



## **China Vanke Co., Ltd. Announcement Regarding A Trust Loan for Dongguan Changan Vanke Centre Project**

### **I. Overview of the loan**

To satisfy the development needs of Dongguan Changan Vanke Centre Project, the Company has applied for a trust loan of RMB750 million with China Resources SZITIC Trust Co., Ltd. for a term of two years.

China Resources Co., Ltd, being the Company's largest shareholder, together with connected parties holds an aggregate 15 per cent equity interest in the Company. As China Resources Co., Ltd, holds 51 per cent equity interest in China Resources SZITIC Trust Co., Ltd, the Company's application for the trust loan with China Resources SZITIC Trust Co., Ltd. constitutes a connected transaction.

The resolution regarding continued cooperation with China Resources passed at the Company's 2012 annual general meeting ("AGM") had authorized the board ("Board") of directors to determine, within two years from passing the relevant resolution at the AGM, the use of the trust funds of China Resources SZITIC Trust Co., Ltd. of not more than RMB12.7 billion per year. For details, please refer to the announcements published by the Company on 18 February and 21 March 2013 respectively.

The matter related to the trust loan for Dongguan Changan Vanke Centre Project was submitted to the Board on 15 April 2014 for consideration and voting by electronic communication, and had been approved with 8 votes in favour, 0 vote against and 0 abstention. Qiao Shibo, Wei Bin, and Chen Ying, being connected shareholders, had abstained from voting on the said resolution.

As the connected transaction did not constitute a Material Asset Reorganization stipulated in the "Administrative Measures for the Material Asset Reorganizations of Listed Companies", it is not subject to the approval of the relevant authorities.

### **II. Basic information on the principal of the connected party**

Name of connected party: China Resources SZITIC Trust Co., Ltd.

Date of establishment: 24 August 1982

Address: 10th-12th Floor, Tower 3, Kerry Plaza, 1-1 Zongxinsi Road, Futian, Shenzhen

Statutory representative: Meng Yang

Registered capital: RMB2.63 billion

Type of company: Limited liability company

Business scope: Fiduciary of funds; trust of movable property; trust of real estate; trust of negotiable instruments; trust of any other property or property rights; to engage in investment fund business as a promoter of an investment fund or fund management company; to conduct such businesses as the reorganization, purchase and merger of enterprise assets, fund-raising for project, corporation finance and financial consultation, etc.; to conduct securities underwriting businesses upon commission as approved by the related departments under the State Council; to conduct such businesses as brokerage, consultation and credit investigation, etc.; to provide safe-keeping services upon commission and to operate the business of safety-deposit boxes; to use the existing property to conduct inter-bank deposits, inter-bank lending, lending, lease and investment; to use the existing property to provide guarantees for other parties; to engage in interbank lending and borrowing; other businesses as prescribed by law and regulations or as approved by China Banking Regulatory Commission..

China Resources Co., Ltd, being the Company's largest shareholder, together with connected parties holds an aggregate 15 per cent equity interest in the Company. It holds 51 per cent equity interest in China Resources SZITIC Trust Co., Ltd.

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

The Company has applied for a trust loan of RMB750 million with China Resources SZITIC Trust Co., Ltd. for the development of Dongguan Changan Vanke Centre Project for a term of two years, with a fixed rate of 7.482 per cent per annum.

### **IV. Basis for determining the cost of loan**

The cost of the trust loan was determined with reference to the prevailing market price level and the characteristics of the project, and the annual interest rate of the loan shall not be higher than the cost of trust loans obtained by the Company from an independent third party during the same period.

### **V. The purpose of the loan and its impact on the Company**

The trust loan of RMB750 million applied by the Company with China Resources SZITIC Trust Co., Ltd. can help support the development of Dongguan Changan Vanke Centre Project and improve the operation efficiency of the project.

### **VI. The total cumulative amount of various types of connected transactions entered into with the said connected party from the beginning of the year up to the date of announcement**

Since the passing of the resolution regarding continued cooperation with China Resources at the 2012 AGM held on 20 March 2013, the Company had not conducted any connected transactions with China Resources SZITIC Trust Co., Ltd.

## **VII. Opinion of independent directors**

All the independent directors unanimously agreed with the Company's application for a trust loan of RMB750 million with China Resources SZITIC Trust Co., Ltd. They were of the opinion that the loan application had been made within the scope of authorization granted by the Company's 2012 AGM. The execution of the loan will help support the development of the related project of the Company, and improve operation efficiency of the project. The cooperation and relevant decision-making procedures were in compliance with the relevant requirements of the Company Law, Securities Law, the Rules Governing Listing of Stocks on the Shenzhen Stock Exchange, and the Articles of Association of the Company. The cooperation was in the interests of the Company and its shareholders as a whole, and did not prejudice the interests of the Company and other shareholders, especially those of minority shareholders.

Board of Directors  
**China Vanke Co., Ltd.**

Shenzhen, 22 April 2014