



## China Vanke Co., Ltd.

### **Announcement Regarding A Guarantee Provided By Shenzhen Vanke For A Bank Loan For Phase II, Shenzhen Golden Domain Project**

#### **I. Overview of the guarantee**

To satisfy the development needs of Phase II, Shenzhen Golden Domain Project, (深圳金色領域二期項目), Shenzhen Vanke Hengda Property Co., Ltd. (“Hengda Property”), being the operator of the said project, took out a loan of RMB354.82 million from a financial institution. Shenzhen Vanke Real Estate Co., Ltd. (“Shenzhen Vanke”), a wholly-owned subsidiary of China Vanke Co., Ltd. (the “Company”), had provided a joint liability guarantee for the said loan.

The resolution regarding the matters in relation to the provision of the guarantee was passed at the board meeting of Shenzhen Vanke, with 3 votes in favour, 0 vote against and 0 abstention. As the asset-liability ratio of Hengda Property is over 70%, the aforesaid guarantee was considered and approved by the shareholders meeting of Shenzhen Vanke.

#### **II. Basic information on the party being guaranteed**

Name: Shenzhen Vanke Hengda Property Co., Ltd.

Date of establishment: 28 December 1992

Registered office: Zone B, 5/F., Headquarters Building, Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen

Legal representative: Zhou Tong

Registered capital: RMB96,375,000

Business scope: Engaged in the development, construction, operation, and management of a commercial and residential district with an area of 75,507.61 sq m in Yingguanshan District, Shenzhen Airport. (The overall planning and environmental protection proposal are subject to the approval of the city’s Planning and Land Resources Bureau and Environmental Protection Bureau.)

Guangdong Shangcheng Development Co., Ltd., a wholly-owned subsidiary of the Company, holds 100 per cent equity interests in Hengde Property.

As at 31 August 2011, the total assets, total liabilities and net assets of Hengda Property amounted to RMB1,569,860,000, RMB1,485,940,000 and RMB83,920,000 respectively. For the period from January to August 2011, Hengda Property had not generated any operating income, with a total loss of RMB11,240,000 and a net loss of RMB9,210,000. Hengda Property has not provided any guarantee nor pledged, and is not involved in any litigation.

### **III. Main contents of the guarantee agreement**

Hengda Property took out a loan of RMB354.82 million from a financial institution. Shenzhen Vanke provided for the said loan a joint liability guarantee. The term of the guarantee begins from the effective date of the guarantee agreement until two years after the maturity date of Hengda's obligations under the loan agreement.

### **IV. Opinion of the board of directors**

The objective of providing guarantee for the relevant loan of Hengda Property by Shenzhen Vanke is to facilitate and expedite the development of Phase Two of Shenzhen Golden Domain Project. The Phase Two of Shenzhen Golden Domain Project is currently under construction, with good progress and satisfactory operation. Hengda Property has a relatively strong debt repayment capacity.

The said guarantee complies with the relevant requirements of the Company Law, the Articles of Association of the Company, and Notice Regarding the Regulation of the Provision of External Guarantees by Listed Companies (Document [2005] No. 120 issued by China Securities Regulatory Commission).

### **V. Aggregate amount of external guarantees and amount of overdue guarantees**

As at 31 August 2011, the outstanding amount of guarantees provided by the Company was RMB11,019 million, representing 24.91 per cent of the audited net assets attributable to the shareholders of the Company as at the end of 2010. The outstanding amount of guarantees provided by the Company and its majority-owned subsidiaries for other majority-owned subsidiaries was RMB9,848 million, and the outstanding amount of guarantees provided by the Company and its majority-owned subsidiaries for associated companies and joint ventures was RMB1,171 million. The Company and its majority-owned subsidiaries do not have any external guarantees. The Company does not have any overdue guarantees or guarantees involved in litigation.

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

Shenzhen, 10 October 2011