



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

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

The written notice of the thirteenth meeting (“Meeting”) of the sixteenth board (the “Board”) of directors (“Directors”) of China Vanke Co., Ltd. (“Vanke” or “the Company”) was dispatched to all the Directors of the Company by email on 21 February 2014. The Meeting was held on 5 March 2014 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. Director Qiao Shibo was not able to attend the Meeting in person due to business engagements and authorised Director Wei Bin to attend the Meeting and vote on his behalf at the Meeting. Director Sun Jianyi was not able to attend the Meeting in person due to business engagements and authorised Director Yu Liang to represent him and vote on his behalf at the Meeting. The convention of the Meeting was in compliance with the requirements of the relevant rules and the Company’s Articles of Association.

All the resolutions were approved with 11 votes in favour, zero against and zero abstention. The resolutions being considered at the Meeting are as follows:

**1. Considered and approved the resolution regarding the appropriation and write-off of the provision for diminution in asset value for the year 2013**

As at the end of 2013, the total amount of provisions for diminution in asset value of the Company amounted to RMB402,797,400, representing an increase of RMB56,114,500 from that at the end of 2012. The total amount of provisions for diminution in asset value was provision for bad debts. The new provisions for bad debts for the year under review were provisions for bad debts for trade receivables and other receivables arising in the normal course of business, except for the provision for bad debts for receivables arising from property management company’s service fee-based projects.

**2. Considered and approved the 2013 audited financial report**

**3. Considered and approved the special remarks on the deposit and use of proceeds raised from previous fund-raising exercises during 2013**

**4. Considered and approved the internal control self-assessment report for the year 2013**

**5. Considered and approved the proposal on profit appropriation and dividend distribution for the year 2013**

Profit appropriation and dividend distribution are based on the Company's profit available for appropriation. Details on the consolidated and the Company's profit available for appropriation for the year 2013 in accordance with the PRC Accounting Standards are as follows:

(Unit: RMB)

	Consolidated	The Company
Profit after taxation available for appropriation	39,825,247,201.93	8,090,250,689.93
Include: Net profit for 2013	15,118,549,405.78	7,795,895,844.62
Profit available for appropriation at the start of the year	26,688,098,566.77	2,275,755,615.93
Allocation of dividend for 2012	(1,981,400,770.62)	(1,981,400,770.62)

According to the relevant rules and requirements of the Company's Articles of Association and considering shareholders' interests and the Company's development needs in the long run after hearing different shareholders' opinions, the Board submitted to the shareholder meeting the following profit appropriation proposal for the year 2013:

1. to appropriate 10 per cent of the net profit of the Company to statutory surplus reserve;
2. to appropriate 30 per cent of the net profit of the Company to discretionary surplus reserve;
3. to appropriate 60 per cent of the net profit of the Company and the unappropriated profit of the previous year for dividend distribution fund;

The allocation of the profit available for appropriation for the year 2013 is as follows:

(Unit: RMB)

	The Company	As a percentage of the Company's net profit for the year	As a percentage of the consolidated net profit for the year
Net profit for 2013	7,795,895,844.62	100%	51.57%
Transfer to statutory surplus reserve	779,589,584.46	10%	5.16%
Transfer to discretionary surplus reserve	2,338,768,753.39	30%	15.47%
Transfer to dividend distribution fund for 2013	4,677,537,506.77	60%	30.94%
Profit available for appropriation at the beginning of the year	294,354,845.31	0	0

Distribution of cash dividend for 2013*	4,516,137,256.79	57.93%	29.87%
Retained profit for appropriation for the following financial year	455,755,095.29	-	-

\*Calculated based on the total number of shares of the Company as at the end of 2013

**Dividend distribution proposal:** Based on the total share capital as at the record date for dividend distribution, a cash dividend of RMB4.1 (including tax) will be distributed for every 10 existing shares held.

Based on the Company's total number of shares of 11,014,968,919 at the end of 2013, the total amount of cash dividends for distribution for 2013 will be RMB4,516,137,256.79, representing 29.87 per cent of the Company's consolidated net profit for 2013. In future, the Company intends to steadily raise its dividend payout ratio from the current year's 29.87 per cent.

The independent directors unanimously were of the view that the preparation of the Company's proposals on the profit appropriation and dividend distribution for the year 2013 was in compliance with the Company's Articles of Association and the relevant requirements, and took into account the interests of various types of shareholders. The independent directors unanimously agreed to submit the relevant proposals to the shareholder meeting for consideration.

#### **6. Considered and approved the resolution regarding the reappointment of certified public accountants for the year 2014**

Agreed to submit the following resolution to the 2013 annual general meeting for consideration: to continue to appoint KPMG Huazhen Certified Public Accountants to audit the 2014 financial statements of the Company prepared in accordance with the PRC Accounting Standards, and audit the Company's 2014 financial statements prepared in accordance with the International Financial Reporting Standards, and prepare an internal control audit report in accordance with the requirements of the PRC regulatory bodies. The remuneration for the services will be RMB10.50 million, and the Company will not be responsible for travelling expenses or any other expenses.

All the independent directors unanimously agreed on the related matters.

#### **7. Considered and approved the 2013 annual report and its summary**

#### **8. Considered and approved the corporate social responsibility report for the year 2013**

#### **9. Considered and approved the resolution regarding the re-election of retiring Directors**

The Board resolved to nominate Mr Wang Shi, Mr Qiao Shibo, Mr Yu Liang, Mr Sun Jianyi, Mr Wei Bin, Mr Chen Ying, Mr Wang Wenjin as director candidates of the

seventeenth Board; nominate Mr Zhang Liping, Mr Hua Sheng, Ms Elizabeth Law, Mr Hai Wen as independent director candidates of the seventeenth Board and to submit the relevant resolution to the shareholder meeting for consideration. In accordance with the relevant regulations, the term of office of Mr. Zhang Liping for the new session of the Board will be 2.3 years as he had been appointed as independent director of the Company for 3.7 years, while the term of office of other candidates will be 3 years.

Please refer to the appendix for the biography of each of the director candidate and independent director candidate.

The independent directors unanimously were of the view that the nomination procedure and the qualifications of all the director candidates are in compliance with the relevant requirements.

**10. Considered and approved the resolution regarding purchase of liability insurance for directors, members of the Supervisory Committee and senior management**

Resolved to submit to the shareholder meeting for consideration matters in relation to granting the Board the authority to purchase liability insurance for directors, members of the Supervisory Committee and senior management with an insured amount of over RMB100 million and an annual premium of not more than RMB300,000.

Independent directors unanimously agreed on the purchase of liability insurance for directors, members of the Supervisory Committee and senior management.

**11. Considered and approved the resolution regarding the convention of the 2013 annual general meeting**

For details, please refer to the "Notice regarding 2013 Annual General Meeting" published today by the Company.

Board of Directors  
China Vanke Co., Ltd.

Shenzhen, 7 March 2014

## **Appendix: Biography of director candidates**

**Wang Shi**, male, born in 1951. He joined the military force in 1968. Wang Shi changed his career in 1973 and worked in the Water and Electrical supply department of Zhengzhou Railway. Wang Shi graduated from Lanzhou Railway College in 1978 majoring in water supply studies. After graduation, he had worked for Guangzhou Railway Bureau, Foreign Trade and Economic Cooperation Committee of Guangdong Province, and Shenzhen Special Region Development Company. In 1984, he established “Shenzhen Exhibition Centre for Modern Science and Education Equipment”, the predecessor of Vanke, and acted as general manager. He became chairman and general manager of China Vanke Co. Ltd. in 1988. Mr Wang no longer acted as the general manager with effect from 1999. At present, he is the chairman of the Company. Mr Wang is also a director of SOHU.com Inc, and an independent director of China Resources Land Limited (“CRL”), Shanghai Metersbonwe Fashion & Accessories Co., Ltd. and Modern Media Holdings Limited respectively.

**Qiao Shibo**, male, born in 1954, graduated from the Jilin University in 1983 with a bachelor’s degree in Chinese Language and Literature. He had served as a department head at the Ministry of Foreign Trade and Economic Cooperation of the People’s Republic of China (now Ministry of Commerce), the deputy general manager and general manager of the Human Resources Department of CRH, the general manager and chairman of China Resources Petrochems (Group) Co., Ltd. In 2000, Mr Qiao served as the director and assistant general manager of CRH. During this period, he also served as the deputy managing director of China Resources Enterprise, Limited. and the chairman of China Resources Machinery & Minmetals (Holdings) Co., Ltd. In 2003, Mr Qiao was a director and deputy general manager of CRH, during which he also served as the chairman of China Resources (Jilin) Bio-Chemical Co., Ltd., the chairman of the board of China Resources Cement Holdings Ltd., the chief executive officer of China Huayuan Group Ltd., and the general manager of Sanjiu Medical & Pharmaceutical Co., Limited. In 2008, he was a director and general manager of CRH, as well as the vice chairman and president of China Resources Pharmaceutical Group Limited, the chairman of China Resources Enterprise, Limited, the chairman of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd., and the chairman of Shandong Dong-E E-Jiao Co., Ltd. He is a director and general manager of CRH, and the chairman of China Resources Enterprise, Limited. He has been a director and the deputy chairman of the Company since 2010.

**Yu Liang**, male, born in 1965. He graduated from the Faculty of International Economics Studies of Peking University with a bachelor’s degree in 1988. Mr Yu obtained a master’s degree in economics from Peking University in 1997. He had previously worked for Shenzhen Waimao Group. He joined the Company in 1990. He became the deputy general manager of the Company in 1996, and the executive

deputy general manager and Supervisor of Finance of the Company in 1999. He has been the general manager of the Company since 2001 and a director of the Company since 1994. At present, Mr Yu is the president of the Company. Mr Yu is also an independent director of Shanghai Metersbonwe Fashion & Accessories Co., Ltd.

**Sun Jianyi**, male, born in 1953. He graduated from Zhongnan University of Economics and Law, majoring in finance studies. He is a senior economist. He became deputy general manager of Wuhan Branch, the People's Insurance Company of China Limited and the committee member of the Communist Party Committee in 1985. Between 1990 and 2003, Mr Sun acted as assistant to general manager, deputy general manager, executive deputy general manager and executive director for Ping An Insurance Company of China. In 2003, he became the executive director, executive deputy general manager and deputy chief executive officer of Ping An Insurance (Group) Company of China, Limited. Since 2008, he has been the vice chairman and deputy chief executive officer of Ping An Insurance (Group) Company of China, Limited. At present, Mr Sun is the chairman of Ping An Bank Limited and a director of Ping An Life Insurance Company of China, Limited, Ping An Property & Casualty Insurance Company of China, Limited, and Ping An Annuity Insurance Company of China, Limited. He has been a director of the Company since 1995. He became an executive director in 1997 and deputy chairman of the Company in 1998. He was an independent director of the Company from 2001 to 2008. He became the convener of the remuneration and nomination committee and a member of the audit committee in 2005. He has become a director and a member of the remuneration and nomination committee of the Company since 2008.

**Wei Bin**, male born in 1969. He obtained a bachelor's degree in auditing from Zhongnan University of Economics and Law and a master's degree in finance from Jinan University. He is a senior accountant and senior auditor in China, and a non-practicing member of the Chinese Institute of Certified Public Accountants. He joined China Resources (Holdings) Company Limited in 2001. He is currently the chief accountant, chief financial officer and director of Finance Department in China Resources (Holdings) Company Limited, non-executive director of China Resources Enterprise, Limited, China Resources Power Holdings Company Limited, China Resources Land Limited, China Resources Cement Holdings Limited, China Resources Gas Group Limited and China Resources Microelectronics Limited, and director of China Resources Sanjiu Medical & Pharmaceutical Co., Ltd, Shandong Dong-E E-Jiao Co., Limited, and China Resources Double-Crane Pharmaceutical Co., Limited. Since 2013, he has become a director of Vanke and member of audit committee.

**Chen Ying**, male, born in 1970. He graduated from Tsinghua University with a bachelor's degree of architectural management. He obtained a master's degree in business administration from University of Oxford in 2007. He joined China

Resources (Holdings) Company Limited in 1993. Between 1993 and 2002, he served as project engineer, project manager and manager of procurement department and executive director of China Resources Construction (Holdings) Limited. He was the managing director of China Resources Land (Beijing) Company Ltd. from 2002 to 2011 and became the director of China Resources Land Limited from 2003 to 2006. In 2011, he was the general manager of Strategy Management Department of China Resources (Holdings) Company Limited. He is currently the chief strategy officer of China Resources (Holdings) Company Limited, and non-executive director of China Resources Cement Holdings Limited, China Resources Power Holdings Company Limited, China Resources Enterprise, Limited, China Resources Gas Group Limited, China Resources Land Limited, as well as director of China Resources Pharmaceutical Group Limited, China Resources Sanjiu Medical & Pharmaceutical Co., Ltd, China Resources Double-Crane Pharmaceutical Co., Limited. Since 2013, he has been a director of Vanke and member of the investment and decision-making committee.

**Wang Wenjin**, male, born in 1966. He graduated from Zhongnan University of Economics and Law in 1994 with a master's degree. He is a registered accountant in the PRC. He had worked for Hefei No. 10 Plastic Factory and Anhui Optical Sophisticated Mechanic Research Centre of China Academy of Sciences. He joined the Company in 1993 and became the deputy manager of the Company's Finance Department in 1998. He was the general manager of Vanke's Finance Department in 1999, and has been the Supervisor of Finance since 2002. Since 2004, he has been the financial controller of the Company. He is currently an executive vice president of Vanke.

#### **Independent director candidates**

**Zhang Liping**, male, born in 1958. He graduated from Beijing Institute of Foreign Trade in 1980. He obtained his master's degree in international affairs and international law from St. John's University, the USA, in 1987. Mr Zhang had worked for the Ministry of Foreign Trade and Economic Cooperation (now Ministry of Commerce) and had served as director of the Investment Banking Division of Merrill Lynch, the USA, managing director and head of Greater China Region of Dresdner Bank, Germany, managing director of Pacific Concord Holdings Limited, Hong Kong, and chief executive officer of Imagi International Holdings Ltd, Hong Kong. In 2004, Mr Zhang joined Credit Suisse First Boston and is currently vice chairman of Global Investment Banking Department and joint CEO (Greater China) of Credit Suisse Group. He has become an independent director, convener of the investment and decision-making committee and a member of the remuneration and nomination committee of the Company since 2010.

**Hua Sheng**, male, born in 1953. He graduated from the Department of Political Economy of Nanjing Institute of Technology (now Southeast University), with a

bachelor's degree in 1982. In 1985, he obtained a master's degree from the Finance Department of Graduate School of the Chinese Academy of Social Sciences. He holds a PhD in economics of Wuhan University, and has studied, and engaged in research and teaching at the University of Oxford and the University of Cambridge. At present, he is the president of Yanjing Overseas Chinese University, and the honorary president of the School of Economic and Management, as well as a professor and PhD supervisor of Southeast University. He is also an executive deputy chairman of China Federation of Overseas Chinese Entrepreneurs, and deputy chairman of Beijing Returned Overseas Chinese Federation. In 1986, he was among the first group of nationally accredited experts with outstanding contributions. He is the author and proponent of dual-track price system, State-owned assets management system and share segregation reform. He was the winner of China Economic Theory Innovation Award and Sun Yefang Economic Prize. He has been an independent director of Vanke since 2011.

**Elizabeth Law**, female, born in 1954, graduated from the Faculty of Management in McGill University, Canada in 1976 with a Bachelor of Commerce degree – Concentration in Accounting. She had worked for the accounting firm of Richter, Usher & Vineberg in Montreal, Canada. Ms. Law is currently a managing practising director of Law & Partners CPA Limited, and a partner of Stephen Law & Company, Certified Public Accountants. She is also also the chairman of The Hong Kong Employment Development Service Limited, a member of the executive committee of The Hong Kong Council of Social Service, as well as a member of Chinese People's Political Consultative Conference Guangdong Committee. She is a Certified Public Accountant (Practising) in Hong Kong, a member of the Canadian Institute of Chartered Accountant, a fellow member of The Institute of Chartered Accountants in England & Wales, a fellow member of Certified Public Accountants Australia and a certified tax adviser. She was the President of The Society of Chinese Accountants & Auditors, a council member of Hong Kong Institute of Certified Public Accountants and the founding president of Association of Women Accountants (Hong Kong) Limited. She is also a member of the Chinese People's Political Consultative Conference Guangdong Committee. In 2009, she was awarded the HKSAR Government Justice of Peace. Since 2011, she has been independent director of Hong Kong-listed Sunwah Kingsway Capital Holdings Limited and Toronto-listed Sunwah International Limited. She has been an independent director of Vanke since 2012.

**Hai Wen**, male, born in 1952. He graduated from Peking University with a bachelor's degree in economics in 1982. He graduated from California State University, Long Beach in 1983 with a master's degree in economics and graduated from University of California, Davis in 1991 with a PhD in economics. He had worked at the Department of Economics at California State University, Department of Economics of University of California, Davis and Department of Economics of Fort Lewis College School of Business Administration. Between 1995 and 2008, he served as a professor and



deputy director of China Centre for Economic Research of Peking University; between 2002 and 2005, he served as an assistant to the president of Peking University; between 2005 and 2008, served as a vice president of Peking University, executive vice chancellor of Peking University Shenzhen Graduate School and dean of Peking University Shenzhen Business School. Since 2008, he has been vice president of the Peking University, chancellor of Peking University Shenzhen Graduate School and dean of Peking University HSBC Business School. At present, he is the deputy chairman of Peking University Council and dean of Peking University HSBC Business School.

Save as Mr Wang Shi, Mr Yu Liang, Mr Sun Jianyi and Mr Wang Wenjin holding 7,617,201 shares, 6,306,245 shares, 692,236 shares and 2,223,591 shares of the Company respectively, the other candidates do not hold any of the Company's shares. All the candidates have not been subjected to punishment by the China Securities Regulatory Commission nor any other relevant department or the reprimand of the stock exchange. They meet the requirements of the relevant laws, rules and regulations, including the Company Law, for taking up the position of director of the Company. The qualifications and independence of independent director candidates are subject to filing and review without any objection by the Shenzhen Stock Exchange prior to voting by the shareholder meeting.