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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 FIRST EXTRAORDINARY GENERAL MEETING OF 2018

CONVENING OF THE EGM

The board of directors (the “**Board**”) of China Vanke Co., Ltd.* (the “**Company**”) hereby announced that 2018 first extraordinary general meeting of the Company (the “**EGM**” or “**Meeting**”) was held at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, China at 14:30 on 23 February 2018. The Meeting adopted both onsite voting (for both the holders of A shares (“**A Shares**”) and H shares (“**H Shares**”) of the Company) and online voting (for the holders of A Shares only). The Meeting was convened by the 18th session of the Board and chaired by Mr. YU Liang, Chairman of the Board. Certain directors, supervisors and members of the senior management of the Company also attended the Meeting. Computershare Hong Kong Investor Services Limited, being the Company’s H share registrar, Guangdong Shu Jin Law Firm, being the Company’s PRC legal advisor, representatives of shareholders and representatives of the Company’s supervisors took the responsibility of vote-taking and the scrutineers at the EGM.

The convening and holding of the EGM 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 and the requirements of the articles of association of the Company (the “**Articles of Association**”).

The total number of issued shares of the Company (the “**Shares**”) as at the date of the Meeting was 11,039,152,001 Shares, of which the A Shares and the H Shares were 9,724,196,533 Shares and 1,314,955,468 Shares respectively, which was the total number of eligible Shares that entitled the shareholders of the Company (the “**Shareholders**”, and “**Shareholder**” for singular) to attend the Meeting and vote on the resolutions proposed at the Meeting.

No Shareholder who was entitled to attend the EGM was required to abstain from voting in favor of the resolutions proposed at the EGM pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), or was required to abstain from voting at the EGM under the Listing Rules.

ATTENDANCE AT THE EGM

Class	Number of Shareholders and proxies attending the on-site meeting			Number of Shareholders participating through online voting			Overall attendance		
	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right
A Share	43	3,339,803,183	34.3453%	501	3,892,127,450	40.0252%	544	7,231,930,633	74.3705%
H Share	1	631,054,180	47.9905%	0	0	0	1	631,054,180	47.9905%
Total	44	3,970,857,363	35.9707%	501	3,892,127,450	40.0252%	545	7,862,984,813	71.2282%

RESOLUTIONS CONSIDERED AND VOTING RESULTS

1. Voting results of proposed resolutions at the EGM:

Ordinary Resolutions		Voting Results							
		Type of Shares	Number of Shares Participated and Voted	For		Against		Abstain	
				Number of votes	Percentage	Number of votes	Percentage	Number of votes	Percentage
1	To consider and approve the Proposal on the Mandate of Issuance of Debt Financing Instruments	A Share	7,231,930,633	7,231,354,784	99.9920%	430,249	0.0059%	145,600	0.0020%
		H Share	631,054,180	630,840,380	99.9661%	0	0%	213,800	0.0339%
		Total	7,862,984,813	7,862,195,164	99.9900%	430,249	0.0055%	359,400	0.0046%
2	To consider and approve the Proposal on Adjustment of the Remuneration Scheme of Directors and Supervisors of the Company	A Share	7,219,895,313	4,410,655,146	61.0903%	5,350,751	0.0741%	2,803,889,416	38.8356%
		H Share	631,054,180	628,261,418	99.5574%	2,533,262	0.4014%	259,500	0.0411%
		Total	7,850,949,493	5,038,916,564	64.1823%	7,884,013	0.1004%	2,804,148,916	35.7173%

Due to the Resolution 2 as abovementioned is in relation to the adjustment of the remuneration scheme of directors and supervisors of the Company, Mr. YU Liang, Mr. WANG Wenjin and Mr. ZHANG Xu, all being executive directors of the Company, and Mr. XIE Dong and Mr. ZHOU Qingping, both being the supervisors of the Company, have voluntarily chosen not to vote on this resolution in their capacity as the Shareholders.

All the resolutions proposed at the EGM were ordinary resolutions and have been duly approved.

For details of the aforementioned resolutions, please refer to the announcement of the Company in the title of “NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018” dated 8 January 2018, and the circular of the Company in the title of “MANDATE OF ISSUANCE OF DEBT FINANCING INSTRUMENTS, ADJUSTMENT OF THE REMUNERATION SCHEME OF DIRECTORS AND SUPERVISORS AND SECOND NOTICE OF THE FIRST EGM OF 2018” dated 5 February 2018.

2. Voting results of medium and small investors at the EGM

In the voting of Resolution 2, the poll results of medium and small investors, being Shareholders individually or jointly holding less than 5% of the Shares (excluding Shareholders being directors, supervisors and senior management of the Company), were as follow:

Ordinary Resolution		Type of Shares	Voting Results					
			For		Against		Abstain	
			Number of Shares	Percentage	Number of Shares	Percentage	Number of Shares	Percentage
2	To consider and approve the Proposal on Adjustment of the Remuneration Scheme of Directors and Supervisors of the Company	A Share	1,167,844,355	99.5436%	5,350,751	0.4561%	4,000	0.0003%
		H Share	628,261,418	99.5574%	2,533,262	0.4014%	259,500	0.0411%
		Total	1,796,105,773	99.5484%	7,884,013	0.4370%	263,500	0.0146%

3. Voting results of top 10 Shareholders who attended the EGM

(1) Voting results of Resolution 1

Name of Shareholders	Number of Shares Attending the EGM	To consider and approve the Proposal on the Mandate of Issuance of Debt Financing Instruments		
		For	Against	Abstain
Shenzhen Metro Group Co., Ltd.	3,242,810,791	3,242,810,791	0	0
Shenzhen Jushenghua Co., Ltd	926,070,472	926,070,472	0	0
HKSCC NOMINEES LIMITED	631,054,180	630,840,380	0	213,800
Guosen Securities – Industrial and Commercial Bank of China – Guosen Jinpeng No.1 Classified Collective Asset Management Plan	456,993,190	456,993,190	0	0
Foresea Life Insurance Co., Ltd. – Hai Li Nian Nian	349,776,441	349,776,441	0	0
CMS Wealth – CMB – De Ying No. 1 Specialised Asset Management Plan	329,352,920	329,352,920	0	0
Western Leadbank FMC – China Construction Bank – Western Leadbank Jinyu No.1 Asset Management Plan	225,494,379	225,494,379	0	0
Foresea Life Insurance Co., Ltd. - Ju Fu Product	218,081,383	218,081,383	0	0
Foresea Life Insurance Co., Ltd. - Equity Fund	168,007,821	168,007,821	0	0
First-Trust Fund Management – Minsheng Bank – First-Trust Value No.1 Special Customer	166,662,583	166,662,583	0	0

(2) Voting results of Resolution 2

Name of Shareholders	Number of Shares Attending the EGM	To consider and approve the Proposal on Adjustment of the Remuneration Scheme of Directors and Supervisors of the Company		
		For	Against	Abstain
Shenzhen Metro Group Co., Ltd.	3,242,810,791	3,242,810,791	0	0
Shenzhen Jushenghua Co., Ltd	926,070,472	0	0	926,070,472
HKSCC NOMINEES LIMITED	631,054,180	628,261,418	2,533,262	259,500
Guosen Securities – Industrial and Commercial Bank of China – Guosen Jinpeng No.1 Classified Collective Asset Management Plan	456,993,190	456,993,190	0	0
Foresea Life Insurance Co., Ltd. – Hai Li Nian Nian	349,776,441	0	0	349,776,441
CMS Wealth – CMB – De Ying No. 1 Specialised Asset Management Plan	329,352,920	329,352,920	0	0
Western Leadbank FMC – China Construction Bank – Western Leadbank Jinyu No.1 Asset Management Plan	225,494,379	0	0	225,494,379
Foresea Life Insurance Co., Ltd. - Ju Fu Product	218,081,383	0	0	218,081,383
Foresea Life Insurance Co., Ltd. - Equity Fund	168,007,821	0	0	168,007,821
First-Trust Fund Management – Minsheng Bank – First-Trust Value No.1 Special Customer	166,662,583	0	0	166,662,583

LEGAL OPINION ISSUED BY LAWYERS

1. Name of law firm: Guangdong Shu Jin Law Firm
2. Name of lawyers: Wang Cuiping, Rao Chunbo
3. Conclusive opinion: The convention of and procedures for holding the EGM, as well as the eligibility of persons attending the EGM and the convenor of the EGM 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 Articles of Association. The voting procedures and voting results were legal and valid.

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

Shenzhen, the PRC, 23 February 2018

As at the date of this announcement, the Board comprises Mr. YU Liang, Mr. WANG Wenjin and Mr. ZHANG Xu as executive directors; Mr. LIN Maode, Mr. XIAO Min, Mr. CHEN Xianjun and Mr. SUN Shengdian as non-executive directors; and Mr. KANG Dian, Ms. LIU Shuwei, Mr. NG Kar Ling, Johnny and Mr. LI Qiang as independent non-executive directors.

** for identification purpose only*