

### China Vanke Co., Ltd.

### 2011 First Quarterly Report

### §1 Important Notice

- 1.1 The Board, the Supervisory Committee, Directors, members of the Supervisory Committee and senior management of the Company warrant that in respect of the information contained in this Quarterly Report, there are no misrepresentations or misleading statements, or material omission, and individually and collectively accept full responsibility for the authenticity, accuracy and completeness of the information contained in this Quarterly Report.
- 1.2 None of the Directors, members of the Supervisory Committee and senior management fails to assure or disputes with the authenticity, accuracy and completeness of the contents of this Quarterly Report.
- 1.3 Deputy Chairman Qiao Shibo, and Director Wang Yin were not able to attend the board meeting in person due to their business engagements and had authorised Director Jiang Wei to represent them and vote on behalf of them. Director Sun Jianyi was not able to attend the board meeting in person due to his business engagements and had authorised Director Shirley L. Xiao to represent him and vote on behalf of him. Independent Director Zhang Liping and Independent Director Paul Chan Mo Po were not able to attend the board meeting in person due to their business engagements and had authorised Independent Director Qi Daqing to represent them and vote on behalf of them.
- 1.4 This quarterly financial report of the Company has not been audited.
- 1.5 The Company's Chairman Wang Shi, Director and President Yu Liang, and Executive Vice President and Supervisor of Finance Wang Wenjin declare that the financial report contained in this Quarterly Report is warranted to be true and complete.

### §2 Basic Corporate Information

#### 2.1 Major accounting data and financial indicators

(Unit: RMB)

|   | As at 31 March 2011 | As at 31 December 2010 | Changes (%) |
|---|---------------------|------------------------|-------------|
| Total assets  | 235,703,724,823     | 215,984,662,720        | 9.13%       |
| Equity attributable to equity shareholders of the Company | 45,532,824,229      | 44,232,676,791         | 2.94%       |
| Net assets per share                                      | 4.14                | 4.02                   | 2.99%       |

|   | January to March 2011 | January to March 2010 | Changes (%)                     |
|---|-----------------------|-----------------------|---------------------------------|
| Revenue   | 7,541,373,198         | 7,073,423,236         | 6.62%                           |
| Profit attributable to equity shareholders of the Company | 1,205,138,560         | 1,126,579,449         | 6.97%                           |
| Net cash generated from operating activities              | (1,975,209,084)       | (6,800,224,122)       | 70.95%                          |
| Net cash generated from operating activities per share    | (0.18)                | (0.62)                | 70.97%                          |
| Basic earnings per share                                  | 0.11                  | 0.10                  | 10.00%                          |
| Diluted earnings per share                                | 0.11                  | 0.10                  | 10.00%                          |
| Return on equity  | 2.68%                 | 2.94%                 | Decrease 0.26 percentage points |

Note: 1. The net assets and net profit used to calculate the above-mentioned indicators refer to the equity and profit attributable to equity shareholders of the Company.

## 2.2 Total number of shareholders and shareholdings of the top 10 shareholders of non-restricted tradable shares as at the end of the reporting period

As at the end of 31 March 2011, the total number of shareholders of the Company was 1,081,957 (including 1,056,821 holders of A shares and 25,136 holders of B shares).

| Total number of shareholders as at the end of the rep                               | orting period   | 1,081,957 |
|---|---|-----------|
| Shareholding of the top 10 sh   | nareholders of non-restricted tradable shares   |           |
| Name of shareholders (in full)  | Total number of non-restricted tradable shares held as at the end of the reporting period | Туре      |
| China Resources Co., Limited ("CRC")  | 1,619,094,766   | A Share   |
| Liu Yuansheng   | 133,791,208   | A Share   |
| Bank of China - E Fund Shenzhen Stock<br>Exchange 100 Exchange-Traded Fund          | 109,420,628   | A Share   |
| China Construction Bank - Bosera Theme Industry<br>Stock Securities Investment Fund | 104,043,587   | A Share   |
| Bosera Value Growth Securities Investment Fund                                      | 100,000,000   | A Share   |
| ICBC - Rongtong Shenzhen Stock Exchange 100<br>Index Securities Investment Fund     | 92,327,708  | A Share   |
| Gaohua – HSBC - Goldman Sachs & Co.   | 75,442,099  | A Share   |
| HTHK/CMG FSGUFP - CMG First State China<br>Growth Fund                              | 73,265,868  | B Share   |
| Toyo Securities Asia Limited - A/C Client   | 73,030,711  | B Share   |
| Staff Committee of China Vanke Co., Ltd.  | 67,168,517  | A Share   |

As at the end of 31 March 2011, the total number of shares of the Company was 10,995,210,218, including 9,680,254,750 A shares and 1,314,955,468 B shares.

### 2.3 Bond holdings of the Company's top 10 bondholders as at the end of reporting period

(1) Name of the top 10 bondholders of 08 Vanke G1 bonds and their bondholdings

<sup>2.</sup> The above-mentioned return on equity is calculated using weighted average method.

| No. | Bondholder   | No. of bonds held |
|-----|--|-------------------|
| 1   | New China Life Insurance Company–Dividend Distribution–Individual Dividend - 018L - FH002 Shen           | 5,548,262         |
| 2   | China Petroleum Finance Co., Ltd.  | 4,157,662         |
| 3   | China Pacific Insurance (Group) Co. Ltd.   | 3,433,312         |
| 4   | China Ping An Property and Casualty Insurance Company Limited – Traditional – General Insurance Products | 2,698,727         |
| 5   | China Life Insurance Company Ltd.  | 2,619,042         |
| 6   | CNPC Pension Scheme - ICBC   | 1,018,195         |
| 7   | Taiping General Insurance Company Limited  | 1,003,216         |
| 8   | China Life Pension Company Limited–Internal Resources  | 1,000,000         |
| 9   | China Life Property and Casualty Insurance Company Limited –Traditional – General Insurance Products     | 820,000           |
| 10  | China Property & Casualty Reinsurance Company Ltd.   | 776,162           |

### (2) Name of the top 10 bondholders of 08 Vanke G2 bonds and their bondholdings

| No. | Bondholder  | No. of bonds held |
|-----|---|-------------------|
| 1   | CCB – ICBC Credit Suisse Credit Tianli Bond Securities Investment Fund                | 2,196,450         |
| 2   | ICBC- Harvest Stable Earning Bond Securities Investment Fund                          | 2,018,258         |
| 3   | ICBC Credit Suisse Asset Management Co., Ltd – ICBC – Assets of Specific Clients      | 1,766,153         |
| 4   | CCB-Fullgoal Tianfeng Surging Income Bond Securities Investment Fund                  | 1,364,690         |
| 5   | Bank of Communications - China AMC Bond Investment Fund                               | 1,167,021         |
| 6   | CNPC Pension Scheme - ICBC  | 972,256           |
| 7   | 801 Portfolio of National Social Security Fund, PRC                                   | 959,758           |
| 8   | China Ping An Trust & Investment Co., Ltd. – CMB Furui Life Individual                | 922,623           |
| 9   | China Ping An Trust & Investment Co. Ltd – Bank Comm Furui Life Dividend Distribution | 742,569           |
| 10  | China National Machinery Import & Export Corporation                                  | 700,759           |

### §3 Management Discussion and Analysis

The impact of macro adjustments continued to deepen during the reporting period. At the beginning of the year, affected by the relatively large new housing supply at the end of the fourth quarter of the previous year, the transaction volume of residential properties continued to grow when compared with that of the same period last year. In January and February, the sales area and sales amount of commodity housing in the PRC rose by 13.8% and 27.4% respectively from those of the same period last year. Following the launch of a new round of austerity measures and successive implementation

of austerity measures by local governments, transactions in major cities generally slowed down. Housing prices in these cities basically stopped rising.

In March, the sales area and sales amount in 14 major cities, including Beijing, Shanghai, Guangzhou and Shenzhen, decreased by 32% and 37% respectively, when compared with those of the same period last year. Even when compared with the traditional low season of February, the sales area and sales amount decreased by 15% and 16% respectively. Traditionally, due to Chinese New Year effect, February's sales are the lowest in a year, while sales in March will increases substantially when compared with that of February. In recent years, March's sales of the aforesaid cities increased by about 100% when compared with February's. However, the drop in March's sales from February's this year is a rare case in history.

While transactions are slowing down, the market is expecting a substantial rise in new housing supply in the near future when compared to that in the first quarter. It will pose challenges to the market's ability to deplete the existing inventory of homes. During the reporting period, the growth in new construction area of commodity housing in the PRC continued the downward trend that began at the end of last year. The growth rate in new construction area of commodity housing in the PRC in the first quarter decreased to 23.4% from 41.9% in the full year of 2010. Affected by the change in market environment and tightening of credit, enterprises will face tighter liquidity. This will continue to affect the scale of new construction in the industry and pose challenges to new supply in the following year.

During the reporting period, property developers in general slowed down the pace of land acquisition, and became more cautious in project investment. Land supply and sales area in major cities in the first quarter shrank by a relatively large percentage when compared with those of the same period last year, while the premium rate of land transactions reduced significantly. It is expected that in the second half of 2011, increase in land supply will further cool down the land market. Enterprises with stable operation and healthy liquidity will have comparative advantages in seizing market opportunities.

During the period under review, China Vanke proactively responded to market changes and achieved satisfactory sales results. The accumulated sales area and sales amount of the Company reached 3,038,000 sq m and RMB35.51 billion respectively, representing a growth of 144.6% and 135.3% from those of the same period last year respectively. The comparatively large sales growth in the first quarter was mainly due to the Company's focus on the mainstream market, which consists of small to medium sized ordinary housing units, as well as a historical high in monthly sales in January. Among the products sold by the Company during the period, units with area below 90 sq m accounted for 53%, and small to medium sized units below 144 sq m accounted for 87%. In addition, the Company maintained a satisfactory pace of sales by adopting flexible sales strategy. More than 60% of new units launched in each of the first three months of 2011 were sold within the respective month.

Geographically speaking, the sales area and sales amount in Pearl River Delta focused Shenzhen Region reached 846,000 sq m and RMB9.84 billion respectively, representing increases of 213.8% and 136.7% from those of the same period last year respectively. The sales area and sales amount in Yangtze River Delta focused Shanghai Region reached 541,000 sq m and RMB8.86 billion

respectively, representing a growth of 102.0% and 189.3% from those of the same period last year respectively. The sales area and sales amount in Bohai-rim focused Beijing Region reached 991,000 sq m and RMB10.79 billion respectively, representing a growth of 120.2% and 90.5% from those of the same period last year respectively. The sales area and sales amount in Chengdu Region, which comprises core cities of Central and Western Region, reached 660,000 sq m and RMB6.01 billion respectively, representing a growth of 159.3% and 172.3% from those of the same period last year respectively.

In recent years, as the proportion of furbished units is growing, the average construction period is also increasing. The time lag between revenue recognition and sales is more and more significant. Moreover, construction efficiency and quality are affected by the fluctuation in the labour force in construction because a large amount of migrant workers return home during the Chinese New Year. As a result, year-end is the peak time for completion of projects and most projects are booked in the fourth quarter. All these factors, on the one hand, enhance investors' prediction for projects that could be booked by the Company in one or two years; and on the other hand hinder their estimation of the Company's full-year performance on the basis of the booked results in the first three quarters. The Company has leveraged international advanced project management experience and extended the application scope of prefabrication, so as to address the aforesaid time lag problem in revenue recognition. Investors are advised to pay attention to this special factor.

Since there is variation in the area booked at different times of the year, the booked area of the Company for the first quarter slightly declined from that of the same period last year. Moreover, since a relatively high percentage of the booked area for the period came from core cities (the booked area from Shanghai, Shenzhen, Guangzhou together amounted to 247,000 sq m, accounting for 60% of the booked area for the period under review, with a booked revenue of RMB5.83 billion, accounting for 80 per cent of the booked revenue of the period under review), the Company saw an increase in its booked revenue. During the period under review, the Company realized a booked area of 413,000 sq m, representing a decrease of 35.3% from that of the same period last year. The Company's booked revenue amounted to RMB7.26 billion, representing a 4.3% increase from that of the same period last year. The Company's revenue and net profit amounted to RMB7.54 billion and RMB1.21 billion respectively, representing increases of 6.6% and 7.0% from those of the same period last year respectively.

As at the end of the reporting period, included in the consolidated statements was an area of 9,000,000 sq m sold but not yet booked, with a contract amount of approximately RMB105.2 billion, which will provide a solid foundation for the Company to achieve future operating results.

The Company's financial position remained sound, with a healthy inventory structure. As at the end of the period under review, the Company had RMB37.19 billion cash on hand, which is more than the aggregate amount of RMB20.29 billion of short-term borrowings and long-term borrowings due within one year. Among the Company's inventories, completed properties (existing properties) amounted to RMB4.68 billion, accounting for 3.10% of the total inventories.

The Company had an area of 3.46 million sq m commencing construction during the first quarter. Despite the significant changes in the market environment during the period under review, those changes were within the Company's expectation. The Company will continue to adhere to the strategy of rapid development. At present, it is not necessary to adjust the planned area commencing construction for the full year. However, under the home purchase restriction measures, the Company will make flexible adjustment to its product mix according to the changes in customers' demand, with the aim to provide "appropriate products for sale".

During the period, the Company added 15 new development projects, with a site area attributable to China Vanke's equity holding of approximately 1,380,000 sq m (corresponding planned GFA of approximately 3,090,000 sq m). The average premium of the floor area was approximately RMB2,500/sq m. In addition, the Company was involved in three urban redevelopment projects during the period. According to the condition of current planning, China Vanke held a site area attributable to the Company's equity holding of approximately 470,000 sq m (with a corresponding planned GFA of approximately 1,460,000 sq). The estimated average composite redevelopment cost and land premium amounted to approximately RMB1,540/sq m. The Company entered into several new markets, namely Wuhu, Qinhuangdao, Taiyuan. Due to variations in different markets, the Company's sophisticated geographical diversification strategy allows that the Company can flexibly adjust its planning according to market conditions. In view of the correlation between housing price and land premium, the continued impact of residence market austerity measures, as well as the corresponding adjustment to the land market that may happen during the year, the Company will solidify its existing markets and continue to adhere to its strategy of quick turnover and "cash is king". While insisting on a prudent investment approach, the Company will pay close attention to any possible market opportunities.

### **§4 Significant Events**

4.1 Significant changes and reasons for such changes in major items of the accounting statements and financial indicators of the Company

 $\sqrt{\text{Applicable}}$   $\square$  Not applicable

| Items                          | 31 March 2011<br>(RMB'000)      | 31 December 2010<br>(RMB'000) | Change<br>(+/-) | Reasons for change                               |
|--------------------------------|---------------------------------|-------------------------------|-----------------|--|
| Properties under development   | 94,922,336.35                   | 78,982,068.16                 | 20.18%          | Increase in newly added projects                 |
| Interest in associates         | 1,495,347.46                    | 1,035,875.90                  | 44.36%          | Increase in investment for associates entities   |
| Loans and borrowings (Current) | 20,287,840.31                   | 16,783,690.79                 | 20.88%          | Change in debt structure                         |
| Items                          | Jan to Mar<br>2011<br>(RMB'000) | Jan to Mar 2010<br>(RMB'000)  | Change<br>(+/-) | Reasons for change                               |
| Cost of sales                  | 4,070,990.09                    | 4,625,315.34                  | -11.98%         | Optimisation of cost and decrease in booked area |
| Distribution expenses          | 393,521.35                      | 293,290.37                    | 34.17%          | Enlargement of sales                             |
| Administrative expenses        | 574,060.70                      | 304,213.71                    | 88.70%          | Expansion of the Company                         |
| •                              |                                 |                               |                 | Relatively increase in interest                  |

| 4.2 Progress of significant events and analysis of their impact and solutions  √Applicable □Not applicable  On 8 April 2011, the resolutions in respect of the Company's A-share Stock Option Incentive Scheme (Revised Draft were approved at the Company's first extraordinary general meeting in 2011. The Company will implement the scher in accordance with the stipulations.  The introduction of the Stock Option Incentive Scheme will complement the Company's incentive instruments with a long-term plan, while establishing a check-and-balance mechanism between shareholders and professional management team through linking up their interests. The Scheme will further improve the Company's corporate governance structure and strengthen the Company's competitiveness.  4.2.1 Non-standard opinions  □ Applicable √Not applicable  4.2.2 Signing and implementation of major contracts in daily operation  □ Applicable √Not applicable  4.3 Implementation of the undertakings given by the Company, shareholders and beneficicontrollers  √ Applicable □ Not applicable  Undertaking Undertaker Details Implementation  □ CRNC - the parent company of CRC, being the Company's original single largest shareholder and the present single largest shareholder, gave a significant undertaking to the Company is development, and that it would remain impartial in the event of any competition between the investment projects of the Company and that of CRNC and its undertakings. |   | 254,795  | 5.39 147,183.11 73.11% Relativ  | ely increase in inte                 |
|--|---|--|---|--------------------------------------|
| were approved at the Company's first extraordinary general meeting in 2011. The Company will implement the scher in accordance with the stipulations.  The introduction of the Stock Option Incentive Scheme will complement the Company's incentive instruments with a long-term plan, while establishing a check-and-balance mechanism between shareholders and professional management team through linking up their interests. The Scheme will further improve the Company's corporate governance structure and strengthen the Company's competitiveness.  4.2.1 Non-standard opinions  □ Applicable √Not applicable  4.2.2 Signing and implementation of major contracts in daily operation  □ Applicable √Not applicable  4.3 Implementation of the undertakings given by the Company, shareholders and beneficit controllers  √ Applicable □ Not applicable  Undertaking Undertaker □ Details □ Implementation  □ CRNC − the parent company of CRC, being the Company's original single largest shareholder and the present single largest shareholder, gave a significant undertaking to the Company in 2001: CRNC would provide as much support to the Company's original single largest shareholder, gave a significant undertaking to the Company in 2001: CRNC would provide as much support to the Company's development, and that it would remain impartial in the event of any competition between the investment projects of the Company and that of CRNC and its  | √Applicable □N  | lot applicable   |   |                                      |
| Applicable √Not applicable  4.2.2 Signing and implementation of major contracts in daily operation  Applicable √Not applicable  4.3 Implementation of the undertakings given by the Company, shareholders and beneficitor.  Applicable □Not applicable  Undertaking □ Undertaker □ Details □ Implementation  CRNC - the parent company of CRC, being the Company's original single largest shareholder and the present single largest shareholder, gave a significant undertaking to the Company in 2001:  CRNC would provide as much support to the Company as it did in the past, as long as such support was beneficial to the Company's development, and that it would remain impartial in the event of any competition between the investment projects of the Company and that of CRNC and its  | were approved at the<br>in accordance with the<br>The introduction of the<br>long-term plan, while<br>management team the | e Company's first extraor<br>he stipulations.<br>the Stock Option Incenti-<br>le establishing a check-an<br>prough linking up their in | rdinary general meeting in 2011. The Company will in<br>we Scheme will complement the Company's incentive<br>and-balance mechanism between shareholders and pro-<br>nterests. The Scheme will further improve the Company   | instruments with a fessional         |
| 4.2.2 Signing and implementation of major contracts in daily operation  □ Applicable √Not applicable  4.3 Implementation of the undertakings given by the Company, shareholders and beneficic controllers  √ Applicable □ Not applicable  Undertaking Undertaker □ Details □ Implementation  CRNC – the parent company of CRC, being the Company's original single largest shareholder and the present single largest shareholder, gave a significant undertaking to the Company in 2001: CRNC would provide as much support to the Company as it did in the past, as long as such support was beneficial to the Company's development, and that it would remain impartial in the event of any competition between the investment projects of the Company and that of CRNC and its   | 4.2.1 Non-standa  | ard opinions   |   |                                      |
| Applicable √Not applicable  4.3 Implementation of the undertakings given by the Company, shareholders and beneficic controllers  √Applicable □Not applicable  Undertaking Undertaker Details Implementation  CRNC – the parent company of CRC, being the Company's original single largest shareholder and the present single largest shareholder, gave a significant undertaking to the Company in 2001:  CRNC would provide as much support to the Company as it did in the past, as long as such support was beneficial to the Company's development, and that it would remain impartial in the event of any competition between the investment projects of the Company and that of CRNC and its  | □ Applicable √No  | ot applicable  |   |                                      |
| Undertaking  Undertaker  Details  Implementatio  CRNC – the parent company of CRC, being the Company's original single largest shareholder and the present single largest shareholder, gave a significant undertaking to the Company in 2001:  CRNC would provide as much support to the Company as it did in the past, as long as such support was beneficial to the Company's development, and that it would remain impartial in the event of any competition between the investment projects of the Company and that of CRNC and its  | □ Applicable √No  4.3 Implementate controllers  | ot applicable  |   | rs and beneficia                     |
| CRNC – the parent company of CRC, being the Company's original single largest shareholder and the present single largest shareholder, gave a significant undertaking to the Company in 2001:  CRNC would provide as much support to the Company as it did in the past, as long as such support was beneficial to the Company's development, and that it would remain impartial in the event of any competition between the investment projects of the Company and that of CRNC and its   |   | 1  | Datails   | Implementation                       |
| or disputes arising from horizontal competition.   |   | China Resources<br>National Corporation  | CRNC – the parent company of CRC, being the Company's original single largest shareholder and the present single largest shareholder, gave a significant undertaking to the Company in 2001: CRNC would provide as much support to the Company as it did in the past, as long as such support was beneficial to the Company's development, and that it would remain impartial in the event of any competition between the investment projects of the Company and that of CRNC and its subsidiaries, and in the event of any disagreements | CRNC has fulfilled its undertakings. |

|               |                       |                                 |                             |   |  | (Unit: RMB)   |
|---------------|-----------------------|---------------------------------|-----------------------------|---|--|---|
| Stock<br>code | Stock<br>abbreviation | Initial<br>investment<br>amount | Percentage of shareholdings | Book<br>value as at<br>the end of<br>the period | Gains/(losses) during the reporting period | Changes in equity attributable to equity shareholders during the Reporting Period |

| 000751 | Co., Ltd.  Total               | 143,600.00 | 0.0170 | 143,600.00 | _ | _ |
|--------|--------------------------------|------------|--------|------------|---|---|
| 600751 | SST Tianjin<br>Marine Shipping | 143.600.00 | 0.04%  | 143,600.00 | _ | _ |

Note: 1. Equity interests of SST Tianjin Marine Shipping Co., Ltd held by the Company are legal person shares over the years. Up till now, the SST Tianjin Marine Shipping Co., Ltd has not undergone share reform.

## 4.5.3 Investor relations activities such as meetings, communications and visits during the reporting period

| Type of Activities                     | Time   | Location   | Approach             | Classification of visitors   | Issues discussed<br>and information<br>provided              |
|--|--------|--|----------------------|--|--|
| Deutsche<br>Bank meeting               | 2011.1 | Beijing  | Face to face meeting | Investors including securities companies, funds, etc                       | (I) Major issues<br>discussed:<br>(1) The<br>Company's daily |
| UBS meeting                            | 2011.1 | Shanghai   | Face to face meeting | Investors including securities companies, funds, etc                       | operations; (2) The Company's                                |
| Annual results presentation            | 2011.3 | Hong Kong,<br>Shenzhen<br>(Shanghai,<br>Beijing) | Face to face meeting | Investors including securities companies, funds, individual investors, etc | development<br>strategies;<br>(3) The<br>Company's           |
| CLSA<br>meeting                        | 2011.3 | Hong Kong  | Face to face meeting | Investors including securities companies, funds, etc                       | opinion on the changes in the industry.  (II) Major          |
| Credit Suisse<br>Securities<br>meeting | 2011.3 | Hong Kong  | Face to face meeting | Investors including securities companies, funds, etc                       | information<br>provided:<br>Published                        |
| BNP meeting                            | 2011.3 | Hong Kong  | Face to face meeting | Investors including securities companies, funds, etc                       | information<br>including the<br>Company's regular            |
| Qilu<br>Securities<br>meeting          | 2011.3 | Shenzhen   | Face to face meeting | Investors including securities companies, funds, etc                       | reports.   |
| Credit Suisse<br>Securities<br>meeting | 2011.3 | Hong Kong  | Face to face meeting | Investors including securities companies, funds, etc                       |  |
|  |        | -  |                      | eetings, small group meetings and nvestors from over 50 companies.         |  |

| Securities companies | During<br>the<br>reporting<br>period | Shenzhen, Guangzhou, Changsha, Shanghai, Nanjing, Wuxi, Hangzhou Ningbo, Hefei, Beijing, Tianjin, Shenyang, Anshan, Wuhan, Chengdu, Chongqing, Xi'an, Kunming, Guiyang, etc | Small<br>group or<br>one-on-one | Shenyin Wanguo, CLSA, Orient Securities, Guosen Securities, Nomura Securities, CITIC Securities, Deutsche Bank, Citi, UBS, Goldman Sachs, Credit Suisse Securities, Guangfa Securities, Huatai United Securities, Huatai United Securities, JP Morgan, Changjiang Securities, Haitong Securities, Yuanta Securities, Essence Securities, Merrill Lynch Securities, Goldman Sachs Gaohua, Great Wall Securities, Mitsubishi UFJ Morgan Stanley Securities, Rising Securities, BOC International, Everbright Securities, China Jianyin Investment Securities, Sinolink Securities, Qilu Securities, Samsung Securities, Dongxing Securities, Morgan Stanley, CICC, HSBC, Daiwa Securities, Macquarie, BNP, Jefferies, Barclays Capital, Religare Capital Markets, ISI Group, etc |  |
|----------------------|--------------------------------------|---|---------------------------------|--|--|
|----------------------|--------------------------------------|---|---------------------------------|--|--|

| Yinhua Fund, China Universal Asset Management, China AMC, Orient Fund, Pacific Assets Management, CCB Principal Asset Management, Guotai Fund, China Post Fund,  |  |
|--|--|
| Funds, other investment companies and individual investors  Funds, other investrent companies and individual investors  Bank of Communications Schroders Fund, Changsheng Fund, Rongtong Fund, Fund, Wellington Asset Management, CDH Investments, China International Fund Management, Baoying Fund, Orient Securities Asset Management, Power Corporation of Canada, Southern Fund, Taikang Life, Fortis Haitong Fund, ICBC Credit Suisse Asset Management, Dacheng Fund, Hua An Fund, Guangfa Fund, Bosera Fund, Harvest Fund, Baring Asset Management, First Beijing Company, LionRock Capital, Capital Research, Brevan Howard, Prudential, Adage Capital, Millennium Measurement Li C. SAC.  |  |
| Funds, other investment companies and individual investors  Funds, other investment companies and individual investors  Funds, other investment, CDH Investments, China International Fund, Management, Power Corporation of Canada, Southern Fund, Taikang Life, Fortis Haitong Fund, ICBC Credit Suisse Asset Management, Dacheng Fund, Hua An Fund, Guangfa Fund, Bosera Fund, Harvest Fund, Baring Asset Management, First Beijing Company, LionRock Capital, Capital Research, Brevan Howard, Prudential, |  |
| Chilton Investment, Blue Pool Capital, Mitsubishi UFJ, Value Partners, TIAA-CREF,  |  |
| Och-Ziff, Union Investment,  |  |
| Sumitomo Trust & Banking (Tokyo) Handerson Investment  |  |
| (Tokyo), Henderson Investment, AMP Capital, JF AM, Point   |  |
| State, Highbridge Capita, etc  |  |

### 4.5.4 Other major events and their explanations

 $\sqrt{\text{Applicable }}$  Not applicable

- (1) The Company did not provide any funds for use by its controlling shareholder and its related parties, nor did the Company provide any guarantee to third parties in violation of regulations and procedures;
- (2) Corporate bonds of the Company

During the reporting period, the Company had a good credit standing. The Company's issued bonds, including "08 Vanke G1" (Bond code: 112005) and "08 Vanke G2" (Bond code: 112006), had been tracked and rated by China Chengxin Securities Rating Co., Ltd. (中诚信证券评估有限公司) after the reporting period. CCXR maintained AAA rating for the Company's secured corporate bonds "08 Vanke G1" and upgraded rating for non-secured corporate bonds "08 Vanke G2" to AAA, and raised the overall corporate credit rating of the Company to AAA, while giving a stable outlook rating.

### 4.6 Investment in derivatives

 $\sqrt{\text{Applicable }}$  Not applicable

| Remarks on risk analysis and management of derivative positions during the reporting period (including but not limited to market risk, liquidity risk, credit risk, operational risk and legal risk, etc.)   | In order to limit the risk associated with the fluctuations of interest rate, the Company entered into an interest rate swap ("IRS") agreement to hedge floating rate foreign currency loan. The Company would charge the counterparty an interest according to a floating rate, in order to pay the floating-rate interest to the original lender, while paying a fixed rate to the counterparty.  In terms of the time limit and amount of foreign currency loan, IRS limited the risk of fluctuations of interest rate through fixed forward rate. |
|--|---|
| Change in market price or fair value of the derivatives invested during the reporting period, as well as the method, related assumptions and parameters used to analyse the fair value of derivatives should be disclosed Remarks on whether there has been a material change in the accounting policy and accounting measurement principles for the Company's derivatives during the reporting period as compared with those of the previous reporting period | Nil   |
| Special advice on derivative investment and risk control by independent directors, sponsors and financial advisors   | lloss associated with foreign currency loan in the event of   |

## 4.6.1 Derivative positions as at the end of the reporting period

 $\sqrt{\text{Applicable}}$   $\square$  Not applicable

Unit: RMB'000

| Type of contracts                  | Contract amount as at the beginning of the period | Contract amount<br>as at the end of the<br>period | 8          | Contract amount as at the end of the period as a percentage of the Company's net assets as at the end of the reporting period |
|------------------------------------|---|---|------------|---|
| Interest rate swap (IRS) agreement | 1,249,109.39                                      | 901,505.00  | (1,942.46) | 1.98%   |
| Total                              | 1,249,109.39                                      | 901,505.00  | (1,942.46) | 1.98%   |

## Consolidated income statement for the three months ended 31 March 2011

(Expressed in Renminbi Yuan)

| (Expressed in Renminol Tuan)                                | Jan-Mar 2011    | Jan-Mar 2010    |
|---|-----------------|-----------------|
| Revenue   | 7,541,373,198   | 7,073,423,236   |
| Cost of sales   | (4,070,990,090) | (4,625,315,341) |
| Gross profit  | 3,470,383,108   | 2,448,107,895   |
| Other income  | 34,989,410      | 76,319,293      |
| Distribution costs  | (393,521,353)   | (293,290,365)   |
| Administrative expenses                                     | (574,060,702)   | (304,213,705)   |
| Other operating expenses                                    | (44,788,331)    | (2,750,648)     |
| Profit from operations                                      | 2,493,002,132   | 1,924,172,470   |
| Financial income  | 117,097,647     | 36,551,524      |
| Financial costs   | (254,795,390)   | (147,183,112)   |
| Net financial costs   | (137,697,743)   | (110,631,588)   |
| Share of profits less losses of associates                  | (6,563,841)     | 13,906,776      |
| Share of profits less losses of jointly controlled entities | (11,239,906)    | (4,956,802)     |
| Profit before income tax                                    | 2,337,500,642   | 1,822,490,856   |
| Income tax  | (1,147,535,921) | (646,535,697)   |
| Profit for the year Attributable to:                        | 1,189,964,721   | 1,175,955,159   |
| Equity shareholders of the Company                          | 1,205,138,560   | 1,126,579,449   |
| Minority interests  | (15,173,839)    | 49,375,710      |
| Profit for the year   | 1,189,964,721   | 1,175,955,159   |
| Basic and diluted earnings per share                        | 0.11            | 0.10            |

## Consolidated statement of comprehensive for the three months ended 31 March 2011 (Expressed in Renminbi Yuan)

|   | Jan-Mar 2011  | Jan-Mar 2010  |
|---|---------------|---------------|
| Profit for the year   | 1,189,964,721 | 1,175,955,159 |
| Other comprehensive income for the period   |               |               |
| Exchange differences on translation of financial statements of foreign subsidiaries | 40,279,778    | 1,871,614     |
| Available-for-sale securities, net movement   |               |               |
| in the fair value reserve   | -             | 6,126,402     |
| Total comprehensive income for the period   | 1,230,244,499 | 1,183,953,175 |
| Attributable to:  |               |               |
| Equity shareholders of the Company  | 1,245,418,338 | 1,134,577,465 |
| Minority interests  | (15,173,839)  | 49,375,710    |
| Total comprehensive income for the period   | 1,230,244,499 | 1,183,953,175 |

### Consolidated balance sheet at 31 March 2011

(Expressed in Renminbi Yuan)

| (Expressea in Renminol Tuan)                                    | 31 Mar. 2011    | 31 Dec. 2010    |
|---|-----------------|-----------------|
| Non-current assets  | 31 MW. 2011     | 31 Dec. 2010    |
| Non-current assets  |                 |                 |
| Property, plant and equipment                                   | 1,575,582,038   | 1,625,695,230   |
| Investment properties   | 126,939,186     | 129,176,195     |
| Construction in progress  | 803,509,009     | 764,282,141     |
| Interest in associates  | 1,495,347,456   | 1,035,875,902   |
| Interest in jointly controlled entities                         | 3,364,834,115   | 3,374,074,020   |
| Other financial assets  | 488,631,036     | 488,565,309     |
| Deferred tax assets   | 1,801,351,178   | 1,643,158,028   |
| Other non-current asset   | 1,055,992,715   | 1,055,992,715   |
| Total non-current assets  | 10,712,186,733  | 10,116,819,540  |
| Current assets  |                 |                 |
| Inventories   | 58,383,375      | 93,090,534      |
| Properties held for development                                 | 51,535,214,876  | 49,314,694,209  |
| Properties under development                                    | 94,922,336,354  | 78,982,068,164  |
| Completed properties for sale                                   | 4,681,355,262   | 5,290,716,117   |
| Trade and other receivables                                     | 36,604,925,261  | 34,370,341,244  |
| Cash and cash equivalents                                       | 37,189,322,962  | 37,816,932,912  |
| Total current assets  | 224,991,538,090 | 205,867,843,180 |
| TOTAL ASSETS  | 235,703,724,823 | 215,984,662,720 |
| EQUITY  |                 |                 |
| Share capital   | 10,995,210,218  | 10,995,210,218  |
| Reserves  | 34,537,614,011  | 33,237,466,573  |
| Total equity attributable to equity shareholders of the Company | 45,532,824,229  | 44,232,676,791  |
| Minority interests  | 10,596,420,231  | 10,353,522,851  |
| TOTAL EQUITY  | 56,129,244,460  | 54,586,199,642  |

## Consolidated balance sheet at 31 March 2011 (continued)

(Expressed in Renminbi Yuan)

| Non-current liabilities       |                 |                 |
|-------------------------------|-----------------|-----------------|
| Loans and borrowings          | 26,622,625,800  | 30,611,643,798  |
| Deferred tax liabilities      | 1,077,621,341   | 1,086,104,338   |
| Other long term liabilities   | 9,299,783       | 8,816,121       |
| Provisions                    | 57,496,495      | 41,107,323      |
| Total non-current liabilities | 27,767,043,419  | 31,747,671,580  |
| Current liabilities           |                 |                 |
| Loans and borrowings          | 20,287,840,313  | 16,783,690,787  |
| Financial derivatives         | 16,115,679      | 15,054,493      |
| Trade and other payables      | 125,041,339,420 | 106,138,344,681 |
| Current taxation              | 6,462,141,532   | 6,713,701,537   |
| Total current liabilities     | 151,807,436,944 | 129,650,791,498 |
| TOTAL LIABILITIES             | 179,574,480,363 | 161,398,463,078 |
| TOTAL EQUITY AND LIABILITIES  | 235,703,724,823 | 215,984,662,720 |

)
) Directors
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# Consolidated cash flow statement for the three months ended 31 March 2011 (Expressed in Renminbi Yuan)

|   | Jan-Mar.2011    | Jan-Mar.2010    |
|---|-----------------|-----------------|
| Cash received from sales of products                                  | 24,922,860,043  | 12,391,917,311  |
| Other cash received from business operating activities                | 1,341,500,283   | 1,019,658,673   |
| Cash generated from operating activities                              | 26,264,360,326  | 13,411,575,984  |
| Cash paid for purchasing of merchandise and services                  | 20,459,978,814  | 15,201,450,723  |
| Cash paid to employees or paid for employees                          | 1,068,536,262   | 609,565,536     |
| Tax paid for tax  | 4,682,668,953   | 2,003,606,662   |
| Other cash paid for business operating activities                     | 2,028,385,381   | 2,397,177,185   |
| Cash used in operating activities                                     | 28,239,569,410  | 20,211,800,106  |
| Net cash used in operating activities                                 | (1,975,209,084) | (6,800,224,122) |
| Proceeds from disposal fixed assets                                   | 4,525.00        | 124,484         |
| Other cash received relating to investing activities                  | 305,062,820     | 34,627,249      |
| Cash generated from investing activities                              | 305,067,345     | 34,751,733      |
| Acquisition of fixed assets   | 67,885,198      | 22,032,731      |
| Cash paid for acquisition of investments                              | 230,841,729     | 1,114,037,239   |
| Cash paid for acquisition of subsidiaries                             | 64,997,755      | 313,882,526     |
| Other cash paid relating to investing activities                      | 42,569,163      | -               |
| Cash used in investing activities                                     | 406,293,845     | 1,449,952,496   |
| Net cash used in investing activities                                 | (101,226,500)   | (1,415,200,763) |
| Capital injection from minority interests of subsidiaries             | 705,519,176     | 781,153,094     |
| Proceeds from loans and borrowings                                    | 4,753,090,727   | 5,227,976,679   |
| Cash generated from financing activities                              | 5,458,609,903   | 6,009,129,773   |
| Repayment of loans and borrowings                                     | 5,370,000,000   | 1,893,605,140   |
| Dividend paid to equity shareholders of the Company and Interest paid | 864,028,761     | 572,002,620     |
| Cash used in financing activities                                     | 6,234,028,761   | 2,465,607,760   |
| Net cash generated from financing activities                          | (775,418,858)   | 3,543,522,013   |
| Effect of foreign exchange rates                                      | (9,814,713)     | (2,202,651)     |
| Net increase/(decrease) in cash and cash equivalents                  | (2,861,669,155) | (4,674,105,523) |
| Cash and cash equivalents at 1 January                                | 35,096,935,416  | 22,002,774,938  |
| Cash and cash equivalents at 31 March                                 | 32,235,266,261  | 17,328,669,415  |