

China Vanke Co., Ltd.

Announcement Regarding The Resolutions Approved At 2013 Annual General Meeting

I. Basic information on the annual general meeting (“AGM”)

1. Convenor: The sixteenth board of directors of China Vanke Co., Ltd.
2. Voting methods: On-site voting
3. Venue: Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen
4. Time: 9:30 am on Friday, 28 March 2014
5. Chairperson of the meeting: Chairman Wang Shi
6. The convention of the meeting was in compliance with the relevant requirements of the Company Law, Rules on Shareholders’ Meetings of Listed Companies, Rules Governing the Listing of Stocks, and the Company’s Articles of Association

II. The attendance of the AGM

A total of 428 shareholders and authorised proxies holding 3,320,474,002 shares attended the on-site AGM and participated in online voting of the AGM, representing 30.15 per cent of the Company’s total number of shares with voting right; including 115 holders of A shares holding 2,765,240,005 A shares, representing 28.51 per cent of the Company’s total number of A shares with voting right; 313 holders of B shares holding 555,233,997 B shares, representing 42.22 per cent of the Company’s total number of B shares with voting right.

III. Resolutions and the voting results

Type of Resolution	Resolutions	Voting Results						
		Class	For		Against		Abstain	
			No. of Share	Percentage (%)	No. of Share	Percentage (%)	No. of Share	Percentage (%)
Ordinary Resolution	Directors’ Report for the year 2013	A Share	2,764,858,569	99.99%	-	0.00%	381,436	0.01%
		B Share	555,233,997	100.00%	-	0.00%	-	0.00%
		Total	3,320,092,566	99.99%	-	0.00%	381,436	0.01%
Ordinary Resolution	The Report of Supervisory Committee for the year 2013	A Share	2,764,858,569	99.99%	-	0.00%	381,436	0.01%
		B Share	555,233,997	100.00%	-	0.00%	-	0.00%
		Total	3,320,092,566	99.99%	-	0.00%	381,436	0.01%

Ordinary Resolution	The annual report and the audited financial report for the year 2013	A Share	2,764,858,569	99.99%	-	0.00%	381,436	0.01%
		B Share	555,233,997	100.00%	-	0.00%	-	0.00%
		Total	3,320,092,566	99.99%	-	0.00%	381,436	0.01%
Ordinary Resolution	The proposal on profit appropriation and dividend distribution for the year 2013	A Share	2,764,858,469	99.99%	100	0.00%	381,436	0.01%
		B Share	555,233,997	100.00%	-	0.00%	-	0.00%
		Total	3,320,092,466	99.99%	100	0.00%	381,436	0.01%
Ordinary Resolution	The resolution regarding the reappointment of certified public accountants for the year 2014	A Share	2,764,821,843	99.98%	36,726	0.00%	381,436	0.01%
		B Share	530,474,699	95.54%	7,299,482	1.31%	17,459,816	3.14%
		Total	3,295,296,542	99.24%	7,336,208	0.22%	17,841,252	0.54%
Ordinary Resolution	The resolution regarding purchase of liability insurance for directors, supervisors, and senior management members	A Share	2,764,821,743	99.98%	36,726	0.00%	381,536	0.01%
		B Share	555,233,997	100.00%	-	0.00%	-	0.00%
		Total	3,320,055,740	99.99%	36,726	0.00%	381,536	0.01%

To elect, using cumulative voting method, Wang Shi, Qiao Shibo, Yu Liang, Sun Jianyi, Wei Bin, Chen Ying and Wang Wenjin as directors (“Directors”) of the seventeenth board (“Board”) of Directors, and Zhang Liping, Hua Sheng, Elizabeth Law and Hai Wen as independent Directors of the seventeenth Board.

Type of Resolution	Candidates of Directors	Voting Results		
		Class	For	
			No. of Share	Percentage (%)
Ordinary Resolution	Wang Shi	A Share	2,731,853,106	98.79%
		B Share	507,397,080	91.38%
		Total	3,239,250,186	97.55%
	Qiao Shibo	A Share	2,751,751,707	99.51%
		B Share	521,166,792	93.86%
		Total	3,272,918,499	98.57%
	Yu Liang	A Share	2,754,010,167	99.59%
		B Share	551,651,701	99.35%
		Total	3,305,661,868	99.55%
	Sun Jianyi	A Share	2,750,944,099	99.48%
		B Share	521,166,792	93.86%
		Total	3,272,110,891	98.54%
	Wei Bin	A Share	2,729,192,205	98.70%
		B Share	468,323,244	84.35%
		Total	3,197,515,449	96.30%
	Chen Ying	A Share	2,729,192,205	98.70%
		B Share	472,387,040	85.08%
		Total	3,201,579,245	96.42%
	Wang Wenjin	A Share	2,753,660,167	99.58%
		B Share	535,034,388	96.36%
		Total	3,288,694,555	99.04%

Type of Resolution	Candidates of Independent Directors	Voting Results		
		Class	For	
			No. of Share	Percentage (%)
Ordinary Resolution	Zhang Liping	A Share	2,753,986,527	99.59%
		B Share	551,602,981	99.35%
		Total	3,305,589,508	99.55%
	Hua Sheng	A Share	2,754,101,109	99.60%
		B Share	551,602,981	99.35%
		Total	3,305,704,090	99.56%
	Elizabeth Law	A Share	2,753,630,393	99.58%
		B Share	551,643,581	99.35%
		Total	3,305,273,974	99.54%
	Hai Wen	A Share	2,753,848,013	99.59%
		B Share	551,663,881	99.36%
		Total	3,305,511,894	99.55%

To elect, using voting by poll method, Xie Dong as member of the eighth supervisory committee

Type of Resolution	Candidate of Supervisor	Voting Results		
		Class	For	
			No. of Share	Percentage (%)
Ordinary Resolution	Xie Dong	A Share	2,753,897,611	99.59%
		B Share	524,945,609	94.54%
		Total	3,278,843,220	98.75%

IV. Legal opinion issued by lawyers

1. Name of law firm: Guangdong Shu Jin Law Firm
2. Name of lawyers: Wang Cuiping, Zhou Lingxian
3. Conclusive opinion: The convention of and procedures for holding the AGM were in compliance with the relevant rules and regulations of the Company Law and Rules on Shareholders' Meetings of Listed Companies, and requirements of the Company's Articles of Association. The eligibility of persons attending the AGM and the convenor of the AGM was valid, and the voting procedures and voting results were legal and valid.

Board of Directors
China Vanke Co., Ltd.

Shenzhen, 29 March 2014

Appendix I: Biographies of the newly appointed Directors and independent Directors

Directors

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 non-practising member of The Chinese Institute of Certified Public Accountants. 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 Directors

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 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.

Appendix II: Biography of the newly appointed member of the Supervisory Committee

Xie Dong, male, born in 1965. He graduated from Nanjing Engineering Institution in 1987 with a bachelor's degree in wireless electricity. He received a master's degree in business administration from Shanghai Jiao Tong University in 1997 and a PhD degree in management from Shanghai Jiao Tong University in 2007. He had worked in Shenzhen RGB Electronic Co., Ltd., the headquarters of China Shenzhen TV Company. He joined the Company in 1992. He became the manager of the Company's Personnel Management Department in 1996, and the general manager and director of the Company's Human Resources Department in 2000 and 2001 respectively. He became deputy general manager of the Company in 2004. From October 2007 to February 2014, Mr Xie was an executive vice president of Vanke. Since 2011, he has been an independent director of Shenzhen Hepalink Pharmaceutical Co., Ltd.