



## **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 (“B 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. Starting from the commencement of the cash option filing period, i.e. 9:30 am on 9 June 2014, the Shenzhen branch of China Securities Depository and Clearing Corporation Limited will begin accepting application forms for the change of/to overseas custodian from the Company’s B shareholders. Before the listing of the Company’s Hong Kong-listed foreign shares (“H shares”) (as determined by the time of acknowledge of receipt of the materials received; the specific closing time will be informed in due course), for B shareholders who have submitted valid application forms for the change of/to overseas custodian, the handling fee to which they are subject will be borne by the Company. For overseas investors applying for change of/to overseas custodian thereafter, the handling fee to which they are subject will be borne by them.

3. 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.

4. After the completion of the execution of the cash option and confirmation of the number of overseas public shareholders opening account in Hong Kong of not less than 300 people, the Company will apply to 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.

5. 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 Company's B shares for listing and trading on the main board of SEHK 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 SEHK" issued by China Securities Regulatory Commission (Zhengjian Xu Ke [2014] No. 239), approving the Company's conversion of 1,314,955,468 existing B shares into H shares for listing on the main board of SEHK. On 21 May 2014, the Company obtained from SEHK a "passing of the Listing Committee hearing" letter regarding the application for 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 Company will apply to 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.

### **II. Domestic trading operations guide**

In May 2014, the 17th session of the board of directors considered and passed by way of voting by correspondence 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", agreeing that the Company authorised the appointment of China Securities Depository and Clearing Corporation Limited as the nominee of the Company's H shares pursuant 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 and

designation of CITIC Securities Brokerage (HK) Limited as the overseas securities agent for the Company's B-to-H Share Conversion.

On 28 May 2014, the Company published a 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 on [www.cninfo.com.cn](http://www.cninfo.com.cn). Investors can refer to the electronic version of 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") on [www.cninfo.com.cn](http://www.cninfo.com.cn).

### III. Change of custodians

For B shareholders who wish to continue to hold the Company's B shares until such shares are converted into H shares for listing and trading on the main board of SEHK, they need not take any action during the filing period for cash option execution. However, to ensure smooth trading for investors after the conversion of B shares into H shares, investors shall confirm with the securities companies with which their accounts are maintained whether the securities companies have completed the modification and upgrade of their trading systems. **Only those securities companies that have implemented and completed the modification and upgrade of their trading systems can provide real-time trading information of converted H shares and accept trade submissions.** If the securities companies with which their accounts are maintained have confirmed that they will not modify and upgrade their trading systems, investors shall, as soon as practicable, change their custodians. **Domestic investors can only change custodians among domestic securities companies ("change of domestic custodians") for the shares they held. Overseas investors may apply for change of custodian from domestic securities companies to overseas securities companies for the shares they held ("change of/to overseas custodians"). Investors who trade through domestic trading systems (including domestic investors and overseas investors who trade through domestic trading systems) can only dispose of the Company's H shares but cannot buy them. Overseas investors who have completed the change of/to overseas custodians may buy or sell the Company's H shares in accordance with the general trading rules of H shares, and not be subject to any trading restrictions.**

The fees for change of custodian of China Securities Depository and Clearing Corporation Limited are as follows:

1. The change of domestic custodian is free of charge.
2. The change of/to overseas custodian is subject to a handling fee of HK\$50 per application and 0.002% of the aggregate closing value of the concerned shares on the

previous trading day (less than 1 cent will be rounded up to 1 cent and subject to a minimum charge of HK\$2).

**Special reminder: To facilitate the smooth implementation of the Company's H share listing, and to satisfy the requirements of not less than 300 overseas public shareholders opening account in Hong Kong as soon as practicable, the Company agrees to bear the handling fee of the change of custodian for overseas B shareholders (who are subject to the handling fee) with valid application for change of/to overseas custodian before the listing of the Company's H shares (the specific closing time will be informed in due course). For overseas investors applying for change of/to overseas custodian thereafter, the handling fee to which they are subject will be borne by them.**

For details on the change of custodian, please refer to B-to-H Share Conversion Domestic Operations Guide and B-to-H Share Conversion Domestic Operations Guide for Investors, or consult with the securities companies with which investors maintain an account or the Company.

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

Pursuant to the provisions of the proposal for 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 Company will provide cash option filing and execution services for B shareholders through the method of submission via the trading system of SZSE, and through the Company's manual submission method.

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 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, 3 June 2014