



CHINA VANKE CO., LTD.
NOTICE OF THE FIRST EXTRAORDINARY GENERAL
MEETING IN 2012

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

1. Number of meeting: First extraordinary general meeting in 2012 of China Vanke Co., Ltd.
2. Convener: The sixteenth board (“Board”) of directors of China Vanke Co., Ltd. The Board has considered and approved the resolution regarding the convention of this Meeting. The convention of the Meeting was in compliance with the relevant rules, administrative regulations, departmental rules, normative documents and requirements of the Company’s Articles of Association.
3. Venue of the Meeting: Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen
4. Voting method: On-site voting
5. Time for on-site Meeting: Start from 14:50 on 31 August 2012 (Friday)

II. Agenda of the Meeting

1. To consider the resolution regarding the amendment of the Company’s Articles of Association

For details of the resolution, please refer to the “Announcement regarding the Resolutions Approved at the Seventh Meeting of the Sixteenth Board of Directors of China Vanke Co., Ltd.” published on “China Securities Journal”, “Securities Times”, “Shanghai Securities News”, “Securities Daily” and “Company’s Articles of Association (Revised Draft) of China Vanke Co., Ltd.” published on <http://www.cninfo.com.cn> on 7 August 2012.

2. To consider the resolution regarding the election of Ms Elizabeth Law as an independent director

For details of the resolution, please refer to the “Announcement regarding the nomination of Ms Elizabeth Law as a candidate for independent director” published on the same day.

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 A 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 of Shenzhen Stock Exchange on 22 August 2012; and shareholders holding the Company's B 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 of Shenzhen Stock Exchange on 27 August 2012 (22 August 2012 being the last trading day) have the right to attend and vote at the Meeting 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.
- 3) Lawyers from Shu Jin Law Firm, the Company's legal advisor

IV. Registration methods of the Meeting

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 23 August 2012 to 30 August 2012; 9:00 – 14:50 on 31 August 2012.
4. Registration address: The Office of the Board, Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen
5. Note: Shareholders can register by letters or fax; shareholders and proxies who attend the Meeting should bring along the relevant original documents.

V. Contact for questions about the Meeting

Contact address: Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen
Postal code: 518083
Tel: 0755-25606666 (transfer to The Office of the Board)
Fax: 0755-25531696 (Attn: The Office of the Board)

VI. Others

The Meeting is expected to take half a day. The attending shareholders and proxies shall be responsible for their own food, accommodation and travelling expenses.

VII. Documents for inspection

1. Resolution regarding the convention of this Meeting passed at a Board meeting
2. Company's Articles of Association (Revised Draft) of China Vanke Co., Ltd.

Board of Directors
China Vanke Co., Ltd.

Shenzhen, 16 August 2012

Appendix

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 in 2012 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 following resolution as hereunder indicated: (Please put a "√" in the appropriate box.)

Order no. of resolution	Resolution	Voting		
		For	Against	Abstain
1	Resolution regarding the amendment of the Company's Articles of Association			
2	Resolution regarding the election of Ms Elizabeth Law as an independent director	Please write the number of votes cast for the following candidate		
	Ms Elizabeth Law, independent director candidate			

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

YES NO

Shareholder signature (Legal person shareholder with chop):

Authorisation Date: 2012