



CHINA VANKE CO., LTD.

NOTICE OF THE FIRST SPECIAL GENERAL MEETING OF 2009

Special note:

The proposal regarding the issue of new A shares is subject to consideration and approval at a shareholders meeting of China Vanke Co., Ltd. (the “Company”) and will be submitted to China Securities Regulatory Commission for approval before it can be implemented.

I. Basic information on the SGM

1. Convener: The Fifteenth Board of Directors of China Vanke Co., Ltd.
2. Venue: First floor of Vanke Architecture Research Centre, No. 63, Meilin Road, Futian District, Shenzhen
3. Voting Method: The SGM will adopt on-site voting and online voting. The Company will provide an online voting platform to all the shareholders through the trading system and internet voting system (<http://wltp.cninfo.com.cn>) of Shenzhen Stock Exchange (“SSE”). Shareholders can exercise their right to vote through the above-mentioned system within the online voting period. A shareholder who exercises his right to vote can choose only one voting method, either on-site voting or online voting
4. Time for on-site meeting: 14:00 on Tuesday, 15 September 2009
5. Time for online voting: The period for online voting through the trading system of SSE is 9:30 to 11:30 and 13:00 to 15:00 on 15 September 2009; the time for voting through the internet voting system of SSE starts from 15:00 on 14

September 2009 until 15:00 on 15 September 2009

6. Persons to attend the meeting:

(1) Directors, members of the Supervisory Committee and senior management staff of the Company;

(2) Shareholders holding the Company's shares and whose names appear on the register of members of Shenzhen branch of China Securities Depository and Clearing Corporation Limited at the close of the market on 7 September 2009 have the right to attend and vote at the SGM or appoint a proxy to attend and vote at the meeting on their behalf. A shareholder's proxy need not be a shareholder of the Company.

II. Agenda of the meeting

1. To consider the "Resolution Regarding the Company's Meeting the Conditions for Conducting a Public Offer of New A shares"
2. To consider each item of the "Resolution Regarding The Proposal On The Public Offer Of New A Shares",
 - 2.1 Type of shares to be issued and nominal value per share
 - 2.2 Issue size and the amount of proceeds to be raised
 - 2.3 Target subscribers
 - 2.4 Issue method, and placing arrangement with existing shareholders
 - 2.5 Pricing method
 - 2.6 Use of proceeds from this offer
 - 2.7 Proposal on the entitlement to the Company's accrued profits as at and upon the completion of the share offer
 - 2.8 Location for listing of the shares to be issued
 - 2.9 Validity period of the resolution regarding the share issue
3. To consider the "Resolution Regarding Submitting To The Shareholders' Meeting For Granting The Board The Mandate To Handle All The Matters Relating To The

Public Offer Of New A Shares”

4. To consider the “Resolution Regarding The Feasibility Of The Planned Investment Projects Using The Proceeds Raised From The Public Offer Of New A Shares”
5. To consider the “Resolution Regarding The Elaboration On The Use Of Proceeds From The Previous Fund-raising Exercise In Specific Projects”
6. To consider the “Resolution Regarding the Establishment of Procedures for Appointing Accounting Firm”

For details on the above-mentioned agenda, please refer to the “Announcement regarding the resolutions of the Board meeting in relation to the public offer of new A Shares” published on “China Securities Journal”, “Securities Times” and “Shanghai Securities News” on 27 August 2009.

Item Nos. (2), (3), (4) and (5) on the agenda will be put forward as resolutions at the shareholders meeting and are subject to the approval of more than two-thirds of the voting rights held by shareholders attending the meeting.

III. Registration of attendance

1. Legal person shareholder registration: Legal representative of legal person shareholder should bring along his/her shareholder account card, a photocopy of the business licence bearing the seal of the company, the identity document of the legal person’s representative and his/her own identity card for registration. If a proxy is appointed, the proxy should, in addition, bring along the Form of Proxy and his/her identity card for registration;
2. Individual shareholder registration: Individual shareholder should bring along his/her identity card, shareholder account card and proof of shareholding for registration. A proxy should, in addition, bring along his/her identity card and the Form of Proxy for registration;
3. Registration time: 9:00 to 17:30 of every working day from 8 September to 14 September 2009; as well as 9:00 to 14:00 on 15 September (shareholders from other

regions can register by post or by fax);

4. Registration address: The office of the Board of Directors, Vanke Architecture Research Centre, No. 63, Meilin Road, Futian District, Shenzhen;

5. Note: Shareholders and proxies who attend the meeting should bring along the relevant original documents.

IV. Detailed procedures for shareholders participating in online voting

Shareholders should find voting through the trading system similar to online trading of shares. Voting through the internet voting system is similar to filling an option field. For details on the voting procedures, please refer to the Appendixes.

V. Voting rules

Shareholders of the Company should exercise their right to vote seriously. In the course of voting, the same share is entitled to vote only once by one of the following methods: on-site voting or online voting. If the vote has been duplicated, it will be handled in accordance with the following rules:

1. If a share is used to vote both on the site and online, the first vote cast will be counted.
2. If a share is used to vote repeatedly online, the first vote cast online will be counted.

VI. Contacts of the SGM

Contact Address: The office of the Board of Directors of China Vanke Co., Ltd., Vanke Architecture Research Centre, No. 63, Meilin Road, Futian District, Shenzhen

Post Code: 518049

Tel: 0755-25606666 (transfer to the office of the Board of Directors)

Fax: 0755-25531696 (Attn: The office of the Board of Directors)

VII. Others

The on-site meeting of the SGM is expected to take half a day. The attending shareholders and proxies shall be responsible for their own travelling and accommodation expense.

Board of Directors
China Vanke Co., Ltd.

Shenzhen, 27August 2009

Appendix 1

FORM OF PROXY

I/We* hereby authorise Mr/Ms* _____ to attend and vote on my/the company's* behalf at the First Special General Meeting of 2009 of China Vanke Co., Ltd.

Shareholder's account number: _____

Number of shares held: _____

Shareholder's identity card number (Legal person's business licence number): _____

Signature of proxy: _____

Proxy's identity card number: _____

The shareholder wishes to vote on the resolutions below as indicated: (Please put a "√" in the appropriate box):

Serial no. of resolutions	Resolutions	Voting		
		For	Against	Abstain
1	The Resolution Regarding the Company's Meeting the Conditions for Conducting a Public Offer of New A shares			
2	The Resolution Regarding The Proposal On The Public Offer Of New A Shares			
2.1	Type of shares to be issued and nominal value per share			
2.2	Issue size and the amount of proceeds to be raised			
2.3	Target subscribers			
2.4	Issue method, and placing arrangement with existing shareholders			
2.5	Pricing method			
2.6	Use of proceeds from this offer			
2.7	Proposal on the entitlement to the Company's accrued profits as at and upon the completion of the share offer			
2.8	Location for listing of the shares to be issued			
2.9	Validity period of the resolution regarding the share issue			
3	The Resolution Regarding Submitting To			

	The Shareholders' Meeting For Granting The Board The Mandate To Handle All The Matters Relating To The Public Offer Of New A Shares			
4	The Resolution Regarding The Feasibility Of The Planned Investment Projects Using The Proceeds Raised From The Public Offer Of New A Shares			
5	The Resolution Regarding The Elaboration On The Use Of Proceeds From The Previous Fund-raising Exercise In Specific Projects			
6	The Resolution Regarding the Establishment of Procedures for Appointing Accounting Firm			

If the shareholder has not given his/her voting indications in respect of the above-mentioned resolution, can the proxy vote at his/her own discretion?

YES NO

Shareholder's signature (Legal person shareholder with Chop):

Authorisation Date: [_____] 2009

Appendix II

The Procedures for Online Voting by Shareholders of China Vanke Co., Ltd.

The Company will provide an internet voting platform to its shareholders for the SGM. The shareholders can participate in online voting through the trading system or the internet voting system of SSE.

I. The procedures for voting through the trading system

1. The time for online voting at the SGM through the trading system will be 9:30 to 11:30 and 13:00 to 15:00 on 15 September 2009. The voting procedures are similar to the procedures for trading shares on SSE.

2. During the period of online voting, the trading system will list a stock for voting. Shareholders can vote on the resolutions by placing a “buy” order. The relevant information on the stock is as follows:

Stock code: 360002 Stock abbreviation: Vanke Poll

3. The detailed procedures for shareholders’ participation in the poll

- 1) Enter a “buy” instruction;
- 2) Enter the stock code: 360002;
- 3) Fill in the serial number of the resolutions put forth at the SGM under the column “Bid”, 1.00 represents resolution number 1. Details are as follows:

Serial no. of resolutions	Resolutions	The corresponding “Bid”
0	All Resolutions	RMB100
1	The Resolution Regarding the Company’s Meeting the Conditions for Conducting a Public Offer of New A shares	RMB1.00
2	The Resolution Regarding The Proposal On The Public Offer Of New A Shares	RMB2.00
(1)	Type of shares to be issued and nominal value per share	RMB2.01
(2)	Issue size and the amount of proceeds to be raised	RMB2.02
(3)	Target subscribers	RMB2.03
(4)	Issue method, and placing arrangement with existing shareholders	RMB2.04
(5)	Pricing method	RMB2.05
(6)	Use of proceeds from this offer	RMB2.06
(7)	Proposal on the entitlement to the Company’s accrued profits as at and upon the completion of the share offer	RMB2.07

(8)	Location for listing of the shares to be issued	RMB2.08
(9)	Validity period of the resolution regarding the share issue	RMB2.09
3	The Resolution Regarding Submitting To The Shareholders' Meeting For Granting The Board The Mandate To Handle All The Matters Relating To The Public Offer Of New A Shares	RMB3.00
4	The Resolution Regarding The Feasibility Of The Planned Investment Projects Using The Proceeds Raised From The Public Offer Of New A Shares	RMB4.00
5	The Resolution Regarding The Elaboration On The Use Of Proceeds From The Previous Fund-raising Exercise In Specific Projects	RMB5.00
6	The Resolution Regarding the Establishment of Procedures for Appointing Accounting Firm	RMB6.00

Note: At the time of casting vote at the SGM, please note there are various sub-resolutions under Resolution No. 2. RMB2.00 represents all of the sub resolutions of Resolution No.2, RMB2.01 represents Sub Resolution No. (1) of Resolution No. 2, RMB2.02 represents Sub Resolution No. (2) of Resolution No. 2, and so on.

When a shareholder comes to vote on Resolution No. 2, if he/she first votes on one or more than one of the sub-resolutions of Resolution No. 2 before he/she votes on Resolution No. 2, the votes already cast on the sub resolutions will be counted, while the vote cast on Resolution No. 2 will be counted and taken as the vote on those sub resolutions that have not been voted on; if the shareholder first votes on Resolution No. 2 before he/she votes on one or more than one of the sub-resolutions, the type of vote cast on Resolution 2 will prevail.

At the SGM, a shareholder can cast his/her vote on "all resolutions" with a corresponding "bid" of RMB100. If the shareholder first votes on "all resolutions" before he/she votes on each separate resolution, the type of vote he/she casts on "all resolutions" will prevail. If the shareholder first votes on the individual resolutions before he/she votes on "all resolutions", the type of vote he/she cast on the individual resolutions will prevail, and for those resolutions that have not been voted on, their votes will be taken as that of the vote cast on "all resolutions".

- 4) Indicate the vote you wish to cast by filling the field "No. of shares" with the following corresponding number of shares listed below:

Type of vote you wish to cast	The corresponding number of shares
For	1 share
Against	2 shares
Abstain	3 shares

- 5) Confirm the completion of the poll

4. Notes

- 1) The voting cannot be cancelled;
- 2) Voting, which does not meet the above-mentioned requirements, is regarded as an invalid vote and will not be counted in the final tally;
- 3) 3) Should there be any enquiry on the voting results, please visit the internet voting system (<http://wltp.cninfo.com.cn>) of SSE, and then click on “Voting Enquiry” after 18:00 on the date of voting.

II. The procedures for internet voting

Log in the internet voting system (<http://wltp.cninfo.com.cn>) of SSE. The online voting will begin upon identity verification.

1. Procedures for identity verification

The objective of the identity verification is to verify the identity of the voters online to protect the interest of the voters. At present, shareholders can use service codes or digital certificates to conduct identity verification.

To apply for a service code, please go to the website of <http://www.szse.cn> or <http://wltp.cninfo.com.cn> and register under the code service section, by filling in the relevant information and set up a service code. The service code can be used only on the second day after it has been activated by the trading system.

To apply for a digital certificate, please apply either with the Shenzhen Securities Information Co., Ltd. or the certificate issuing organizations authorised by the Shenzhen Securities Information Co., Ltd. For business enquiry, please call 0755-83239016/25918485/25918486 or email to cai@cninfo.com.cn. Please also refer to the “Certificate Service” section of the internet voting system (<http://wltp.cninfo.com.cn>) of SSE.

2. Shareholders can log in the internet voting system on <http://wltp.cninfo.com.cn> to vote by using the received service code or the digital certificate.

3. Time for voting:

The online voting at the SGM through the internet voting system starts from 15:00 on 14 September 2009 until 15:00 on 15 September 2009.