



CHINA VANKE CO., LTD.
NOTICE OF THE FIRST EXTRAORDINARY GENERAL
MEETING IN 2013

I. Basic information on the 2013 first extraordinary general meeting (“Meeting”)

1. Session of meeting: First extraordinary general meeting in 2013 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 laws, administrative regulations, departmental rules, normative documents and requirements of the Company’s Articles of Association.
3. Voting methods: On-site voting, online voting and proxy solicitation by independent directors (“Proxy Solicitation”). The online voting platform is provided via 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-mentioned systems during the time for online voting. Please refer to “Proxy Solicitation by Independent Directors of China Vanke Co., Ltd.” for details on Proxy Solicitation. Each voting right can only be exercised once through on-site voting, online voting or proxy solicitation.
4. Venue of the Meeting: Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen
5. Time of on-site Meeting: Start from 15:00 on Monday, 4 February 2013
6. Time for online voting: Through the trading system of Shenzhen Stock Exchange: 9:30 – 11:30 and 13:00 – 15:00 on 4 February 2013; through the Internet voting system of Shenzhen Stock Exchange: 15:00 on 3 February 2013 to 15:00 on 4 February 2013.

II. Agenda of the Meeting

1. To consider the “Resolution regarding the Proposal for Change of Listing Location of Domestically Listed Foreign Shares of China Vanke Co., Ltd. and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction”
2. To consider the “Resolution regarding Submission to the Company’s Shareholders’ Meeting to Authorize the Board and its Authorized Persons to Handle All Matters

relating to the Change of Listing Location of Domestically Listed Foreign Shares and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction”

3. To consider the “Resolution regarding China Vanke Co., Ltd. Becoming An Overseas Listed Joint Stock Limited Company”
4. To consider the “Resolution regarding Review of China Vanke Co., Ltd.’s Articles of Association (A+H) (Draft)”
5. To consider the “Resolution Regarding the Validity Period of the Relevant Resolutions in Relation to the Change of Listing Location of Domestically Listed Foreign Shares of the Company and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction”

The above-mentioned resolutions have been considered and approved by the sixteenth Board of the Company. For details, please refer to the related announcement published on “China Securities Journal”, “Securities Times”, “Shanghai Securities News”, “Securities Daily”, <http://www.cninfo.com.cn> and <http://www.irasia.com> on 19 January 2013.

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 24 January 2013 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 29 January 2013 (last trading day being 24 January 2013) 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, and guests invited by the Board

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 business day from 25 January to 1 February 2013 and 9:00 – 14:30 on 4 February. (Shareholders outside Shenzhen may submit their registration by postal services or fax.)
4. Registration address: The Office of the Board, 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 online voting through the trading system 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. Procedures for participating in voting via proxy solicitation by independent directors

To increase minority shareholders' participation in voting at the Meeting and to protect their interests, the Company will adopt proxy solicitation by independent directors. For details regarding the time, methods, procedures and other related issues, please refer to "Proxy Solicitation by Independent Directors" published on the same day of this announcement.

Shareholders who wish to authorize the Company's independent directors to vote on their behalf at the Meeting on the relevant resolutions contained in this notice should fill in the "Form of Proxy Regarding China Vanke Co. Ltd. Proxy Solicitation by Independent Directors" and submit before 1 February 2013.

VII. Voting rules

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

1. If the same voting right of a share is exercised repeatedly through on-site, online and proxy solicitation voting methods, only the first vote cast will be counted;
2. If the same voting right of a share is exercised repeatedly through online voting method, only the first vote cast through online voting will be counted.

VIII. Contact for enquiry 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)

IX. 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.

Board of Directors
China Vanke Co., Ltd.

Shenzhen, 19 January 2013

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 2013 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 resolutions as hereunder indicated: (Please put a "√" in the appropriate box.)

Order no. of resolutions	Resolutions	Voting		
		For	Against	Abstain
1	"Resolution regarding the Proposal for Change of Listing Location of Domestically Listed Foreign Shares of the Company and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction"			
2	"Resolution regarding Submission to the Company's Shareholders' Meeting to Authorize the Board and its Authorized Persons to Handle All Matters relating to the Change of Listing Location of Domestically Listed Foreign Shares and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction"			
3	"Resolution regarding China Vanke Co., Ltd. Becoming An Overseas Listed Joint Stock Limited Company"			
4	"Resolution regarding Review of China Vanke Co., Ltd.'s Articles of Association (A+H) (Draft)"			
5	"Resolution Regarding the Validity Period of the Relevant Resolutions in Relation to the Change of Listing Location of Domestically Listed Foreign Shares of the Company and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction"			

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, please sign and chop):

Authorisation Date: 2013

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 Meeting. The shareholders can participate in online voting through the trading system or the Internet voting system of the Shenzhen Stock Exchange (“SZSE”).

I. The procedure for voting through the trading system

1. The time for online voting at the Meeting through the trading system will be 9:30 - 11:30 and 13:00 - 15:00 on 4 February 2013. The voting procedure is similar to the procedure for the purchase of shares on the SZSE.
2. During the period of online voting, the trading system will list a “stock” for voting. Shareholders can vote on the relevant resolution by placing a “buy” order. The relevant information on the stock is as follows:

Stock Code: 360002
Stock abbreviation: Vanke Poll
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 Meeting under the column “Bid”, with 1.00 representing Resolution No. 1. The details are as follows:

Order no. of resolutions	Resolutions	The corresponding “Bid” (RMB)
0	All resolutions	100
1	“Resolution regarding the Proposal for Change of Listing Location of Domestically Listed Foreign Shares of the Company and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction”	1.00
2	“Resolution regarding Submission to the Company’s Shareholders’ Meeting to Authorize the Board and its Authorized Persons to Handle All Matters relating to the Change of Listing Location of Domestically Listed Foreign Shares and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction”	2.00
3	“Resolution regarding China Vanke Co., Ltd. Becoming An Overseas Listed Joint Stock Limited Company”	3.00
4	“Resolution regarding Review of China Vanke Co., Ltd.’s Articles of Association (A+H) (Draft)”	4.00

5	“Resolution Regarding the Validity Period of the Relevant Resolutions in Relation to the Change of Listing Location of Domestically Listed Foreign Shares of the Company and Listing & Trading on the Main Board of The Stock Exchange of Hong Kong Limited by Way of Introduction”	5.00
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Note: Inputting 100 represents voting on all the resolutions and express the same opinion on all of the resolutions. In the event the shareholder has voted on each of the resolutions or one or more than one of the sub-resolution(s) 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.

- 4) Indicate the vote you wish to cast by filling the field “No. of shares”. 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 cannot be cancelled;
- 2) Voting which does not meet the above-mentioned 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 SZSE, and then click on “Voting Enquiry” after 18:00 on the date of voting. Personal online voting results can also be found there.

II. The procedure for Internet voting

Shareholders who wish to vote through the Internet voting system should log in the Internet voting system (<http://wltp.cninfo.com.cn>) of SZSE 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 starting the next 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. Please also refer to the “Certificate Service” section of <http://wltp.cninfo.com.cn>, the Internet voting system of the SZSE.

2. Shareholders can log in the Internet voting system on <http://wltp.cninfo.com.cn> to participate in the poll by using the given service code or the digital certificate.
3. Time for shareholders participating in the poll:
The online voting of the Meeting through the Internet voting system begins at 15:00 on 3 February 2013 and ends at 15:00 on 4 February 2013.