



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

### **Suggestive Announcement Regarding the Progress of Change of Listing Location of Domestically Listed Foreign Shares for Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction**

#### **Special remarks:**

1. Regarding the application for change of listing location of the domestically listed foreign shares of China Vanke Co., Ltd. (the “Company”) for listing and trading on the main board of The Stock Exchange of Hong Kong Limited (“SEHK”) by way of introduction, the Company received approval from China Securities Regulatory Commission on 3 March 2014, and obtained from SEHK a “passing of the listing committee (“Listing Committee”) hearing” letter on 21 May 2014. The Company will apply to the Shenzhen Stock Exchange (“SZSE”) for suspending its B share trading starting from 4 June 2014, and the trading day before the suspension, that is 3 June 2014 will be the last trading day for the Company’s B shares. Thereafter B shares can no longer be traded and will begin the process for distribution, filing for exercise, settlement and clearing of cash options. It is expected that the record date and date of distribution of the Company’s B share cash options will be 6 June 2014. The time for filing for B share cash options will be 9:30-11:30 am and 1:00-3:00 pm on each business day between 9 June 2014 and 13 June 2014. The closing time for filing will be 3:00 pm on 13 June 2014.

2. Upon the closing of the filing of cash option execution, should the number of shares filed for cash option execution exceed one-third of the total number of B shares, that is more than 438,318,489 shares have been filed for cash option execution, this proposal will not be implemented, and the Company’s B shareholders cannot exercise such cash options, and Vanke’s B shares shall resume trading and continue to be traded on the B share market of SZSE.

3. There is still uncertainty as to whether the Company will obtain SEHK’s official approval letter for the listing of the Company’s H shares. Investors are reminded to pay attention to the investment risks.

## **I. Progress of the change of listing location**

The proposal on the change of listing location of the domestically listed foreign shares of the Company for listing and trading on the main board of The Stock Exchange of Hong Kong Limited by way of introduction was considered and passed at the first extraordinary general meeting of the Company of 2013 on 4 February 2013. On 3 March 2014, the Company received the “Reply regarding approval of China Vanke Co., Ltd’s listing on the main board of The Stock Exchange of Hong Kong Limited” issued by China Securities Regulatory Commission (Zhengjian Xu Ke [2014] No. 239), approving the Company’s conversion of 1,314,955,468 existing domestically listed foreign shares into overseas listed foreign shares for listing on the main board of SEHK. On 21 May 2014, the Company obtained from SEHK a “passing of the listing committee (“Listing Committee”) hearing” letter regarding the application for change of listing location of the domestically listed foreign shares of the Company for listing and trading on the main board of SEHK by way of introduction.

The Company will apply to the Shenzhen Stock Exchange for suspending its B share trading starting from 4 June 2014, and the trading day before the suspension, that is 3 June 2014 will be the last trading day for the Company’s B shares. Thereafter B shares can no longer be traded and will begin the process for distribution, filing for exercise, settlement and clearing of cash options.

## **II. Cash options proposal implementation arrangement**

It is expected that the record date and date of distribution of the Company’s B share cash options will be 6 June 2014. The time for filing for B share cash options will be 9:30-11:30 am and 1:00-3:00 pm on each business day between 9 June 2014 and 13 June 2014. The closing time for filing will be 3:00 pm on 13 June 2014.

Upon the closing of the filing of cash option execution, should the number of shares filed for cash option execution exceed one-third of the total number of B shares, that is more than 438,318,489 shares have been filed for cash option execution, this proposal will not be implemented, and the Company’s B shareholders cannot exercise such cash options, and Vanke’s B shares shall resume trading and continue to be traded on the B share market of SZSE.

Upon the completion of the execution of the cash options, the Company will apply to the SZSE for the delisting of its B shares, which will be converted into H shares and listed and traded on the main board of SEHK after the Company receives the official approval letter from SEHK for the listing of the Company’s H shares. There is still uncertainty as to whether the Company will obtain SEHK’s official approval letter for the listing of the Company’s H shares. Investors are reminded to pay attention to the investment risks.

The board of directors will fulfil its disclosure obligations in a timely manner based on the progress of the aforesaid matter. Contents to be disclosed include but not limited to matters related to the implementation details on the Company's B share cash options. Investors are advised to pay attention.

Board of Directors  
China Vanke Co., Ltd.

Shenzhen, 27 May 2014