



CHINA VANKE CO., LTD.
ANNOUNCEMENT OF RESOLUTIONS APPROVED AT
THE FIRST EXTRAORDINARY GENERAL MEETING
IN 2011

The first extraordinary general meeting (“Meeting” or “EGM”) in 2011 of China Vanke Co., Ltd. (the “Company”) was held at 14:00, on 8 April 2011 (Friday) at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen. The voting platform used at the Meeting was based on the trading system and internet voting system of Shenzhen Stock Exchange. Online voting through the trading system of Shenzhen Stock Exchange took place at 9:30 – 11:30 and 13:00 – 15:00 on 8 April 2011; and through the internet voting system of Shenzhen Stock Exchange from 15:00 on 7 April 2011 to 15:00 on 8 April 2011.

A total of 780 shareholders (and/or authorised proxies) holding 4,224,460,742 shares attended the EGM and/or participated in online voting, representing 38.4209 per cent of the Company’s total number of shares with voting right; among which, 541 holders of A shares (and/or authorised proxies) holding 3,717,962,113 A shares, representing 38.4077 per cent of the Company’s total number of A shares with voting right; 242 holders of B shares (and/or authorised proxies) holding 506,498,629 B shares, representing 38.5183 per cent of the Company’s total number of B shares with voting right.

The following resolutions were passed at the Meeting:

A. Special Resolutions

1. By way of poll, approved 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) Basis for determination and scope of the beneficiaries of the Stock Option Incentive Scheme
 - (2) Source and number of the underlying shares under the Scheme
 - (3) Allotment of stock options granted to the beneficiaries
 - (4) Validity period, grant date, vesting period, exercise arrangement, lock-up period of the underlying stocks of the Stock Option Incentive Scheme
 - (5) Exercise price and methods for determining the exercise price of the stock options
 - (6) Conditions for granting and exercising stock options
 - (7) Method and procedures for adjustment of the Stock Option Incentive Scheme
 - (8) Accounting treatments of the stock options
 - (9) Procedure for grant of stock options by the Company and exercise of stock options by the beneficiaries
 - (10) Rights and obligations of the Company and beneficiaries

- (11) Ways for handling stock options under special situations including changes in or termination of the Stock Option Incentive Scheme
2. By way of poll, approved the resolution regarding granting the Board the authority to handle matters relating to the Company's Stock Option Incentive Scheme
3. By way of poll, approved the resolution regarding the establishment of the implementation and appraisal methods of the Stock Option Incentive Scheme of China Vanke Co., Ltd.

B. Ordinary Resolution

1. By way of poll, approved the resolution regarding cooperation with China Resources (Holdings) Company Limited

Board of Directors
China Vanke Co., Ltd.

Shenzhen, 9 April 2011