



China Vanke Co., Ltd.

**Suggestive Announcement
Regarding B-to-H Share Conversion Domestic Operations Guide of
Shenzhen Branch of
China Securities Depository and Clearing Corporation Limited
and B-to-H Share Conversion Domestic Operations Guide
for Investors of
Shenzhen Branch of China Securities Depository and Clearing
Corporation Limited**

Since the “resolution regarding the authorization of the appointment of China Securities Depository and Clearing Corporation Limited as the nominee of the Company’s H shares and designation of CITIC Securities Brokerage (HK) Limited as the overseas securities agent for the Company’s B-to-H share conversion” was considered and passed at the 17th session of the board (“Board”) of directors (“Directors”) of China Vanke Co., Ltd. (the “Company”), it was agreed that the Company authorised the appointment of China Securities Depository and Clearing Corporation Limited (“China Clearing Corporation”) as the nominee of the Company’s H shares pursuant to 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 (“SEHK”) by way of introduction (“B-to-H Share Conversion”).

To facilitate investors’ understanding of the detailed domestic operations in relation to B-to-H Share Conversion, the B-to-H Share Conversion Domestic Operations Guide of Shenzhen Branch of China Securities Depository and Clearing Corporation Limited (“B-to-H Share Conversion Domestic Operations Guide”), and B-to-H Share Conversion Domestic Operations Guide for Investors of Shenzhen Branch of China Securities Depository and Clearing Corporation Limited (“B-to-H Share Conversion Domestic Operations Guide for Investors”) issued by the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited are now being circulated for publication.

“Domestic operations” mentioned in the B-to-H Share Conversion Domestic Operations Guide and B-to-H Share Conversion Domestic Operations Guide for Investors refer to the various businesses relating to B-to-H Share Conversion and after the conversion to H shares conducted by investors through domestic securities companies, such as trading **Note: (1) domestic investors can only dispose of their converted H shares; (2) overseas investors are subject to the same restrictions as domestic investors if they choose to trade their H shares through the trading**

systems of domestic securities companies) and making enquiries through the trading systems of domestic securities companies, arranging pledge, lock-up, transfer of ownership without transaction, change of custodians, and equity distribution through domestic securities companies or China Clearing Corporation, as well as **overseas investors' change of/to overseas custodians for H shares of nominee account through custodians.**

Investors can refer to the full version of B-to-H Share Conversion Domestic Operations Guide and B-to-H Share Conversion Domestic Operations Guide for Investors published on www.cninfo.com.cn by the Company.

B-to-H Share Conversion Domestic Operations Guide and B-to-H Share Conversion Domestic Operations Guide for Investors does not cover operations conducted overseas, i.e. opening of independent H share account by qualified overseas investors with overseas brokers, and business conducted directly through overseas brokers. If necessary, investors can visit the website (<http://www.hkex.com.hk>) of Hong Kong Exchanges and Clearing Limited, the controlling company of SEHK for any enquiry.

There is still uncertainty as to whether SEHK will give its final approval to the change of listing location of the Company's B shares for listing and trading on the main board of SEHK by way of introduction. The Board reminds investors to pay attention to the investment risks. The Board will fulfil its disclosure obligations in a timely manner based on the progress of the implementation of the B-to-H Share Conversion. Investors are advised to pay attention.

For any enquiry about the aforesaid B-to-H Share Conversion Domestic Operations Guide and B-to-H Share Conversion Domestic Operations Guide for Investors, investors may contact the office of the Board of the Company:

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

Shenzhen, 28 May 2014