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**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)**

**CHANGE OF COMPANY SECRETARY AND  
AUTHORISED REPRESENTATIVE**

**CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The board of directors (the “**Board**”) of China Vanke Co., Ltd. (the “**Company**”) announces that Mr. Tan Hua Jie (“**Mr. Tan**”) has resigned as the company secretary of the Company and an authorised representative of the Company under Rule 3.05 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (the “**Listing Rules**”) with effect from 18 March 2016. Mr. Tan confirmed that he has no disagreement with the Board and there are no matters in respect of his resignation that need to be brought to the attention of the shareholders of the Company and the Hong Kong Stock Exchange.

The Board further announces that Ms. Zhu Xu (“**Ms. Zhu**”) has been appointed as the company secretary and an authorised representative of the Company under Rule 3.05 of the Listing Rules with effect from 18 March 2016.

Prior to joining the Company, Ms. Zhu had worked as a vice president, a director and/or a secretary to the board for three listed companies in the People's Republic of China (“**PRC**”). Ms. Zhu holds a Master Degree in Management from Zhongnan University of Economics and Law, a second Master Degree in Public Policy from University College London, and a Bachelor Degree in Economics from Hunan College of Finance and Economics. Ms. Zhu is a Certified Tax Agent of PRC.

**RULE 3.28 AND 8.17 WAIVER**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Hong Kong Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Ms. Zhu currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. The Company has applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Ms. Zhu as a company secretary of the Company (the “**Waiver**”) for a period of three years from the date of her appointment as a company secretary of the Company (the “**Waiver Period**”). The Waiver is granted on the conditions that, (i) Ms. Zhu will be assisted by Mr. Luk, Chi Chung Peter (“**Mr. Luk**”) during the Waiver Period and the Waiver will be revoked immediately if and when Mr. Luk ceases to provide assistance to Ms. Zhu; (ii) the Company will notify the Hong Kong Stock Exchange at the end of the Waiver Period for the Hong Kong Stock Exchange to revisit the situation.

The Board would like to express its gratitude to Mr. Tan for his contributions to the Company during his tenure of office as the company secretary of the Company and welcome Ms. Zhu on her new appointment.

By order of the Board  
**China Vanke Co., Ltd.\***  
**Wang Shi**  
*Chairman*

Shenzhen, the PRC, 18 March 2016

*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*