



China Vanke Co., Ltd.

Announcement of resolutions approved by the Board of Directors regarding matters relating to the change of listing location of the Company's domestically listed foreign shares and listing & trading on the main board of the Stock Exchange of Hong Kong Limited by way of introduction

The resolutions regarding the matters in relation to the change of listing location of domestically listed foreign shares of China Vanke Co., Ltd. (the "Company") and listing & trading of such shares on the main board of the Stock Exchange of Hong Kong Limited ("SEHK") by way of introduction were dispatched to all directors of the Company on 11 January 2013, via email. The directors had considered and decided on the resolutions through voting by correspondence. The entire procedure complied with the requirements of the relevant regulations and the Company's Articles of Association. Director Qiao Shibo, Director Jiang Wei and Director Wang Yin, being connected directors had abstained from voting of the resolutions. The Board approved the following resolutions with 8 votes in favour, 0 vote against and 0 abstention:

I. Considered and approved the "Resolution regarding Proposal for Change of Listing Location of Domestically Listed Foreign Shares of China Vanke Co., Ltd. and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction"

For details, please refer to the announcement on "Proposal for Change of Listing Location of Domestically Listed Foreign Shares of China Vanke Co., Ltd. and Listing & Trading on the Main Board of the Stock Exchange of Hong Kong Limited by Way of Introduction" (the "Proposal") published on "China Securities Journal", "Securities Times", "Shanghai Securities News", "Securities Daily", <http://www.cninfo.com.cn> and <http://www.irasia.com> on the same day.

Independent directors had provided their independent opinions on the resolutions. For details, please refer to "Independent opinions on the Proposal for Change of Listing Location of Domestically Listed Foreign Shares of China Vanke Co., Ltd. and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction by the independent directors of the Sixteenth Board of China Vanke Co. Ltd." published in the above-mentioned media on the same day.

II. Considered and approved the "Resolution regarding Submission to the Company's

Shareholders' Meeting to Authorize the Board and its Authorized Persons to Handle All Matters relating to the Change of Listing Location of Domestically Listed Foreign Shares and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction”

The Board has applied to the Shareholders' Meeting of the Company to authorize the Board and its authorized persons the authority to handle all matters of the Proposal, includes but not limited to the followings:

1. Authorizing the Board and its authorized persons, in accordance with the Proposal approved at the Shareholders' Meeting, to assume full responsibility for the implementation of the Proposal: to sign, execute, modify and terminate any connected/related transactions, consultancy agreements, investment agreements, share transfer agreements, listing agreements; to sign, execute, modify and terminate any other agreements in relation to this Proposal; to appoint financial advisors, sponsors, domestic and overseas solicitors, company secretary, overseas accountant, depository agents and nominal holders of the Company's H shares, to act as authorized representative for major communications with SEHK; to approve and enter into verification notes and letter of responsibility with other intermediate parties relating to matters of this Proposal; to approve fee budget; dispatch formal notice; print listing documents; approve domestic and overseas listing documents and to stamp the Company's chop on those documents; to provide undertaking, confirmation and authorization to the sponsor, SEHK and Securities and Futures Commission (“SFC”); and other matters in relation to the implementation of the Proposal.

2. Authorizing the Board and its authorized persons, in accordance with the Proposal approved by the Shareholders' Meeting, to approve, enroll, file, ratify, agree and reach agreements with domestic and overseas relevant government and regulatory authorities regarding matters of this Proposal; and to apply for non-Hong Kong company registration and to complete relevant procedures for trademark and intellectual property registration; to sign, execute, modify and complete all necessary documents for submission to relevant domestic and overseas governments, institutions, organizations and persons; and to perform such duties, actions and matters that the Board deems necessary, appropriate or suitable for the implementation of this Proposal.

3. Without prejudice to the general conditions under points 1 and 2 of this resolution, to apply to the Shareholders' Meeting for authorizing the Board and its authorized persons, in accordance with relevant regulations of SEHK, to approve, on behalf of the Company, the format and content of Form A1 – Listing Application of SEHK (“Form A1”), and the sponsors' submission of Form A1 to SEHK in due course, and when submitting the Form A1:

(1) To offer the following undertaking, on behalf of the Company, set out in Form A1 (should there be any amendments to the Form A1 by SEHK, to offer relevant undertaking, on behalf of the Company, in accordance to the amendments):

(i) To comply, at all times, with all of the requirements of the Listing Rules of the Stock Exchange of Hong Kong Limited (the “Listing Rules”) from time to time in force, for so long as any of the Company’s securities are listed on the Main Board;

(ii) To advise SEHK if any change of circumstance arises prior to the hearing date of the application by the Listing Committee that would render any information contained in Form A1 or the draft listing document submitted herewith misleading in any material respect;

(iii) To lodge with SEHK, before dealings in the securities commence, the declaration (Form F of Appendix 5) required by rule 9.11(37) of the Listing Rules;

(iv) To lodge with SEHK the documents as required by rules 9.11(1) to 9.11(38) of the Listing Rules in due course, in particular, to procure each director, proposed director (if any), supervisor and proposed supervisor to lodge with SEHK as soon as practicable after the listing document is published, a duly signed declaration and undertaking in the form set out in Form H/I in Appendix 5 of the Listing Rules; and

(v) to comply with the requirements of the procedures and format for publication and communication publicized by SEHK from time to time.

(2) To approve, on behalf of the Company, SEHK to file copies of following documents to SFC in accordance with the “Securities and Futures (Stock Market Listing) Rules” section 5 and section 7 stipulated in Form A1:

(i) all materials submitted by the Company to SEHK (e.g. Form A1), and

(ii) certain announcements, statements, circulars, or other documents made or issued by the Company or the Company’s representatives to the public or to holders of the Company’s securities (if the Company’s securities are listed on SEHK)

4. Authorize the Board and its authorized persons, in accordance with the requirements and suggestions from relevant domestic and overseas government organizations and supervisory bodies, to modify and amend the Company’s Articles of Association and its appendix (includes but not limited to, modifying and amending the wordings, sections, terms and criteria of enforcement) which were passed by the shareholders’ meeting; and register and file the changes to commercial, business and other governmental departments after the listing of the Company’s H shares;

5. Authorize the Board and its authorized persons, in accordance with the requirement of government organizations and regulatory bodies and the relevant approval documents, to amend the contents of resolutions regarding the Proposal considered and approved at the Shareholders’ Meeting;

6. Authorize the Board, according to its needs, to authorize personnel of the Board with full authority for the execution of matters regarding the Proposal;

7. The authorization is valid for 18 months commencing from the date of the resolutions being considered and approved at the Shareholders' Meeting.

III. Considered and approved the "Resolution regarding Confirmation of the Persons Authorised by the Board"

Consent has been given to the Board, after the approval at the Company's Shareholders' Meeting, the resolution regarding authorizing the Board and its Authorized Persons the Authority to Handle All Matters relating to the Change of Listing Location of Domestically Listed Foreign Shares and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction, to authorize Director Yu Liang and his authorized persons to execute the right granted by the resolution to execute all related issues mentioned in the resolution and other items relating to the Proposal that can be authorized by the Board.

IV. Considered and approved the "Resolution regarding China Vanke Co., Ltd. Becoming An Overseas Listed Joint Stock Limited Company"

As the Company intends to change the listing location of its domestically listed foreign shares to become an overseas listed foreign shares, and listing and trading on the main board of SEHK by way of introduction. Consent has been given to the Company to be converted to overseas listed joint stock limited company.

V. Considered and approved the "Resolution regarding Review of China Vanke Co., Ltd.'s Articles of Association (A+H) (Draft)"

Consent has been given for the submission to the Shareholders' Meeting the "Articles of Association (A+H) (Draft)" (the "Draft"), and after the Draft is considered and approved at the Shareholders' Meeting and ratified by departments with authority for approval, it will become effective on the date of the listing of the Company's H shares. The existing Articles of Association remains in force until the listing of H shares.

For details of the "Articles of Association (A+H) (Draft)", please refer to the announcement published on www.cninfo.com.cn on the same day.

VI. Considered and approved the "Resolution Regarding the Validity Period of the Relevant Resolutions in Relation to the Change of Listing Location of Domestically Listed Foreign Shares of the Company and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction"

According to the work requirement for the change of listing location of the Company's domestically listed foreign shares and listing and trading on the main board of SEHK by way of introduction, consent has been given for the submission to the Shareholders' Meeting for approval,

that the validity period of the relevant resolutions in relation to the change of listing location of domestically listed foreign shares of the Company and listing & trading on the main board of SEHK by way of introduction to be 18 months commencing from the approval of the resolution at the Shareholders' Meeting.

VII. Considered and approved the "Resolution Regarding the Convening of first extraordinary general meeting of China Vanke Co., Ltd in 2013.

For details, please refer to the Company's "Notice of the First Extraordinary General Meeting in 2013" published on "China Securities Journal", "Securities Times", "Shanghai Securities News", "Securities Daily", <http://www.cninfo.com.cn> and <http://www.irasia.com> on the same day.

The Company's shares will resume trading starting from the open of the market on 21 January 2013.

Board of Directors
China Vanke Co., Ltd.

Shenzhen, 19 January 2013