

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**vanke**  
**CHINA VANKE CO., LTD.\***  
**萬科企業股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 2202)**

**ANNOUNCEMENT ON RESOLUTIONS OF  
THE ANNUAL GENERAL MEETING OF 2018**

**CONVENING OF THE AGM**

The board of directors (the “**Board**”) of China Vanke Co., Ltd.\* (the “**Company**”) hereby announced that the annual general meeting of 2018 of the Company (the “**AGM**” or “**Meeting**”) was held at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, PRC at 15:00 on 28 June 2019. The Meeting adopted both onsite voting (for both the holders of A shares (“**A Shares**”) and H shares (“**H Shares**”) of the Company) and online voting (for the holders of A Shares only). The Meeting was convened by the 18th session of the Board and chaired by Mr. YU Liang, chairman of the Board. Certain directors, supervisors and members of the senior management of the Company also attended the Meeting. Representatives of shareholders and representatives of the supervisors of the Company, Guangdong Shu Jin Law Firm, being the Company’s PRC legal advisor, and BDO Limited<sup>(Note)</sup> were appointed as the scrutineers for the vote taking at the AGM.

The convening and holding of the AGM complied with the relevant laws, regulations and departmental rules including the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange and the requirements of the articles of association of the Company (the “**Articles of Association**”).

The total number of issued shares of the Company (the “**Shares**”) as at the date of the Meeting was 11,302,143,001 Shares, of which the A Shares and the H Shares were 9,724,196,533 Shares and 1,577,946,468 Shares respectively, which was the total number of eligible Shares that entitled the shareholders of the Company (the “**Shareholders**”, and “**Shareholder**” for singular) to attend the Meeting and vote on the resolutions proposed at the Meeting.

To the best of the directors’ knowledge, information and belief, no Shareholder who was entitled to attend the AGM was required to abstain from voting in favor of the resolutions proposed at the AGM pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), or was required to abstain from voting at the AGM under the Listing Rules. None of the Shareholders have stated their intention in the circular of the AGM to vote against or to abstain from voting on the resolutions proposed at the AGM.

## ATTENDANCE AT THE AGM

Class	Number of Shareholders and proxies attending the on-site meeting			Number of Shareholders participating through online voting			Overall attendance		
	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right (%)	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right (%)	Number of people	Number of Shares represented	As a percentage of the total number of Shares of the respective class with voting right (%)
A Share	91	3,370,475,353	34.6607	482	3,359,382,121	34.5466	573	6,729,857,474	69.2073
H Share	1	1,014,289,678	64.2791	0	0	0	1	1,014,289,678	64.2791
<b>Total</b>	<b>92</b>	<b>4,384,765,031</b>	<b>38.7959</b>	<b>482</b>	<b>3,359,382,121</b>	<b>29.7234</b>	<b>574</b>	<b>7,744,147,152</b>	<b>68.5193</b>

## RESOLUTIONS CONSIDERED AND VOTING RESULTS

### 1. Voting results of proposed resolutions at the AGM

Name of Resolutions		Types of Shares	Voting Results					
			For		Against		Abstain	
			Number of votes	Percentage (%)	Number of votes	Percentage (%)	Number of votes	Percentage (%)
1	To consider and approve the report of the board of directors of the Company for the year 2018	A Share	6,729,582,374	99.9959	96,600	0.0014	178,500	0.0027
		H Share	1,011,656,338	99.7404	0	0.0000	2,633,340	0.2596
		<b>Total</b>	<b>7,741,238,712</b>	<b>99.9624</b>	<b>96,600</b>	<b>0.0012</b>	<b>2,811,840</b>	<b>0.0364</b>
2	To consider and approve the report of the supervisory committee of the Company for the year 2018	A Share	6,729,533,374	99.9952	105,000	0.0016	219,100	0.0032
		H Share	1,011,656,338	99.7404	0	0.0000	2,633,340	0.2596
		<b>Total</b>	<b>7,741,189,712</b>	<b>99.9618</b>	<b>105,000</b>	<b>0.0014</b>	<b>2,852,440</b>	<b>0.0368</b>
3	To consider and approve the annual report for the year 2018	A Share	6,729,564,174	99.9956	105,400	0.0016	187,900	0.0028
		H Share	1,011,656,338	99.7404	0	0.0000	2,633,340	0.2596
		<b>Total</b>	<b>7,741,220,512</b>	<b>99.9622</b>	<b>105,400</b>	<b>0.0014</b>	<b>2,821,240</b>	<b>0.0364</b>
4	To consider and approve the dividend distribution plan for the year 2018	A Share	6,729,550,974	99.9954	245,100	0.0036	61,400	0.0010
		H Share	1,014,046,738	99.9760	0	0.0000	242,940	0.0240
		<b>Total</b>	<b>7,743,597,712</b>	<b>99.9929</b>	<b>245,100</b>	<b>0.0032</b>	<b>304,340</b>	<b>0.0039</b>
5	To consider and approve the re-appointment of certified public accountants for the year 2019	A Share	6,710,969,801	99.7193	13,504,442	0.2007	5,383,231	0.0800
		H Share	854,339,723	84.2303	91,557,953	9.0268	68,392,002	6.7429
		<b>Total</b>	<b>7,565,309,524</b>	<b>97.6907</b>	<b>105,062,395</b>	<b>1.3567</b>	<b>73,775,233</b>	<b>0.9526</b>
6	To consider and approve the authorisation on the Company and its majority-owned subsidiaries providing financial assistance to third parties	A Share	6,701,084,984	99.5725	28,685,890	0.4262	86,600	0.0013
		H Share	1,014,046,738	99.9760	0	0.0000	242,940	0.0240
		<b>Total</b>	<b>7,715,131,722</b>	<b>99.6253</b>	<b>28,685,890</b>	<b>0.3704</b>	<b>329,540</b>	<b>0.0043</b>
7	To consider and approve the mandate for issuance of direct debt financing instruments	A Share	6,729,604,874	99.9962	166,400	0.0025	86,200	0.0013
		H Share	1,011,921,738	99.7665	0	0.0000	2,367,940	0.2335
		<b>Total</b>	<b>7,741,526,612</b>	<b>99.9662</b>	<b>166,400</b>	<b>0.0021</b>	<b>2,454,140</b>	<b>0.0317</b>
8	To consider and approve a general mandate to issue additional H shares of the Company	A Share	6,675,387,453	99.1906	54,413,421	0.8085	56,600	0.0009
		H Share	638,497,218	62.9502	375,549,520	37.0259	242,940	0.0239
		<b>Total</b>	<b>7,313,884,671</b>	<b>94.4440</b>	<b>429,962,941</b>	<b>5.5521</b>	<b>299,540</b>	<b>0.0039</b>

Resolutions No.1 – 7 were ordinary resolutions and have been duly approved by over half of the total number of Shares with voting rights which attended the Meeting, while Resolution No.8 was a special resolution and has been duly approved by over two-thirds of the total number of Shares with voting rights which attended the Meeting.

For details of the aforementioned resolutions, please refer to the announcement of the Company in the title of “NOTICE OF THE ANNUAL GENERAL MEETING OF 2018”, and the circular of the Company in the title of “(1) REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2018 (2) REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2018 (3) 2018 ANNUAL REPORT (4) DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2018 (5) RE-APPOINTMENT OF CERTIFIED PUBLIC ACCOUNTANTS FOR THE YEAR 2019 (6) AUTHORISATION OF FINANCIAL ASSISTANCE TO THIRD PARTIES (7) MANDATE FOR ISSUANCE OF DIRECT DEBT FINANCING INSTRUMENTS (8) GENERAL MANDATE TO ISSUE ADDITIONAL H SHARES AND NOTICE OF THE ANNUAL GENERAL MEETING OF 2018”, both dated 10 May 2019.

## 2. Voting results of the medium and small investors

In the voting of Resolutions No. 4, 5 and 6, the poll results of medium and small investors, being Shareholders individually or jointly holding less than 5% of the Shares (excluding Shareholders being directors, supervisors and senior management of the Company), were as follow:

Name of Resolutions		Voting Results						
		Type of Shares	For		Against		Abstain	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
4	To consider and approve the dividend distribution plan for the year 2018	A Share	1,910,070,456	99.9840	245,100	0.0128	61,400	0.0032
		H Share	1,014,046,738	99.9760	0	0.0000	242,940	0.0240
		<b>Total</b>	<b>2,924,117,194</b>	<b>99.9812</b>	<b>245,100</b>	<b>0.0084</b>	<b>304,340</b>	<b>0.0104</b>
5	To consider and approve the re-appointment of certified public accountants for the year 2019	A Share	1,891,489,283	99.0113	13,504,442	0.7069	5,383,231	0.2818
		H Share	854,339,723	84.2303	91,557,953	9.0268	68,392,002	6.7429
		<b>Total</b>	<b>2,745,829,006</b>	<b>93.8852</b>	<b>105,062,395</b>	<b>3.5923</b>	<b>73,775,233</b>	<b>2.5225</b>
6	To consider and approve the authorisation on the Company and its majority-owned subsidiaries providing financial assistance to third parties	A Share	1,881,604,466	98.4939	28,685,890	1.5016	86,600	0.0045
		H Share	1,014,046,738	99.9760	0	0.0000	242,940	0.0240
		<b>Total</b>	<b>2,895,651,204</b>	<b>99.0079</b>	<b>28,685,890</b>	<b>0.9808</b>	<b>329,540</b>	<b>0.0113</b>

## LEGAL OPINION ISSUED BY LAWYERS

1. Name of law firm: Guangdong Shu Jin Law Firm
2. Name of lawyers: Ma Yunyan, Wang Cuiping
3. Conclusive opinion: The convention of and procedures for holding the AGM, as well as the eligibility of persons attending the AGM and the convenor of the AGM were in compliance with the relevant rules and regulations including the Company Law and Rules on Shareholders' Meetings of Listed Companies and requirements of the Articles of Association. The voting procedures and voting results were legal and valid.

### *Note: Scope of work of BDO Limited*

*The poll results were subject to scrutiny by BDO Limited, Certified Public Accountants (Practising), whose work was limited to certain procedures requested by the Company to agree the poll results summary prepared by the Company to poll forms collected and provided by the Company to BDO Limited. The work performed by BDO Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.*

By order of the Board  
**China Vanke Co., Ltd. \***  
**Zhu Xu**  
Company Secretary

Shenzhen, the PRC, 28 June 2019

*As at the date of this announcement, the Board comprises Mr. YU Liang, Mr. WANG Wenjin and Mr. ZHANG Xu as executive directors; Mr. LIN Maode, Mr. CHEN Xianjun and Mr. SUN Shengdian as non-executive directors; and Mr. KANG Dian, Ms. LIU Shuwei, Mr. NG Kar Ling, Johnny and Mr. LI Qiang as independent non-executive directors.*

*\* For identification purpose only*