

China Vanke Co., Ltd.

Proxy Solicitation by Independent Directors

Important Notice

To increase minority shareholders' participation in voting at the Company's shareholders' meeting and to protect their interests, all the independent directors of China Vanke Co., Ltd. (the "Company" or "China Vanke") unanimously have agreed to be proxy solicitors ("Proxy Solicitors"), soliciting from the Company's shareholders their proxy to vote in respect of the resolutions to be considered at the Company's 2013 first extraordinary general meeting ("EGM") to be held on 4 February 2013.

China Securities Regulatory Commission, Shenzhen Stock Exchange and other government authorities make no representation as to the authenticity, accuracy or completeness of the contents of this proxy solicitation and take no responsibility for the contents of this proxy solicitation. Any statement contradicts the above is a misrepresentation.

I. Declaration by Proxy Solicitors

The Proxy Solicitors, in respect of 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", "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", "Resolution regarding China Vanke Co., Ltd. Becoming An Overseas Listed Joint Stock Limited Company", "Resolution regarding Review of China Vanke Co., Ltd.'s Articles of Association (A+H) (Draft)" and "Resolution Regarding the Validity Period of the Relevant Resolutions in Relation to the 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" to be considered at the Company's first EGM in 2013, solicit from shareholders their proxy to vote, and prepare and sign this proxy solicitation ("Proxy Solicitation") thereof.

The Proxy Solicitors warrant that in respect of the information contained in the Proxy Solicitation, there are no misrepresentations or misleading statements, or material omission, and individually and collectively accept legal responsibility for the authenticity, accuracy and completeness of the Proxy Solicitation. The Proxy Solicitors also warrant that the proxy solicited will not be used to commit securities fraud, such as insider trading or market manipulation.

The proxy solicitation campaign is carried out on a gratuitous basis. The publication of the Proxy Solicitation has been made in media designated by relevant authorities, and does not constitute an act of disclosure without approval. The Proxy Solicitors consider it

their duties as independent directors to initiate such a solicitation campaign. All the information disclosed does not contain misrepresentations or misleading statements. All the Proxy Solicitors have agreed to sign the Proxy Solicitation. The execution of the Proxy Solicitation will not violate or conflict with any of the provisions of the Company's Articles of Association or internal institution.

II. Basic Corporate Information and Matters Regarding Proxy Solicitation

(1) Basic Corporate Information

1. Name of Company:

Company name (Chinese): 万科企业股份有限公司

Company name (English): China Vanke Co., Ltd. ("Vanke")

Company's share abbreviations: Vanke A, Vanke B

Company's stock codes: 000002, 200002

2. Legal representative: Wang Shi

3. Secretary of the Board: Tan Huajie

Contact address: Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the People's Republic of China

Telephone number: 0755-25606666

Fax number: 0755-25531696

E-mail address: IR@vanke.com

4. Contact address: Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the People's Republic of China Postal code: 518083

(2) Proxy Solicitation:

The proxy to vote in respect of 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", "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", "Resolution regarding China Vanke Co., Ltd. Becoming An Overseas Listed Joint Stock Limited Company", "Resolution regarding Review of China Vanke Co., Ltd.'s Articles of Association (A+H) (Draft)" and "Resolution Regarding the Validity Period of the Relevant Resolutions in Relation to the 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" to be considered at the Company's first EGM in 2013.

(3) Date of signing of the Proxy Solicitation:

18 January 2013

III. Basic Information on the EGM

For details on the EGM, please refer to the “Notice of China Vanke Co., Ltd. First Extraordinary General Meeting in 2013” published by China Vanke Co., Ltd. on the same day.

IV. Basic Information on Proxy Solicitors

- (1) The Proxy Solicitors comprise incumbent independent directors of the Company. Their basic information is as follows:

Qi Daqing, male, born in 1964. Mr Qi graduated from College of Business, Michigan State University in the USA and obtained a PhD in accountancy. Mr Qi obtained a master’s degree in management from University of Hawaii in the USA and a dual bachelor’s degree in biophysics and international journalism from Fudan University. He had worked for The Chinese University of Hong Kong and Eli Broad Graduate School of Management of Michigan State University in the USA, Center for East-west Studies in the USA and special correspondent foreign affairs department in Xinhua News Agency. He is currently a professor and vice president of Cheung Kong Graduate School of Business, a member of American Accounting Association, independent director of Sohu.com Inc., Focus Media Inc., AutoNavi Holdings Ltd. and Bona Film Group Limited, which are listed on NASDAQ, and independent director of Honghua Group Ltd., Sinomedia Holding Limited, China Huiyuan Juice Group Limited, which are listed in Hong Kong, and independent director of Daqo New Energy Corp listed on the New York Stock Exchange. He has become an independent director, convener of the remuneration and nomination committee and a member of the audit committee of the Company since 2008.

Zhang Liping, male, born in 1958, graduated from Beijing Institute of Foreign Trade in 1980. He obtained his master’s degree in international affairs and international law from St. John’s University, the USA, in 1987. Mr Zhang had worked for the Ministry of Foreign Trade and Economic Cooperation (now Ministry of Commerce) and had served as director of the Investment Banking Division of Merrill Lynch, the USA, managing director and head of Greater China Region of Dresdner Bank, Germany, managing director of Pacific Concord Holdings Limited, Hong Kong, and chief executive officer of Imagi International Holdings Ltd, Hong Kong. In 2004, Mr Zhang joined Credit Suisse First Boston and is currently a member of the Global Investment Banking Department Operating Committee and vice chairman of Global Investment Banking Department and CEO (China) of Credit Suisse Group. Mr Zhang is also an independent non-executive director of the board of Zhejiang Expressway Co., Ltd. He has become an independent director, convener of the investment and decision-making committee and a member of the remuneration and nomination committee of the Company since 2010.

Hua Sheng, male, born in 1953 in Yangzhou, Jiangsu Province. He graduated from the Department of Political Economy of Nanjing Institute of Technology (currently Southeast University), with a bachelor’s degree in 1982. In 1985, he obtained a master’s degree from the Finance Department of Graduate School of The Chinese

Academy of Social Sciences. He holds a PhD in economics of Wuhan University, and has studied, and engaged in research and teaching at the University of Oxford and the University of Cambridge. At present, he is the president of Yanjing Overseas Chinese University, and a professor and PhD Supervisor of Beijing Normal University. He is also an executive deputy chairman of China Federation of Overseas Chinese Entrepreneurs, and deputy chairman of Beijing Returned Overseas Chinese Federation. In 1986, he was among the first group of nationally accredited experts with outstanding contributions. He is the author and proponent of dual-track price system, State-owned assets management system and share segregation reform. He was a winner of China Economic Theory Innovation Award and Sun Yefang Economic Prize. He has been an independent director of China Vanke since 2011.

Elizabeth Law, female, graduated from the Faculty of Management in McGill University, Canada in 1976 with a Bachelor of Commerce degree – Concentration in Accounting. She had worked for the accounting firm of Richter Usher & Vineberg in Montreal, Canada. Ms. Law is currently a managing practising director of Law & Partners CPA Limited, and a partner of Stephen Law & Company, Certified Public Accountants. She is a Certified Public Accountant (Practising) in Hong Kong, a member of the Canadian Institute of Chartered Accountant, a fellow member of The Institute of Chartered Accountants in England & Wales, a fellow member of Certified Public Accountants Australia and a certified tax adviser. She was the President of The Society of Chinese Accountants & Auditors, a council member of Hong Kong Institute of Certified Public Accountants and the founding president of Association of Women Accountants (Hong Kong) Limited. She is also a member of the Chinese People's Political Consultative Conference Guangdong Committee. In 2009, she was awarded the HKSAR Government Justice of Peace. Since 2011, she has been independent director of Hong Kong-listed Sunwah Kingsway Capital Holdings Limited and Toronto-listed Sunwah International Limited. She has been an independent director of China Vanke since 2012.

(2) None of the above Proxy Solicitors has been subject to penalty due to violations of the Securities Law nor have they been involved in material civil litigation or arbitration in relation to financial disputes.

(3) The Proxy Solicitors and their respective major next of kin have not reached any agreement or arrangement regarding matters in relation to the Company's equity interests. Being the independent directors of the Company, they do not have any conflict of interest with the Company's Directors, senior management staff, major shareholders and their connected persons, or any conflict of interest in the proxy solicitation campaign.

V. Votes on the Subject Matters of the Solicitation by Proxy Solicitors

As the Company's independent directors, the Proxy Solicitors have, at a Board meeting, cast votes in favour of the resolutions to be considered at the 2013 First EGM.

VI. Proxy Solicitation Proposal

The Proxy Solicitors prepared the proposal on proxy solicitation in accordance with the applicable laws, rules and regulatory documents and the requirements of the Company's Articles of Association. The details are as follows:

1. **Target of the solicitation campaign:** Shareholders holding the Company's A shares whose names appear on the register 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 whose names appear on the register 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)
2. **Proxy solicitation period:** 9:00 - 17:30 on the business days from 25 January 2013 to 1 February 2013
3. **Methods of proxy solicitation:** The proxy solicitation campaign is voluntarily initiated by the Proxy Solicitors on a gratuitous basis. The solicitation is conducted on a public basis and an announcement regarding the proxy solicitation campaign will be published in the designated media, "China Securities Journal", "Securities Times", "Shanghai Securities News", "Securities Daily" and on www.cninfo.com.cn

4. Procedures and process of the solicitation:

Step 1: Fill in the form of proxy

Each item listed in the form of proxy shall be filled out according to the format set out in the Proxy Solicitation

Step 2: Submit the signed form of proxy and other related documents to the Office of the Company's Board of Directors, as authorized by the Proxy Solicitors. The forms of proxy and other related documents for the Proxy Solicitation will be collected and signed for by the Office of the Company's Board of Directors.

Legal person shareholders shall provide the following documents:

- a) photocopy of the valid business license of the legal person;
- b) photocopy of the identity document of the legal representative;
- c) original copy of the form of proxy (signed by the legal representative; if it is signed by another person authorized by the legal representative, it has to be attached with a notarially certified power of attorney);
- d) photocopy of the legal person shareholder's account card;
- e) statement of shareholding as at the close of the market on the record date(original copy affixed with the official chop of the business department of the securities custodian)

(Note: The abovementioned documents shall bear the official chop of the legal person shareholder and the signature of the legal representative)

Individual shareholders shall provide the following documents:

- a) photocopy of the identity document of the shareholder;
- b) photocopy of the shareholder's account card
- c) original copy of the form of proxy signed by the shareholder
- d) statement of shareholding as at the close of the market on the record date(original copy affixed with the official chop of the business department of the securities custodian)

(Note: The abovementioned documents shall bear the signature of the shareholder)

Shareholders can send the related documents mentioned above to the Office of the Company's Board of Directors by fax to a designated fax number to confirm their authorisation. Before the end of the registration period for the EGM, legal person shareholders and individual shareholders can send the abovementioned documents to the Office of the Company's Board of Directors by registered mail or courier service. Documents received will be acknowledged with receipts from the Office of the Company's Board of Directors. The submitted documents should be sealed and attached with the name and the telephone number of the contact person. At a prominent place of the documents, mark "Authorisation in respect of Proxy Solicitation".

The form of proxy and other relevant documents should be delivered to the Company's designated address as follows:

Address: Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the People's Republic of China
Office of the Board of Directors of China Vanke Co., Ltd.
Postal code: 518083

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

Designated fax number: 0755-25531696 (Attn: The Office of the Board of Directors)

Step 3: Witnessing lawyers confirm the validity of voting strength

Witnessing lawyers will conduct formality examination of the documents mentioned in Step 2 as submitted by the legal person shareholders and individual shareholders. The proxy, upon vetting and confirmation of its validity, will be handed over to the Proxy Solicitors by the witnessing lawyers. In addition to the examination process, the proxy obtained from the shareholders should meet the following conditions to be regarded as valid:

- 1) The form of proxy and the relevant documents submitted by the shareholder should be delivered to the designated address before the deadline of the proxy solicitation (17:30 on 1 February 2013) by mail or courier;
- 2) All the documents required in Step 2 are submitted;
- 3) The information contained in the form of proxy and the relevant documents

submitted by the shareholder is consistent with that on the register of the Company on the record date;

- 4) The contents of the form of proxy are clear and the shareholder has only passed on his/her voting right to the Proxy Solicitors.

VII. Others

1. If a shareholder has granted his/her proxy to the Proxy Solicitors but explicitly revokes the proxy given to the Proxy Solicitors in writing before the close of registration of the on-site meeting, the Proxy Solicitors shall regard such proxy given to them as automatically invalid.
2. If a shareholder grants his/her proxy to person(s) other than the Proxy Solicitors for registration and attending the meeting, and has explicitly revoked the proxy given to the Proxy Solicitors in writing before the close of registration of the on-site meeting, the Proxy Solicitors shall regard such proxy given to them as automatically invalid.
3. If a shareholder submits more than one form of proxy and each form has a different content, only the last signed form of proxy is regarded as valid. If the time of signing cannot be determined, the last form received is regarded as valid.
4. Owing to the uniqueness of proxy solicitation, witnessing lawyers will conduct only formality examination in accordance with the form of proxy presented in the Proxy Solicitation, but not detailed examination to determine whether the signatures or stamps on the form of proxy or relevant documents are those of the shareholders. Only those forms of proxy and relevant documents that fulfill the formality required by the Proxy Solicitation will be regarded as valid. As such, shareholders are reminded to protect their voting rights from encroachment.

Independent directors: Qi Daqing, Zhang Liping, Hua Sheng and Elizabeth Law

19 January 2013

Appendix: Proxy form (Note: Copies of this form are valid)

China Vanke Co., Ltd.
Form of Proxy Solicited by Independent Directors

Declaration of shareholder of the Company: I/The company, fully aware of the relevant conditions of the proxy solicitation initiated by the independent directors of China Vanke Co., Ltd, authorize the Proxy Solicitors to vote on my/the company's behalf. I reserve the right to revoke the proxy any time before the close of proxy solicitation for the first extraordinary meeting in 2013 of China Vanke Co., Ltd.

The company/I, as a shareholder of China Vanke Co., Ltd., authorize Qi Daqing [], Zhang Liping [], Hua Sheng [] or Elizabeth Law [], being independent directors of China Vanke Co., Ltd., (please put a tick after the independent director of your choice; you can only choose one) to attend and vote according to my voting instructions at the first extraordinary meeting in 2013 of China Vanke Co., Ltd. held at the Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, on 4 February 2013 on the company's/my behalf.

The company's/my voting instructions to the subject matters of this proxy solicitation are as follows:

Order no. of resolution	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			
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(Note: Please indicate how you want to vote your shares on each item by putting a “√” in the appropriate box of “For”, “Against”, or “Abstain”. You have to choose one among the three; if you have chosen more than one or if you have not chosen any one, your vote is considered invalid.)

Effective period of this proxy: From the date of signing to the end of the EGM

Number of shares held: _____

Shareholder’s account number: _____

Shareholder’s identity card number (For legal person shareholder, please fill in the name of the entity): _____

Telephone no. of shareholder: _____

Shareholder signature (For legal person shareholder, please sign with a legal person stamp):

Date of signing: 2013