9358	66,400	0.0095	380,900	0.0547
		<b>Total</b>	2,027,022,188	31.7080	4,364,880,649	68.2783	871,897	0.0136
Ordinary resolution	The Annual Report and the Company's audited financial report for the year ended 31 December 2015	A Share	3,014,069,319	52.9104	2,681,954,202	47.0803	525,597	0.0092
		H Share	695,778,316	99.9358	66,400	0.0095	380,900	0.0547
		<b>Total</b>	3,709,847,635	58.0319	2,682,020,602	41.9539	906,497	0.0142
Ordinary resolution	The dividend distribution plan for the year 2015	A Share	5,690,999,529	99.9026	5,182,052	0.0910	367,537	0.0065
		H Share	695,847,416	99.9457	0	0.0000	378,200	0.0543
		<b>Total</b>	6,386,846,945	99.9073	5,182,052	0.0811	745,737	0.0117
Ordinary resolution	The re-appointment of certified public accountants for the year 2016	A Share	5,688,747,952	99.8631	7,240,669	0.1271	560,497	0.0098
		H Share	678,554,747	97.4619	17,289,969	2.4834	380,900	0.0547
		<b>Total</b>	6,367,302,699	99.6015	24,530,638	0.3837	941,397	0.0147

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

Type of resolution	Resolution	Voting results					
		For		Against		Abstain	
		No. of shares	Percentage (%)	No. of shares	Percentage (%)	No. of shares	Percentage (%)
Ordinary resolution	Report of the Board for the year 2015	1,344,472,774	99.8830	925,078	0.0687	649,897	0.0483
Ordinary resolution	Report of the Supervisory Committee for the year 2015	1,344,438,374	99.8804	737,478	0.0548	871,897	0.0648
Ordinary resolution	The Annual Report and the Company's audited financial report for the year ended 31 December 2015	1,344,504,574	99.8854	636,678	0.0473	906,497	0.0673
Ordinary resolution	The dividend distribution plan for the year 2015	1,340,119,960	99.5596	5,182,052	0.3850	745,737	0.0554
Ordinary resolution	The re-appointment of certified public accountants for the year 2016	1,320,575,714	98.1076	24,530,638	1.8224	941,397	0.0699

### 3、 The voting results of the top 10 shareholders attending the AMG

Shareholders	Total number of Shares held	voting results				
		Report of the Board for the year 2015	Report of the Supervisory Committee for the year 2015	The Annual Report and the Company's audited financial report for the year ended 31 December 2015	The dividend distribution plan for the year 2015	The re-appointment of certified public accountants for the year 2016
China Resources Co., Limited	1,682,759,247	against	against	for	for	for
Shenzhen Jushenghua Co., Ltd.	888,713,162	against	against	against	for	for
Foresea Life Insurance Co., Ltd. – Hai Li Nian Nian	349,776,441	against	against	against	for	for
AnBang Property&Casualty Insurance Co., Ltd – Traditional Products	258,167,403	for	for	for	for	for
AnBang Life Insurance Co., Ltd. – Conservative Investment Portfolio	243,677,851	for	for	for	for	for
Western Leadbank FMC – China Construction Bank – Western Leadbank Jinyu No.1 Asset Management Plan	225,494,379	against	against	against	for	for
Foresea Life Insurance Co., Ltd.–Ju Fu Product	218,081,383	against	against	against	for	for
Foresea Life Insurance Co., Ltd.- Equity fund	168,007,821	against	against	against	for	for
China Southern Capital Management – China Guangfa Bank – Guangju No. 1 Asset Management Plan	163,481,676	against	against	against	for	for
Western Leadbank FMC – China Construction Bank – Western Leadbank Baolu No.1 Asset Management Plan	156,350,691	against	against	against	for	for

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

1. Name of law firm: Guangdong Shu Jin Law Firm
2. Name of lawyers: Peng wenwen, 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 2015 of China Vanke Co., Ltd.;
2. Resolutions of the Annual General Meeting of 2015 of China Vanke Co., Ltd.;
3. Legal Opinion of Guangdong Shu Jin Law Firm on the Annual General Meeting of 2015 of China Vanke Co., Ltd.

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

Shenzhen, the PRC, 27 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*