



China Vanke Co., Ltd.

Announcement Regarding A Guarantee Provided By Shenzhen Vanke For A Bank Loan To Shenzhen One City Project

I. Overview of the guarantee

To satisfy the development needs of Shenzhen One City Project, Shenzhen Vanke Binhai Real Estate Co., Ltd. ("Shenzhen Binhai"), the operator of the project has applied for a development loan with a credit limit of RMB800 million from Shenzhen Branch of China Construction Bank Corporation ("CCB Shenzhen Branch"). Shenzhen Vanke Real Estate Co., Ltd. ("Shenzhen Vanke"), a wholly-owned subsidiary of China Vanke Co., Ltd. (the "Company"), has provided an irrevocable joint liability guarantee for the said loan in proportion to its 50 per cent equity interest.

The matter related to the guarantee had been considered and approved at the board meeting of Shenzhen Vanke, with 3 votes in favour, 0 vote against and 0 abstention. Since Shenzhen Binhai's asset-liability ratio has exceeded 70 per cent, the matter related to the guarantee was also considered and approved at a shareholders meeting of Shenzhen Vanke.

II. Basic information on the principal of the guarantee

Name of company: Shenzhen Vanke Binhai Real Estate Co., Ltd.

Date of establishment: January 2011

Place of registration: Shenzhen, Guangdong

Directors: Wang Li, Fan Yu, Li Shifang, Liu Bo, and Mao Weidong

Registered capital: RMB1,000 million

Shenzhen Vanke Binhai Real Estate Co., Ltd. is jointly established by Shenzhen Vanke and China Merchants Real Estate (Shenzhen) Co., Ltd ("Shenzhen China Merchants"). Shenzhen Vanke and Shenzhen China Merchants each holds a 50 per cent-equity interest in Shenzhen Binhai respectively.

As at 30 November 2013, the total assets, total liabilities and net assets of Shenzhen Binhai amounted to RMB 4,183,204,033.66, RMB3,224,990,973.21, and RMB 958,213,060.45 respectively. Shenzhen Binhai did not generated any operating income during January to November 2013, with a net loss of RMB26,489,874.06. Shenzhen Binhai has not been involved in any guarantee, pledged, nor litigation.

III. Major contents of the guarantee agreement

Shenzhen Binhai has applied for a development loan with a credit limit of RMB800 million from CCB Shenzhen Branch, the term of the loan is 3 years. Shenzhen Vanke has provided an irrevocable joint liability guarantee for the said loan in proportion to its 50 per cent equity interest. The term of the guarantee commences from the effective date of the loan and expires 2 years after the maturity date of the loan.

IV. Opinion of the board of directors

To accelerate the development of Shenzhen One City Project, Shenzhen Vanke provided a guarantee for the said bank loan to Shenzhen Binhai in proportion to its equity interest. Given Shenzhen One City Project's smooth progress and satisfactory operation, Shenzhen Binhai has a relatively strong debt repayment capability. The guarantee is provided on an equal basis with Shenzhen Vanke and China Merchants Real Estate (Shenzhen) Co., Ltd., the other shareholder of Shenzhen Binhai, each provides a guarantee for the relevant bank loan of Shenzhen Binhai in proportion to their equity interests.

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 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 30 November 2013, the outstanding amount of guarantees provided by the Company was RMB12,142 million, representing 19.02 per cent of the audited net assets attributable to the shareholders of the Company as at the end of 2012. Among the outstanding amount of guarantees provided by the Company, the outstanding amount of guarantees provided by the Company and its majority-owned subsidiaries for other majority-owned subsidiaries was RMB12,046 million, and the outstanding amount of guarantees provided by the Company and its majority-owned subsidiaries for associated companies and joint ventures was RMB96 million. The Company and its majority-owned subsidiaries have not involved in any external guarantees. The Company does not have any overdue guarantees or guarantees involved in litigation.

Board of Directors
China Vanke Co., Ltd.

Shenzhen, 26 December 2013