



## China Vanke Co., Ltd.

### Announcement Regarding A Trust Loan For Dongguan Zitai Project and Other Projects

#### I. Brief information about the loan

To satisfy the development needs of the Dongguan Zitai Project, Dongguan King Metropolis Project and Anshan Huisile Project of China Vanke Co., Ltd. (the "Company"), the Company has applied for a trust loan of RMB1 billion from China Resources SZITIC Trust Co., Ltd. The term of the loan is two years. To satisfy the development needs of the Wenzhou Longwan Garden Phase I Project, Nanjing The Paradiso Phase III Project, Hangzhou Liangzhu Heron Hill West Phase I Project and Qinhuangdao Holiday Town Phase III Project, the Company has applied for a trust loan of RMB2 billion from China Resources SZITIC Trust Co., Ltd. The term of the loan is two years.

China Resources Co., Limited, being the Company's largest shareholder, holds 14.73 per cent of the Company's total shares, and holds 51 per cent interests in China Resources SZITIC Trust Co., Ltd. As such, the Company's application for the trust loans from China Resources SZITIC Trust Co., Ltd. constitute connected transactions.

The Company's first extraordinary general meeting in 2011 passed the resolution regarding cooperation with China Resources (Holdings) Co., Ltd. and authorized the board (the "Board") of the Company to decide on the use of the trust funds under China Resources SZITIC Trust Co., Ltd. with an amount not exceeding RMB4.42 billion. For details, please refer to the announcements of the Company on 23 March 2011 and 9 April 2011 respectively.

In December of 2011, the Company applied for a trust loan of RMB1 billion from China Resources SZITIC Trust Co., Ltd. for the development of the Shanghai Wujiefang Project. Including the two trust loans mentioned above, the aggregate amount of trust loans applied by the Company from China Resources SZITIC Trust Co., Ltd. amounted to RMB4 billion.

The resolution regarding the matters in relation to the trust loan for the Dongguan Zitai Project, Dongguan King Metropolis Project and Anshan Huisile Project was submitted to the Board for consideration and voting by correspondence on 24 February 2012. The resolution regarding the matters in relation to the trust loan for the Wenzhou Longwan Garden Phase I Project, Nanjing The Paradiso Phase III Project, Hangzhou Liangzhu Heron Hill West Phase I Project and Qinhuangdao Holiday Town Phase III Project was submitted to the Board for consideration and voting by correspondence on 28 February 2012. The two resolutions were passed, with 8 votes in favour, 0 vote against and 0 abstention. Qiao Shibo, Wang Yin and Jiang Wei, being connected directors, had abstained from voting on the resolution.

The said connected transactions do not constitute material assets reorganization prescribed under the "Measures for Administration of Material Assets Reorganization of Listed Companies", and therefore are not subject to approval from the relevant authorities.

## **II. Basic information on the connected party**

Name of the connected party: China Resources SZITIC Trust Co., Ltd.

Date of establishment: 24 August 1982

Registered office: 11th-12th Floor, Tower 2, SZITIC Square, 69 Nonglin Road, Futian District, Shenzhen

Legal representative: Jiang Wei

Registered capital: RMB2.63 billion

Type of company: Limited liability company

Business scope: Fiduciary of funds; trust of movable property; trust of real estate; trust of negotiable instruments; trust of any other property or property rights; to engage in investment fund business as a promoter of an investment fund or fund management company; to conduct such businesses as the reorganization, purchase and merger of enterprise assets, fund-raising for project, corporation finance and financial consultation, etc; to conduct securities underwriting businesses upon commission as approved by the related departments under the State Council; to conduct such businesses as brokerage, consultation and credit investigation, etc; to provide safe-keeping services upon commission and to operate the business of safety-deposit boxes; to use the existing property to conduct inter-bank deposits, inter-bank lending, lending, lease and investment; to use the existing property to provide guarantees for other parties; to engage in interbank lending and borrowing; other businesses as prescribed by law and regulations or as approved by China Banking Regulatory Commission.

China Resources Co., Limited, being the Company's largest shareholder, holds 14.73 per cent of the Company's total shares, and holds 51 per cent share in China Resources SZITIC Trust Co., Ltd.

## **III. Main contents of the loan agreements**

The Company applied for a trust loan of RMB1 billion from China Resources SZITIC Trust Co., Ltd. for the development and construction of the Dongguan Zitai Project, Dongguan King Metropolis Project and Anshan Huisile Project. The term of the loan is 2 years, with a fixed annual interest rate of 10.6 per cent.

The Company applied for a trust loan of RMB2 billion from China Resources SZITIC Trust Co., Ltd. for the development of the Wenzhou Longwan Garden Phase I Project, Nanjing The Paradiso Phase III Project, Hangzhou Liangzhu Heron Hill West] Phase I Project and Qinhuangdao Holiday Town Phase III Project. The term of the loan is 2 years, with a fixed annual interest rate of 10.5 per cent.

## **IV. Basis of price determination**

The cost of the said trust loans was determined with reference to the prevailing market price level and the characteristics of the projects. None of the two trust loans mentioned above has an annual interest rate higher than the cost of trust loan taken out by the Company from an independent third party during the period.

## **V. Objectives to take out the loan and impact on the Company**

The objective of the Company to apply for a trust loan of RMB1 billion and another trust loan of RMB2 billion from China Resources SZITIC Trust Co., Ltd. is to facilitate the development of the Dongguan Zitai Project, Dongguan King Metropolis Project,

Anshan Huisile Project, Wenzhou Longwan Garden Phase I Project, Nanjing The Paradise Phase III Project, Hangzhou Liangzhu Heron Hill West Phase I Project and Qinhuangdao Holiday Town Phase III Project, which will expedite the operating efficiency of the projects.

**VI. The aggregate amount of connected transactions entered into with the said connected party from the beginning of the year to the date of announcement**

From the beginning of the year up to the present time, the Company has not entered into any connected transaction with China Resources SZITIC Trust Co., Ltd. In December of 2011, the Company applied for a trust loan of RMB1 billion from China Resources SZITIC Trust Co., Ltd. for the development of the Shanghai Wujiefang Project. Within the scope of authority granted at the Company's first extraordinary general meeting in 2011, the Company has applied for trust loans, including the said two trust loans, of RMB4 billion in total from China Resources SZITIC Trust Co., Ltd.

**VII. Opinion of independent directors**

All the independent directors unanimously agreed on the Company's application for two trust loans, one amounting to RMB1 billion and the other RMB2 billion from China Resources SZITIC Trust Co., Ltd. and are of the view that the said loan arrangement is within the scope of authority granted at the Company's first extraordinary general meeting in 2011. The execution of the said loan will help facilitate the development of the Company's relevant projects and enhance the operating efficiency of the projects. The cooperation and the related decision-making procedures comply with the relevant requirements of the Company Law, Securities Law, Rules Governing Listing of Stocks on Shenzhen Stock Exchange and the Articles of Association of the Company. The cooperation is in the interest of the listed company and shareholders as a whole, and does not prejudice the interests of the Company and other shareholders, especially the small and medium shareholders.

Board of Directors  
China Vanke Co., Ltd.

Shenzhen, 3 March 2012