



China Vanke Co., Ltd.

Notice Regarding 2012 Annual General Meeting

I. Basic information on the annual general meeting (“AGM”)

1. Convener: The Sixteenth Board of Directors of China Vanke Co., Ltd.
2. On-site voting 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: 14:30 on 20 March 2013
5. Time for online voting: Through the trading system of Shenzhen Stock Exchange: 9:30 – 11:30 and 13:00 – 15:00 on 20 March 2013; through the Internet voting system of Shenzhen Stock Exchange: any time between 15:00 on 19 March 2013 and 15:00 on 20 March 2013.

II. Agenda of the AGM

1. To consider the Directors’ Report for the year 2012
2. To debrief independent directors’ report on their fulfilment of duties for the year 2012
3. To consider the Report of Supervisory Committee for the year 2012
4. The re-election of the Supervisory Committee
5. To consider the annual report and the audited financial report for the year 2012
6. To consider the proposal on profit appropriation and dividend distribution for the year 2012
7. To consider the resolution regarding the reappointment of certified public accountants for the year 2013
8. The resolution regarding continued cooperation with China Resources
9. The election of directors

For details on the above-mentioned agenda, please refer to the “Announcement of Resolutions Approved at the Ninth Meeting of the Sixteenth Board of Directors”, “Announcement of Resolutions Approved at the Thirteenth Meeting Of The Seventh Supervisory Committee” and “Announcement Regarding Continued Cooperation With China Resources” to be submitted to the AGM for consideration, published on China Securities Journal, Securities Times, Shanghai Securities News, and Securities Daily on 28 February 2013.

III. Persons to attend the AGM

- (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 11 March 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 14 March 2013 (11 March 2013 being the last trading day) have the right to attend and vote at the AGM 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 other guests

IV. Registration methods of the AGM

1. Legal person shareholder registration: Legal representatives of legal person shareholders should bring along their shareholder account cards, a photocopy of the business license 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 also 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 also 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 12 March to 19 March 2013, and 9:00 – 14:00 on 20 March 2013. (Shareholders outside Shenzhen may submit their registration by postal services 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 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. For shareholders holding both A shares and B shares of the Company, they should conduct online voting through their A-share account and B-share account respectively.

VI. 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 or online voting methods, and shall not be cast twice. 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 and

- online 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.

VII. Contacts of the AGM

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 AGM 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, 28 February 2013

Appendix:

FORM OF PROXY

I/We* hereby authorise Mr/Ms* _____ to attend and vote on my/the company's behalf at the Annual General Meeting of 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 resolutions as hereunder indicated::
(Please put a "√" in the appropriate box.)

| Order no. of resolution | Resolutions | Voting | | |
|-------------------------------|--|--|---------|---------|
| | | For | Against | Abstain |
| 1 | Directors' Report for the year 2012 | | | |
| 2 | Report of Supervisory Committee for the year 2012 | | | |
| 3 | The re-election of the Supervisory Committee | Cumulative voting is used on this resolution. Please fill in the number of votes in the box next to the candidate for member of Supervisory Committee you wish to vote for (The total number of votes cast for the candidates for members of Supervisory Committee should not exceed twice the number of shares held by a shareholder) | | |
| 3.1 | Ding Fuyuan, candidate for member of Supervisory Committee | | | |
| 3.2 | Wu Ding, candidate for member of Supervisory Committee | | | |
| 4 | The annual report and the audited financial report for the year 2012 | | | |
| 5 | The proposal on profit appropriation and dividend distribution for the year 2012 | | | |
| 6 | The resolution regarding the reappointment of certified public | | | |

| | | | | |
|-----|---|---|--|--|
| | accountants for the year 2013 | | | |
| 7 | The resolution regarding continued cooperation with China Resources | | | |
| 8 | The election of directors | Cumulative voting is used on this resolution. Please fill in the number of votes in the box next to the director candidate you wish to vote for (The total number of votes cast for the director candidates should not exceed twice the number of shares held by a shareholder) | | |
| 8.1 | Director candidate Wei Bin | | | |
| 8.2 | Director candidate Chen Ying | | | |

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 AGM. 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 AGM through the trading system will be 9:30-11:30 and 13:00-15:00 on 20 March 2013. 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 relevant 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 under “Yesterday’s closing price” of the stock will be the total number of resolutions to be considered and approved by the AGM.

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 the resolutions at the AGM under the column “Bid”.

The details are as follows:

| Order no. of resolutions | Resolutions | The corresponding “Bid” (RMB) |
|--------------------------|--|-------------------------------|
| 0 | All resolutions | 100 |
| 1 | Directors’ Report for the year 2012 | 1.00 |
| 2 | Report of Supervisory Committee for the year 2012 | 2.00 |
| 3 | The re-election of the Supervisory Committee | 3.00 |
| 3.1 | Ding Fuyuan, candidate for member of Supervisory Committee | 3.01 |
| 3.2 | Wu Ding, candidate for member of Supervisory Committee | 3.02 |
| 4 | The annual report and the audited financial report for the year 2012 | 4.00 |
| 5 | The proposal on profit appropriation and dividend | 5.00 |

| | | |
|-----|--|------|
| | distribution for the year 2012 | |
| 6 | The resolution regarding the reappointment of certified public accountants for the year 2013 | 6.00 |
| 7 | The resolution regarding continued cooperation with China Resources | 7.00 |
| 8 | The election of directors | 8.00 |
| 8.1 | Director candidate Wei Bin | 8.01 |
| 8.2 | Director candidate Chen Ying | 8.02 |

Note: Inputting RMB100 represents voting on all the resolutions with the same voting decision, except for resolution no. 3 and resolution no. 8. RMB1.00 represents voting on resolution no. 1; RMB2.00 represents voting on resolution no. 2, and so forth.

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.

For resolution no. 3, RMB3.01 represents voting for Ding Fuyuan, candidate for member of Supervisory Committee; 3.02 represents voting for Wu Ding, candidate for member of Supervisory Committee.

For resolution no. 8, RMB8.01 represents voting for director candidate Wei Bin, and 8.02 represents voting for director candidate Chen Ying.

- 4) Indicate the vote you wish to cast by filling the field “No. of shares”. Except for resolution no. 3 and resolution no. 8, the corresponding number of shares is listed below:

| Type of vote you wish to cast | The corresponding no. of shares |
|-------------------------------|---------------------------------|
| For | 1 share |
| Against | 2 shares |
| Abstain | 3 shares |

For resolution no. 3, the number of shares represents the number of votes cast for the respective candidate for member of Supervisory Committee. The total number of shares to be filled for sub-resolution nos. 3.01 and 3.02 together should not exceed twice the number of shares held by a shareholder.

For resolution no. 8, the number of shares represents the number of votes cast

for the respective director candidate. The total number of shares to be filled for sub-resolution nos. 8.01 and 8.02 together should not exceed twice the number of shares held by a shareholder.

5) Confirm the completion of the poll

4. Remarks:

- 1) Each resolution can only be voted on once; once a vote is cast, it cannot be revoked;
- 2) Vote, which does not meet the abovementioned requirements, is regarded as an 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 also be found there.

II. The procedure for Internet voting

Shareholders who wish to vote through the Internet voting system should log on 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

Shareholders can use service codes or digital certificates to conduct identity verification.

To apply for a service code, please go to the code service section on <http://wltp.cninfo.com.cn> and fill in the relevant information including your name, id number, stock account and set up a 6 to 8-digit service code. If the application is successful, the system will generate a 4-digit activation code. Shareholders can activate their service code by entering the activation code similar to the purchase of stocks via the trading system of SZSE. It takes half a day after the completion of activation before the service code can be used. If the activation is completed before 11:30 am, the service code can start to be used at 13:00 on the same day; if the activation code is completed after 11:30 am, the service code can start to be used on the following day.

| Stock | Purchase Price | No. of Shares to be Purchased |
|--------------|-----------------------|--------------------------------------|
| 369999 | RMB1.00 | Activation code |

The service code shall always remain valid after activation and need not be reactivated for online voting of other companies. If the code is forgotten after activation, please reapply after reporting via the trading system of SZSE. The reporting procedure for forgotten code is also carried out via the trading

system of SZSE and is similar to the activation procedure.

| Stock | Purchase Price | No. of Shares to be Purchased |
|--------------|-----------------------|--------------------------------------|
| 369999 | RMB2.00 | Any whole number greater than 1 |

Digital certificates can be applied through the Shenzhen Securities Information Co., Ltd. or its authorised certificate issuing organizations. For business enquiry, please call 0755-25918485/25918486. Please also refer to the “Certificate Service” section of the Internet voting system (<http://wltp.cninfo.com.cn>) 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 19 March 2013 and ends at 15:00 on 20 March 2013.