



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

### **Announcement Regarding A Guarantee Provided By Vanke Property (Hong Kong) Company Limited To Wkinv HK Holdings Limited**

#### **I. Overview of the guarantee**

Wkinv HK Holdings Limited (“Wkinv HK”), a wholly-owned subsidiary of China Vanke Co., Ltd. (the “Company”), entered into a sale and purchase agreement (the “Agreement”) with Commercial Palace Limited (“Commercial Palace”). Pursuant to the Agreement, Wkinv HK shall acquire the entire equity interests of Radiant Merit Limited (the “Target Company”), which is wholly owned by Commercial Palace, for a consideration of HK\$860 million, which is subject to adjustment after the completion of the transaction according to the consolidated net asset value of the Target Company on the date of completion of the transaction. The Target Company indirectly holds a real estate redevelopment project in the core district of Wanchai, Hong Kong. The redevelopment project is close to the financial center in Central and shopping district in Causeway Bay, with a site area of approximately 7,000 sq ft and a lease of 999 years. The buildable residential floor area and floor area for commercial use amount to approximately 50,000 sq ft and 15,000 sq ft respectively.

Vanke Property (Hong Kong) Company Limited (“Vanke Property (Hong Kong)”), a wholly-owned subsidiary of the Company, provides a performance guarantee for the said acquisition.

The relevant issues have been considered and approved at the board meeting of Vanke Property (Hong Kong), with 3 votes in favour, 0 vote against and 0 abstention.

#### **II. Basic information on the principal of the guarantee**

Name of company: Wkinv HK Holdings Limited

Date of establishment: 25 July 2013

Place of registration: British Virgin Islands

Scope of business: Investment

The registered capital of Wkinv HK amounted to US\$1. Vanke Property (Hong Kong) holds 100 per cent equity interests in Wkinv HK. Wkinv HK has not generated any operating income or net profit. Wkinv HK has not provided any guarantee or pledged, and is not involved in any litigation.

### **III. Major contents of the guarantee agreement**

Wkinv HK shall acquire the entire equity interests and shareholder loans of the Target Company held by Commercial Palace for a consideration of HK\$860 million. Vanke Property (Hong Kong) provides a guarantee to Commercial Palace for Wkinv HK, guaranteeing Wkinv HK's fulfillment of its relevant responsibilities stipulated in the Agreement. The term of the guarantee commences from the signing date of the guarantee agreement until Wkinv completes all of its responsibilities stipulated in the Agreement.

### **IV. Opinion of the board of directors**

Vanke Property (Hong Kong) provides guarantee for Wkinv HK to facilitate the acquisition of the Target Company and explore the Hong Kong market, which meets the needs for driving the Company's overseas business development.

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 31 March 2014, the outstanding amount of guarantees provided by the Company was RMB13,856 million, representing 18.02 per cent of the audited net assets attributable to the shareholders of the Company as at the end of 2013. 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 RMB13,710 million, and the outstanding amount of guarantees provided by the Company and its majority-owned subsidiaries for associated companies and joint ventures was RMB 146 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, 8 April 2014