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vanke 万科
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)

INSIDE INFORMATION
TRANSFER OF SHARES AMONG SHAREHOLDERS

This announcement is made by China Vanke Co., Ltd.* (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement published by the Company on 6 June 2017. On 9 June 2017, the board of directors (the “**Board**”) of the Company was informed by its shareholders, Shenzhen Metro Group Co., Ltd.* (深圳市地鐵集團有限公司, “**SZMC**”) and ten subsidiaries of China Evergrande Group* (中國恒大集團), including Hengda Real Estate Co., Ltd.* (恒大地產集團有限公司), Guangzhou Xinsheng Investment Co., Ltd.* (廣州市欣盛投資有限公司), Guangzhou Yubo Investment Co., Ltd.* (廣州市昱博投資有限公司), Guangzhou Yibo Investment Co., Ltd.* (廣州市奕博投資有限公司), Guangzhou Yuelang Investment Co., Ltd.* (廣州市悅朗投資有限公司), Guangzhou Kaixuan Investment Co., Ltd.* (廣州市凱軒投資有限公司), Guangzhou Guangyu Industrial Co., Ltd.* (廣州市廣域實業有限公司), Guangzhou Zhongqin Investment Co., Ltd.* (廣州市仲勤投資有限公司), Guangzhou Qitong Industrial Co., Ltd.* (廣州市啟通實業有限公司) and Guangzhou Kaijin Investment Co., Ltd.* (廣州市凱進投資有限公司) (together, the “**Evergrande's Subsidiaries**”) that SZMC entered into a share transfer agreement (the “**Share Transfer Agreement**”) with the Evergrande's Subsidiaries on 9 June 2017. Pursuant to the Share Transfer Agreement and in accordance with the *Regulations on the Takeover of Listed Companies* (《上市公司收購管理辦法》), *Interim Measures for the Administration of State-Owned Companies' Acquisition of Shares of Listed Companies* (《國有單位受讓上市公司股份管理暫行規定》) and other relevant laws and regulations and administrative rules, SZMC will acquire a total of 1,553,210,974 A shares (the “**A Shares**”) of the Company, representing approximately 14.07% of the total issued share capital of the Company, from the Evergrande's Subsidiaries at a price of RMB18.80 per share, upon arm's length negotiations (the “**Transfer of Shares**”). The Transfer of Shares is subject to (i) the approval of State-Owned Asset Supervision and

Administration Commission of the People's Government of Shenzhen Municipal (深圳市人民政府國有資產監督管理委員會) and (ii) the written approval of CITIC Securities Company Limited on the early redemption of the shares by the Evergrande's Subsidiaries so as to terminate the share pledge-buyback transactions and is conditional on the legal transfer of the shares by the Evergrande's Subsidiaries to SZMC.

Immediately upon the completion of the Transfer of Shares, each of the Evergrande Subsidiaries will cease to hold any shares of the Company and SZMC will hold a total of 3,242,810,791 A Shares, representing approximately 29.38% of the total issued share capital of the Company and is expected to become the largest shareholder of the Company. The following table sets forth the number of shares held by SZMC and each of the Evergrande's Subsidiaries immediately before and after the completion of the Transfer of Shares:

Name of the Shareholder	Immediately before the Completion of the Transfer of Shares		Immediately after the Completion of the Transfer of Shares	
	Number of Shares	%	Number of Shares	%
Guangzhou Xinsheng Investment Co., Ltd.* (廣州市欣盛投資有限公司)	526,389,569	4.77	0	0
Guangzhou Yubo Investment Co., Ltd.* (廣州市昱博投資有限公司)	210,778,555	1.91	0	0
Guangzhou Yibo Investment Co., Ltd.* (廣州市奕博投資有限公司)	207,273,581	1.88	0	0
Guangzhou Yuelang Investment Co., Ltd.* (廣州市悅朗投資有限公司)	205,731,814	1.86	0	0
Guangzhou Kaixuan Investment Co., Ltd.* (廣州市凱軒投資有限公司)	123,501,075	1.12	0	0
Guangzhou Guangyu Industrial Co., Ltd.* (廣州市廣域實業有限公司)	86,701,961	0.79	0	0
Guangzhou Zhongqin Investment Co., Ltd.* (廣州市仲勤投資有限公司)	73,849,402	0.67	0	0
Guangzhou Qitong Industrial Co., Ltd.* (廣州市啟通實業有限公司)	68,205,047	0.62	0	0
Guangzhou Kaijin Investment Co., Ltd.* (廣州市凱進投資有限公司)	50,759,970	0.46	0	0
Hengda Real Estate Co., Ltd.* (恒大地產集團有限公司)	20,000	0.0002	0	0
SZMC	1,689,599,817	15.31	3,242,810,791	29.38

The Board does not expect the Transfer of Shares will have any material adverse impact on the business and operations of the Company and its subsidiaries.

Shareholders and potential investors of the Company are advised to pay attention to investment risks and exercise caution when dealing in the shares of the Company.

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

Shenzhen, the PRC, 9 June 2017

As at the date of this announcement, the Board comprises Mr. WANG Shi, Mr. YU Liang and Mr. WANG Wenjin as executive directors; Mr. QIAO Shibo, Mr. SUN Jianyi, Mr. WEI Bin and Mr. CHEN Ying as non-executive directors; and Mr. ZHANG Liping, Mr. HUA Sheng, Ms. LAW Elizabeth and Mr. HAI Wen as independent non-executive directors.

** for identification purpose only*