



CHINA VANKE CO., LTD.
NOTICE OF FIRST EXTRAORDINARY GENERAL MEETING
IN 2011

I. Basic information on the first extraordinary general meeting (“Meeting” or “EGM”)

1. Convener: The Fifteenth Board of Directors of China Vanke Co., Ltd.
2. Venue: Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen
3. Voting methods: On-site voting and online voting. The online voting platform is based on the trading system and Internet voting system (<http://wltp.cninfo.com.cn>) of Shenzhen Stock Exchange. Shareholders can exercise their voting rights through the above systems during the time for online voting. Each vote can only be cast through either on-site or online voting methods.
4. Time for on-site meeting: 14:00 on 8 April 2011 (Friday)
5. Time for online voting: Through the trading system of Shenzhen Stock Exchange: 9:30 – 11:30 and 13:00 – 15:00 on 8 April 2011; through the Internet voting system of Shenzhen Stock Exchange: 15:00 on 7 April 2011 to 15:00 on 8 April 2011.

II. Agenda of the Meeting

1. To consider and approve each of the resolutions set out below in respect of “A-Share Stock Option Incentive Scheme (Revised Draft) of China Vanke Co., Ltd.” as a separate resolution:
 - 1.01 Basis for determination and scope of the beneficiaries of the Stock Option Incentive Scheme
 - 1.02 Source and number of the underlying shares under the Scheme
 - 1.03 Allotment of stock options granted to the beneficiaries
 - 1.04 Validity period, grant date, vesting period, exercise arrangement, lock-up period of the underlying stocks of the Stock Option Incentive Scheme
 - 1.05 Exercise price and methods for determining the exercise price of the stock options
 - 1.06 Conditions for granting and exercising stock options
 - 1.07 Method and procedures for adjustment of the Stock Option Incentive Scheme
 - 1.08 Accounting treatments of the stock options
 - 1.09 Procedure for grant of stock options by the Company and exercise of stock options by the beneficiaries
 - 1.10 Rights and obligations of the Company and beneficiaries
 - 1.11 Ways for handling stock options under special situations including changes in or termination of the Stock Option Incentive Scheme

Please refer to the full text of “A-Share Stock Option Incentive Scheme (Revised Draft) of China Vanke Co., Ltd.” published on <http://www.cninfo.com.cn> on 23 March 2011.

2. To consider and approve the resolution regarding granting the Board the authority to handle matters relating to the Company's Stock Option Incentive Scheme
For details, please refer to the "Announcement regarding the resolutions approved at the Twelfth Meeting of the Fifteenth Board of Directors" published in China Securities Journal, Securities Times, Shanghai Securities News and on www.cninfo.com.cn on 25 October 2010.
3. To consider and approve the resolution regarding the establishment of the implementation and appraisal methods of the Stock Option Incentive Scheme of China Vanke Co., Ltd.
For details, please refer to the "Implementation and Appraisal Methods of the Stock Option Incentive Scheme of China Vanke Co., Ltd." published on www.cninfo.com.cn on 25 October 2010.
4. To consider the resolution regarding cooperation with China Resources (Holdings) Company Limited
For details, please refer to the "Announcement regarding the resolutions approved at the Thirteenth Meeting of the Fifteenth Board of Directors" and "Announcement regarding the cooperation with China Resources" published in China Securities Journal, Securities Times and Shanghai Securities News and on www.cninfo.com.cn on 8 March 2011 and 23 March 2011 respectively.

III. Persons to attend the meeting

- (1) Directors, members of the Supervisory Committee and senior management members 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 28 March 2011 have the right to attend and vote at the EGM 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.

IV. Registration of attendance

1. Legal person shareholder registration: Legal representatives of legal person shareholders should bring along their shareholder account cards, a photocopy of the business licence stamped with a company chop, 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 shareholders registration: Individual shareholders should bring along their identity cards, shareholder account cards 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 – 17:30 of every working day from 29 March to 7 April 2011;

9:00 – 14:00 on 8 April 2011. (a copy of the registration can be sent by mail or fax)

4. Registration address: The Office of the Board of Directors, Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen

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

V. Procedures for participating in online voting

Shareholders should find voting through the trading system of Shenzhen Stock Exchange similar to online purchase of stocks, while voting through the Internet voting system similar to filling an option field. For details on the voting procedures, please refer to the Appendixes.

VI. Voting rules

Shareholders should exercise their right to vote seriously. At the time of voting, each share is entitled to one vote, which shall be cast only once through either on-site voting or online voting methods. If the vote has been duplicated, it will be handled in accordance with the following rules:

1. If the voting right of a share is exercised through both on-site and online voting, only the first vote cast will be counted.
2. If the voting right of a share is exercised through online voting for more than once, only the first vote cast through online voting will be counted.

VII. Contacts of the EGM

Contact Address: Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen
Post Code: 518083

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

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

VIII. Others

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

Board of Directors
China Vanke Co., Ltd.

Shenzhen, 23 March 2011

Appendix I

FORM OF PROXY

I/We* hereby authorise Mr/Ms* _____ to attend and vote on my/the company's behalf at the first extraordinary general meeting of 2011 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 follows: (Please put a "√" in the appropriate box.)

Order no. of resolution	Contents of resolutions	Voting		
		For	Against	Abstain
1	Items in respect of China Vanke's A-Share Stock Option Incentive Scheme			
1.1	Each item in respect of "A-Share Stock Option Incentive Scheme (Revised Draft) of China Vanke Co., Ltd." shall be considered and passed as a separate resolution			
1.1.1	Basis for Determination and Scope of the Beneficiaries of the Stock Option Incentive Scheme			
1.1.2	Source and Number of the Underlying Shares under the Stock Option Incentive Scheme			
1.1.3	Allotment of the Stock Options granted to the Beneficiaries			
1.1.4	Validity Period, Grant Date, Vesting Period, Exercise Arrangement, Lock-up Period of the Underlying Stocks of the Stock Option Incentive Scheme			
1.1.5	Exercise Price and Methods for Determining the Exercise Price of the Stock Options			
1.1.6	Conditions for Granting and Exercising Stock Options			
1.1.7	Method and Procedures For Adjustment of the Stock Option Incentive Scheme			
1.1.8	Accounting Treatments of the Stock Options			
1.1.9	Procedure for Grant of Stock Options by the Company and Exercise of Stock Options by the Beneficiaries			
1.1.10	Rights and Obligations of The Company and Beneficiaries			
1.1.11	Ways for Handling Stock Options under Special Situations including changes in and termination of the Stock Option Incentive Scheme			
1.2	Resolution regarding Granting the Board the Authority to Handle Matters relating to the			

	Company's Stock Option Incentive Scheme			
1.3	Resolution regarding the Establishment of the Implementation and Appraisal Methods of the Stock Option Incentive Scheme of China Vanke Co., Ltd.			
2	Resolution regarding Cooperation with China Resources (Holdings) Company Limited			

If the shareholder has not given his/her voting instructions to the above-mentioned resolutions, can the proxy vote at his/her own discretion?

YES NO

Shareholder signature (Legal person shareholder with chop):

Authorisation Date: 2011

Appendix II

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

The Company will provide an online voting platform to its shareholders for the extraordinary general meeting (“EGM”). The shareholders can participate in online voting through the trading system or the Internet voting system (<http://wltp.cninfo.com.cn>) of the Shenzhen Stock Exchange (“SSE”).

I. The procedure for voting through the trading system

1. The time for online voting at the EGM through the trading system will be 9:30-11:30 and 13:00-15:00 on 8 April 2011. The voting procedure is similar to the procedure for the purchase of shares on the 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

The number shown as “yesterday’s closing price” of the stock will be the total number of resolutions to be considered and approved by the EGM.

3. The detailed procedure for shareholders’ participation in the poll
 - 1). Enter a “buy” instruction;
 - 2). Enter the stock code: 360002;
 - 3). Fill in the order number of resolutions at the EGM under the column “Bid”. The details are as follows:

Order no. of resolutions	Contents of resolutions	The corresponding “Bid”
0	All resolutions	100
1.	Items in respect of China Vanke’s A-Share Stock Option Incentive Scheme	1.00
1.1	Each item in respect of “A-Share Stock Option Incentive Scheme (Revised Draft) of China Vanke Co., Ltd.” shall be considered and passed as a separate resolution”	1.01
1.1.1	Basis for Determination and Scope of the Beneficiaries of the Stock Option Incentive Scheme	1.02
1.1.2	Source and Number of The Underlying Shares under the Scheme of the Stock Option Incentive Scheme	1.03
1.1.3	Allotment of the Stock Options granted to the Beneficiaries	1.04
1.1.4	Validity Period, Grant Date, Vesting Period, Exercise Arrangement, Lock-up Period of	1.05

	Underlying Stocks of the Stock Option Incentive Scheme	
1.1.5	Exercise Price and Methods for Determining Exercise Price of the Stock Options	1.06
1.1.6	Conditions for Granting and Exercising Stock Options	1.07
1.1.7	Method and Procedures For Adjustment of the Stock Option Incentive Scheme	1.08
1.1.8	Accounting Treatments of the Stock Options	1.09
1.1.9	Procedure for Grant of Stock Options by the Company and Exercise of Stock Options by the Beneficiaries	1.10
1.1.10	Rights and Obligations of The Company and Beneficiaries	1.11
1.1.11	Ways for Handling Stock Options under Special Situations including changes and termination of the Stock Option Incentive Scheme	1.12
1.2	Resolution regarding Granting the Board the Authority to Handle Matters relating to the Company's Stock Option Incentive Scheme	1.13
1.3	Resolution regarding the Establishment of the Implementation and Appraisal Methods of the Stock Option Incentive Scheme of China Vanke Co., Ltd.	1.14
2	Resolution regarding Cooperation with China Resources (Holdings) Company Limited	2.00

Note: Inputting 100 represents voting on all the resolutions and express the same opinion on all of the resolutions. 1.00 represents voting on all the sub-items under Resolution No.1, and 1.01 represents Sub-resolution No. (1) of Resolution No. 1 and so on.

In the event the shareholder has voted on each of the resolutions or one or more than one of the sub-resolutions before voting on “all resolutions”, the type of vote cast on each of the resolutions and the sub-resolution(s) will prevail; for the resolutions and the sub-resolution(s) which have not been voted on, the type of vote cast on “all resolutions” will prevail. If the shareholder has voted on “all resolutions” before voting on each resolution or one or more than one of the sub-resolutions, the type of vote cast on “all resolutions” will prevail.

In the event the shareholder votes on Resolution No. 1, if the shareholder has voted on one or more than one of the sub-resolutions of Resolution No. 1 before voting on Resolution No. 1, the type of vote cast on the sub-resolution(s) will prevail; for the sub resolution(s) which have not been voted on, the type of vote cast on Resolution No. 1 will prevail. If the shareholder has voted on Resolution No. 1 before voting on one or more than one of the sub-resolutions, the type of vote cast on Resolution No. 1 will prevail. The abovementioned rules apply to Resolution 1.1 and its sub-resolutions.

- 4). Indicate the vote you wish to cast by filling the field “No. of shares” and the corresponding numbers of shares are 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) A vote on each resolution can be declared only once and the voting cannot be cancelled;
- 2) Voting which does not meet the abovementioned requirements, is regarded as invalid vote and will not be counted in the final tally.
- 3) Should there be any enquiry on the voting results, please visit <http://wltp.cninfo.com.cn>, the Internet voting system of the SSE, and then click on “Voting Enquiry” after 18:00 on the date of voting. Personal online voting results can be shown.

II. The procedure for Internet voting

Shareholders who wish to vote through the Internet voting system have to comply with the requirements of the Implementation Rules for Identity Verification Under Investor Online Services of SSE, and log in the Internet voting system (<http://wltp.cninfo.com.cn>) of SSE for identity verification before they can conduct online voting.

1. Procedures for identity verification

The objective of the identity verification is to conduct online verification of the identity of the voters 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 to 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 <http://wltp.cninfo.com.cn>, the Internet voting system of the SSE.

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

3. Time for shareholders participating in the poll:

The online voting of the EGM through the Internet voting system begins at 15:00 on 7 April 2011 and ends at 15:00 on 8 April 2011.