



CHINA VANKE CO., LTD.

**RESOLUTION REGARDING THE PUBLIC OFFER OF NEW A SHARES
APPROVED AT THE MEETING OF THE BOARD OF DIRECTORS**

The resolutions regarding matters in relation to the public offer of A shares were emailed to all the directors (“Directors”) of the Company on 14 August 2009. All the Directors had considered the resolutions and voted by communications means, which was in compliance with the relevant regulations and requirements of the Company’s Articles of Association (“Articles of Association”). The Board (“Board”) of Directors voted on each of the resolutions with the following voting result: 11 votes in favour of the resolution, 0 vote against the resolution, 0 abstained vote. The following resolutions were passed at the meeting:

1. Considered and approved the “The Resolution Regarding the Company’s Meeting the Conditions for Conducting a Public Offer of New A shares”
2. Considered and approved the “The Resolution Regarding The Proposal On The Public Offer Of New A Shares”
 1. **Type of shares to be issued:** Ordinary RMB-denominated shares (A shares);
 2. **Nominal value per share:** RMB1.00;
 3. **Issue size and the amount of proceeds to be raised:** Not exceeding 8 per cent of the total share capital of the Company on the date of publication of the offering prospectus. After deducting the issuing expenses, the net proceeds will not exceed RMB11.2 billion. To make recommendation to the shareholders meeting for considering and approving the granting of a mandate to the Board to determine, after negotiation with the lead underwriter according to the actual conditions, the final issue size and amount of proceeds to be raised;
 4. **Target subscribers:** Natural persons or institutional investors who have A share stock trading accounts with the Shenzhen Stock Exchange (excluding those who are restricted by the laws and regulations of the People’s Republic of China);
 5. **Placing arrangement with existing shareholders:** All the holders of A shares (“existing holders of A shares”) whose names appear on the register of

members of the Company at the close of market on the record date have the pre-emptive right to subscribe for the offer shares. The remaining offer shares not subscribed by existing shareholders will be offered to interested investors;

6. Issue method: After placing with existing shareholders, the remaining offer shares not subscribed by existing shareholders will be offered to interested investors through online and offline subscription at fixed price;

7. Pricing method: Not less than the average closing price of the Company's A shares for the 20 trading days before the publication date of the offering prospectus, or the average price of the last trading day before the publication date of the offering prospectus. The actual issue price will be determined after negotiation between the Board, as authorised by the shareholders meeting, and the lead underwriter;

8. Use of proceeds from this offer:

The net proceeds raised from the issue of new A shares will not exceed RMB11.2 billion, of which RMB9.2 billion is proposed to be used for the continuing development of 14 residential property projects, and RMB2 billion as general working capital. The aggregate investment amount of the above-mentioned 14 residential property projects is approximately RMB36.58 billion. Prior to the receipt of the proceeds raised from this offer, the Company will, according to the actual progress in the development of the 14 residential property projects, invest in the said projects using its own resources, which will be returned to the Company upon the receipt of the proceeds raised from the offer.

The use of proceeds from this offer is proposed as follows:

No.	Project	Use of proceeds (RMB '000)	Aggregate investment amount (RMB '000)	Purpose
1	Dream Town, Waterfront Tianjin	1,120,000	7,983,940	Residential
2	Liangzhu, Hangzhou -- Bailujunnan and Yangguang Tianji	1,050,000	5,942,250	Residential
3	Hongxinuoya, Dongguan	900,000	2,054,580	Residential
4	The Paradiso, Shenyang	820,000	3,756,290	Residential
5	Glamorous City, Zhenjiang	730,000	4,108,340	Residential
6	Phases 4, 6 and 7 of The Village, Shenzhen	700,000	1,716,640	Residential
7	Jin'ao International,	680,000	1,569,660	Residential

	Tianjin			
8	Gaoxinyuan Zone I Project, Chongqing	650,000	2,050,870	Residential
9	Qianlin Shanju, Shenzhen	600,000	2,206,220	Residential
10	Phases 4 and 5 of Dream Down, Changping, Dongguan	450,000	1,382,460	Residential
11	Gaoxinyuan Zone H Project, Chongqing	450,000	821,380	Residential
12	Baijuewan, Guangzhou	400,000	993,210	Residential
13	Jinyu Guoji, Shenyang	350,000	521,500	Residential
14	Glamorous City, Shenyang	300,000	1,471,050	Residential
15	General working capital	2,000,000	-	-
	Total	11,200,000	36,578,390	-

Note 1: Some of the above-mentioned project names are tentative names.

Note 2: Provided that there is no change in the proposed investment projects, the Board may, in accordance with the actual conditions of the projects, make appropriate adjustment to the amount of proceeds and order in which each project is going to receive the funds.

Note 3: Should the actual net proceeds raised from this share offer be lower than the proposed aggregate amount to be invested in the aforesaid projects, the Company will first reduce the portion of proceeds to be used as general working capital. The Company will then decide the amount and in what order each of the 14 projects is to receive the funds according to the urgency and importance of the projects. Any outstanding balance will be financed by the Company's internal resources.

9. Proposal on the entitlement to the Company's accrued profits as at and upon the completion of the share offer: Taking into consideration of the interests of both existing and new shareholders, all the shareholders of the Company upon the completion of the share offer shall be entitled to the Company's accrued profits that have not been appropriated before the share offer.

10. Location for listing of the shares to be issued: The new shares to be issued will be listed on the Shenzhen Stock Exchange

11. Validity period of the resolution regarding the share issue: The validity period of the resolution regarding the share issue is within 12 months from the date of its passing by the shareholders meeting;

3. Considered and approved the “The Resolution Regarding Submitting To The Shareholders’ Meeting For Granting The Board The Mandate To Handle All The Matters Relating To The Public Offer Of New A Shares”

The Board recommended the shareholders meeting of the Company to grant a mandate to the Board to handle all the matters relating to the public offer of new A shares, including but not limited to:

1. To authorize the Board to formulate and implement, within the scope of authority granted by the shareholders meeting, the detailed plan for the public offer of new A shares in accordance with the requirements of the relevant departments and the actual conditions of the securities market, including but not limited to all matters in relation to the public offer proposal such as the issue price, the timing of issue, the issue size, the proportion of online subscription to offline subscription, detailed application and subscription procedures and other relevant matters of the public offer;
2. Provided that there is no change in the proposed investment projects, to authorize the Board to make appropriate adjustment to the amount of proceeds and order in which each project is going to receive the funds, in accordance with the actual conditions of the projects
3. To authorize the Board to appoint intermediaries to handle the reporting matters of the issue of new A shares;
4. To authorize the Board to sign contracts, agreements and documents in relation to the public offer of new A shares;
5. To authorize the Board to amend the relevant articles in the Articles of Association based on the results of this public offer, as well as to complete the procedures for changing the business registration;
6. To authorize the Board to handle the matters in relation to the listing of the shares upon the completion of the public offer;
7. To authorize the Board to make corresponding amendment to the relevant matters regarding the detailed proposal of the public offer of

new A shares in the event of any changes in the securities regulatory authorities' policy on public offer of new shares or market conditions, other than the matters which shall be subject to approval by the shareholders meeting pursuant to the requirements of law, regulations and the Articles of Association;

8. To authorize the Board to handle all other matters in relation to the public offer of new A shares;

9. This authority shall be valid for 12 months starting from the date of its approval at the shareholders meeting.

4. Considered and approved “The Resolution Regarding The Feasibility Of The Planned Investment Projects Using The Proceeds Raised From The Public Offer Of New A Shares”

For details, please refer to “The feasibility research report regarding the planned investment projects using the proceeds raised from the public offer of new A shares” published on www.cninfo.com.cn by the Company on the same day.

5. Considered and approved the “The Resolution Regarding The Elaboration On The Use Of Proceeds From The Previous Fund-raising Exercise In Specific Projects”

For details, please refer to the “Announcement Regarding The Elaboration On The Use Of Proceeds From The Previous Fund-raising Exercise In Specific Projects” published on www.cninfo.com.cn by the Company on the same day.

6. Considered and approved the “The Resolution Regarding the Establishment of Procedures for Appointing Accounting Firm”

For details, please refer to “China Vanke Co., Ltd.’s Procedures for Appointing Accounting Firm” published on www.cninfo.com.cn by the Company on the same day.

7. Considered and approved the “Resolution Regarding the Convention of 2009 First Special General Meeting of China Vanke Co., Ltd”

For details, please refer to the “Notice Of The First Special General Meeting Of 2009” published on the same day.

Board of Directors
China Vanke Co., Ltd.

Shenzhen, 27 August 2009