



China Vanke Co., Ltd.

**Fifth Suggestive Announcement
Regarding Implementation of B Shares' Cash Options
Under
Change of Listing Location
of Domestically Listed Foreign Shares ("B Shares")
for Listing & Trading on the Main Board of
The Stock Exchange of Hong Kong Limited by Way of Introduction**

This announcement is only intended for elaboration on the detailed procedures for and matters relating to filing for cash option execution of the Company's B shareholders and does not constitute a recommendation on filing for cash options. Investors are advised to pay attention to the investment risks.

The Company published an Announcement Regarding Implementation Plan for 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 (the "Implementation Announcement") on <http://www.cninfo.com.cn>, the website of the Shenzhen Stock Exchange (<http://www.szse.cn>) and www.irasia.com of Hong Kong on 6 June 2014. Please refer to the abovementioned announcement and related documents for details regarding the implementation of B Shares' cash options of the Company.

Unless otherwise specified, the terms used in this suggestive announcement shall have the same meanings as those defined in the Implementation Announcement.

Important reminder

- 1. The period for filing for B Shares' cash options will be 9:30-11:30 am and 1:00-3:00 pm on each business day from 9 June 2014 to 13 June 2014. The closing time for filing will be 3:00 pm on 13 June 2014. For manual submission, the arrival time of materials sent by courier or the time of acknowledgement of arrival of materials by postal services shall be before the closing time for filing. During the filing period, trading of the Company's B Shares will be suspended.**
- 2. There are two methods for investors to apply for B Shares' cash option of the Company: Shareholders who place the Company's B Shares and cash options under custody of a trading unit of a security company may file for cash option execution through the trading system of SZSE; shareholders who do not use the trading system may file for cash option execution via manual submission.**

- 3. The execution price of cash option for the Company's B Shares is HK\$12.39 per share. Execution of cash option means that the holder of the B Shares disposes of the Company's B Shares at the aforesaid 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.**
- 4. 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.**
- 5. 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.**
- 6. In the event of successful implementation of the proposal, and at the time of the listing and trading of the Company's shares on the main board of SEHK, the original B Shareholders can choose to deal in the H Shares converted from B shares via the trading systems of domestic securities companies or the trading systems of overseas securities companies after changing to overseas custodians, in accordance with their individual situations and of their own accord, but should be in compliance with law, regulations and trading rules. Overseas investors who trade outside Mainland China, in accordance with the general H share trading regulations, will be able to buy or sell the Company's H shares. Domestic investors and overseas investors who trade within Mainland China will continue to trade through the trading systems of domestic securities companies, except for the change in stock code (change in stock code will be announced separately). However, subject to restriction of relevant regulations or rules, the aforesaid investors only have the rights to hold or sell the Company's H shares. The proceeds from their disposal of the Company's H shares shall be promptly remitted to Mainland China. In future, should the relevant laws and regulations allow domestic residents to purchase overseas shares, the above-mentioned domestic investors and overseas investors trading within Mainland China may, through qualified securities companies, buy or sell the Company's H shares. Please refer to the full text of Proposal for Change of Listing Location of Domestically Listed Foreign Shares of China Vanke Co., Ltd. and Listing & Trading on the Main Board of The Stock Exchange of Hong**

Kong Limited by Way of Introduction published on <http://www.cninfo.com.cn>, the website of the Shenzhen Stock Exchange (<http://www.szse.cn>) and www.irasia.com of Hong Kong and the related documents published by the Company on 19 January 2013 for the special risks in relation to using trading system of domestic securities companies by domestic investors and overseas investors trading within Mainland China.

I. Registration date of the cash option

6 June 2014

II. Shareholders who are eligible to apply for execution of the cash options

Save for GIC and Value Partners, which have undertaken to give up their rights to exercise their cash options, other B Shareholders whose names appearing on the register of members on the registration date of cash option (6 June 2014) according to the implementation of the Company's B Shares' cash option.

III. Execution price of cash option

HK\$12.39 per share

IV. Period for filing of cash option

The filing period 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 shall be 3:00 pm on 13 June 2014. For manual submission, the arrival time of materials sent by courier or the time of acknowledgement of arrival of materials by postal services shall be within the aforesaid filing period.

V. Conditional termination of cash options

Pursuant to the Proposal for Change of Listing Location of Domestically Listed Foreign Shares of the Company and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction considered and approved by the 2013 first extraordinary general meeting of the Company, 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, the proposal will not be implemented, and there will be no clearing and settlement of cash options. Vanke's B Shares shall resume trading and continue to be traded on the B Share market of SZSE.

VI. Filing for execution of cash option

1. Filing for cash option execution carried out through the trading system of SZSE

Investors shall file for execution of cash options through their B Shares securities accounts. For an investor with more than one B Shares securities accounts, he/she shall apply separately for each of his/her B Shares securities accounts. For an investor holding the Company's B Shares in more than one trading unit under one B Shares securities account, he/she shall apply separately for the B Shares held in different trading units.

B Shareholders can issue an instruction for execution in accordance with instructions of technical system of relevant securities company and the code for cash option in his/her securities account. The instruction for execution shall contain the followings:

Option execution code: 238903

Type of business: option execution

Amount under instruction: the number of B Shares cash option for execution

Price for execution: HK\$12.39 per share (execution price)

Execution instruction shall be filed in units of cash options. Investors can file for execution to the trading system of SZSE through securities companies on any trading day during the period for filing for execution of cash option. Investors must ensure that their accounts have sufficient available cash options and target securities. For detailed procedure, please refer to Paragraph (I) Filing for execution of cash option can be carried out through the trading system of SZSE under Section IV. Filing for execution of cash option of the Implementation Announcement.

2. Manual submission for execution of cash option

Investors shall file for execution of cash option through their B Shares securities accounts. For an investor with more than one B Shares securities accounts, he/she shall apply separately for each of his/her B Shares securities accounts. For an investor holding the Company's B Shares in more than one trading unit under one B Shares securities account, he/she shall apply separately for the B Shares held in different trading units.

Shareholders who have not placed the Company's B Shares under custody

of securities companies shall submit application materials to the Company through courier or postal services within the specified filing period, should they intend to exercise their cash option. Shareholders may choose to submit their application materials for execution through their overseas custodian banks; or may choose to submit the materials by themselves. For detailed procedure, please refer to Paragraph (II) Manual submission for execution of cash option under Section IV “Filing for execution of cash option of the Implementation Announcement”.

VII. Contact person and means of contact of the Company

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Board of Directors
China Vanke Co., Ltd.

Shenzhen, 13 June 2014