



China Vanke Co., Ltd.

Notice Regarding 2013 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. Venue: Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen
3. Voting methods: On-site voting
4. Time: 9:30 on 28 March 2014

II. Agenda of the AGM

1. To consider the Directors' Report for the year 2013
2. To debrief independent directors' report on their fulfilment of duties for the year 2013
3. To consider the Report of Supervisory Committee for the year 2013
4. To consider the annual report and the audited financial report for the year 2013
5. To consider the proposal on profit appropriation and dividend distribution for the year 2013
6. To consider the resolution regarding the reappointment of certified public accountants for the year 2014
7. The re-election of retiring directors of the Company
8. To consider the resolution regarding the by-election of a supervisor
9. To consider the resolution regarding purchase of liability insurance for directors, supervisors, and senior management members

For details on the above-mentioned agenda, please refer to the “Announcement of Resolutions Approved at the Thirteenth Meeting of the Sixteenth Board of Directors”, “Announcement of Resolutions Approved at the Fourth Meeting Of The Eighth Supervisory Committee”, published on China Securities Journal, Securities Times, Shanghai Securities News, and Securities Daily on 7 March 2014.

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 19 March 2014, 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 24 March

2014 (19 March 2014 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.

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 20 March to 27 March 2014, and 8:30 – 9:10 on 28 March 2014. (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. 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)

VI. 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, 7 March 2014

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 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 resolution | Resolutions | Voting | | |
|-------------------------------|--|---|---------|---------|
| | | For | Against | Abstain |
| 1 | Directors' Report for the year 2013 | | | |
| 2 | Report of Supervisory Committee for the year 2013 | | | |
| 3 | The annual report and the audited financial report for the year 2013 | | | |
| 4 | The proposal on profit appropriation and dividend distribution for the year 2013 | | | |
| 5 | The resolution regarding the reappointment of certified public accountants for the year 2014 | | | |
| 6 | Re-election of retiring directors of the Company | Cumulative voting is used for the director candidates and independent director candidates under this resolution. Please fill in the number of votes | | |
| | Cumulative voting for director candidates (the total number of votes for director candidates should not exceed seven times of the number of shares held by the shareholder). | | | |
| 6.1 | Director candidate Wang Shi | (No. of shares) | | |
| 6.2 | Director candidate Qiao Shibo | (No. of shares) | | |

| | | |
|--|--|---|
| 6.3 | Director candidate Yu Liang | (No. of shares) |
| 6.4 | Director candidate Sun Jianyi | (No. of shares) |
| 6.5 | Director candidate Wei Bin | (No. of shares) |
| 6.6 | Director candidate Chen Ying | (No. of shares) |
| 6.7 | Director candidate Wang Wenjin | (No. of shares) |
| Cumulative voting for independent director candidates (the total number of votes for independent director candidates should not exceed four times of the number of shares held by the shareholder) | | |
| 6.8 | Independent director candidate Zhang Liping | (No. of shares) |
| 6.9 | Independent director candidate Hua Sheng | (No. of shares) |
| 6.10 | Independent director candidate Elizabeth Law | (No. of shares) |
| 6.11 | Independent director candidate Hai Wen | (No. of shares) |
| 7 | Supervisor by-election | Please fill in the number of votes (the number of votes should not exceed the number of shares held by the shareholder) |
| 7.1 | Supervisor candidate Xie Dong | (No. of shares) |
| 8 | Resolution regarding purchase of liability insurance for directors, supervisors, and senior management members | |

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: 2014