



**China Vanke Co., Ltd.**

**Announcement Regarding  
Distribution of B Shares' Cash Options  
Under 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**

**Important reminder:**

- 1. Suspension of trading in the Company's B shares commences from 4 June 2014 onward.**
- 2. The execution price of cash option for the Company's B shares is HK\$12.39 per share. Exercise of cash option means that the holder of the B shares disposes of the Company's B shares at the execution price to gain cash consideration. If the investor exercises the cash options, he/she will no longer hold the corresponding amount of Vanke B shares eligible for filing for the cash options execution.**
- 3. B shareholders who choose to continue to hold the Company's B shares until such shares change their listing location for listing and trading on the main board of SEHK need not take any action during the period for filing for cash option execution, and need not to exercise B share cash options.**
- 4. 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 there will be no clearing and settlement of cash options (the application for the cash option will become invalid). Vanke's B shares shall resume trading and continue to be traded on the B share market of SZSE.**

The proposal for change of listing location of 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 was considered and approved by the 2013 first extraordinary general meeting of the Company 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 change of listing location of the Company’s 1,314,955,468 existing domestically listed foreign shares for listing and trading on the main board of SEHK by way of introduction. 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 domestically listed foreign shares for listing and trading on the main board of SEHK by way of introduction.

Pursuant to the Company’s application, trading in the Company’s B shares will be suspended from 4 June 2014 onward. The trading day before the suspension, i.e. 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 execution, settlement and clearing of cash options.

In order to fully protect the legitimate rights and interests of the Company’s B shareholders, the Company has arranged third parties to offer cash options to all B shareholders. Among the third parties, Government of Singapore Investment Corporation Pte Ltd (“GIC”) and Value Partners Limited (“Value Partners”) have undertaken to give up their rights to exercise the cash options. B shareholders under this proposal may choose to hold Vanke’s shares until such shares change their listing location for listing and trading on the main board of SEHK, or to file for cash option execution to transfer their B shares in part or full to the third party providers of the cash option at HK12.39 per share during the period for filing for cash option execution.

As entrusted by the Company’s cash option providers –China Resources (Holdings) Co., Ltd. (“China Resources”), GIC and Value Partners and Value Partners Hong Kong, the Company will distribute, on 6 June 2014, cash option rights to B shareholders of the Company other than GIC, Value Partners and specific funds under Value Partners Hong Kong, which have undertaken to give up their rights to exercise the cash options.

Details of the distribution of the Company's B Shares cash option right are as follows:

Abbreviation of the option	Code of option	Record and distribution date
Vanke WKP1	238903	6 June 2014

As at the record date of the Company's B share cash options (6 June 2014), B Shareholders of the Company will be granted a cash option for each B Share. GIC and Value Partners have undertaken to give up their rights to exercise the cash option of 283,511,314 B shares in the Company (representing 21.56% of the total number of the Company's B shares) being the aggregate amount of their shareholding. The total amount of the Company's B Shares cash options for distribution amounts to 1,031,444,154.

Save for GIC and Value Partners as well as Value Partners Hong Kong, which have undertaken to give up their rights to exercise cash option, other B shareholders of the Company under this proposal can inquire and verify the deposit of cash option has been deposited and may choose to file for cash option execution to transfer their B shares in part or full to the third party providers of the cash option at HK12.39 per share during the period for filing for cash option execution. For B shareholders who have not exercised their cash options or have not effectively exercised their cash options, they will continue to hold Vanke's B shares until such shares change their listing location for listing and trading on the main board of SEHK. Investors are hereby advised to apply sound judgement in considering the risks of exercising their cash options and the risks of not exercising their cash options.

Pursuant to the resolution regarding the proposal for change of listing location of domestically listed foreign shares of the Company for listing and trading on the main board of The SEHK by way of introduction was approved at the general meeting of the Company, 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 there will be no clearing and settlement of cash options (that means the filing for cash option execution will become invalid). 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 and confirmation of the Company's H shares in the hands of the overseas public among at least 300 holders with trading account in Hong Kong, 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.

Investors who wish to know more about the details on change of listing location of domestically listed foreign shares for listing and trading on the main board of SEHK by way of introduction shall refer to the full version of the "proposal for change of listing location of domestically listed foreign shares of China Vanke Co., Ltd. for listing and trading on the main board of The Stock Exchange of Hong Kong Limited by way of introduction" and related documents published by the Company on 19 January 2013 and subsequent announcements on [www.cninfo.com.cn](http://www.cninfo.com.cn) and the website ([www.szse.cn](http://www.szse.cn)) of Shenzhen Stock exchange ("SZSE"), and shall pay attention to the relevant announcements to be made by the Company from time to time.

**Contact person and means of contact of the Company**

Contact person: Mr. Liang Jie, Mr. Ji Jianghua, Mr. Wu Jinming

Address: Vanke Center No.33, Huanmei Road, Dameisha, Yantian District, Shenzhen

Postal code: 518083

Tel.: 0755-25606666

Fax: 0755-25531696

Board of Directors  
China Vanke Co., Ltd.

Shenzhen, 5 June 2014