



## **China Vanke Co., Ltd.**

### **Announcement of Resolutions Approved at the Second Meeting of the Sixteenth Board of Directors**

The written notice of the second meeting (“Meeting”) of the sixteenth board (the “Board”) of Directors (“Directors”) of China Vanke Co., Ltd. (“China Vanke” or “the Company”) was dispatched to all the Directors of the Company by email on 8 April 2011. The Meeting was held on 18 April 2011 at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen. The Meeting required the presence of 11 Directors, and 11 Directors and/or their authorised representatives were present at the Meeting. Vice President Qiao Shibo, and Director Wang Yin were not able to attend the Meeting in person due to business engagement and had authorised Director Jiang Wei to attend the Meeting and vote on their behalf. Director Sun Jianyi was not able to attend the Meeting in person due to business engagement and had authorised Director Shirley L. Xiao to attend the Meeting and vote on his behalf. Independent Director Zhang Liping and Independent Director Paul Chan Mo Po were not able to attend the Meeting in person due to business engagement and had authorised Independent Director Qi Daqing to attend the Meeting and vote on their behalf. Two members of the Supervisory Committee were present at the meeting. The convention of the Meeting was in compliance with the relevant requirements of the Company’s Articles of Association.

The resolutions below were approved at the Meeting:

- I. With 11 votes in favour, zero against and zero abstention to approve the 2011 first quarterly report and financial statements.
- II. With 8 votes in favour, zero against and zero abstention to approve the Resolution regarding Matters in relation to the Granting of Stock Options under the A-share Stock Option Incentive Scheme (“the Scheme”). As the beneficiaries of the Scheme and connected directors, Chairman Wang Shi, Director Yu Liang

and Director Shirley L. Xiao abstained from voting of the resolution.

Based on the authorization of the first extraordinary general meeting in 2011, the Board was of the opinion that the Company and the beneficiaries had fulfilled the granting conditions of the A-share Stock Option Incentive Scheme, and confirmed that the date of the granting of the stock options under the A-share Stock Option Incentive Scheme will be 25 April 2011.

For details, please refer to Announcement Regarding Matters in Relation to the Granting of Stock Options under the A-Share Stock Option Incentive Scheme published on the designated website for public information disclosure: [www.cninfo.com.cn](http://www.cninfo.com.cn) on the same day as this announcement. Independent Directors had provided independent opinions on the Scheme. For details, please refer to “Independent Opinions Regarding Matters in Relation to the Granting of A-Share Stock Option Incentive Scheme of China Vanke Co., Ltd. of the Independent Directors of the Sixteenth Board Meeting of China Vanke Co., Ltd.” published on the same day of this announcement.

- III. With 11 votes in favour, zero against and zero abstention to approve the resolution regarding the implementation proposal of regulating internal control of the Company.

Board of Directors  
**China Vanke Co., Ltd.**

Shenzhen, 20 April 2011