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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CHINA VANKE CO., LTD.**, you should at once hand this circular and the accompanying proxy form and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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vanke 万科
CHINA VANKE CO., LTD.*
萬科企業股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2202)

**REPURCHASE OF THE COMPANY'S A SHARES
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING
AND
H SHAREHOLDERS CLASS MEETING**

IMPORTANT NOTICE: PLEASE NOTE THAT THE SOLE PURPOSE OF DISTRIBUTING THIS CIRCULAR IS TO PROVIDE THE SHAREHOLDERS OF CHINA VANKE CO., LTD. WITH INFORMATION REGARDING THE SPECIFIC APPROVAL TO REPURCHASE THE COMPANY'S A SHARES, SO THAT THE SHAREHOLDERS OF CHINA VANKE CO., LTD. MAY MAKE AN INFORMED DECISION ON VOTING IN RESPECT OF THE RESOLUTIONS TO BE TABLED AT THE EXTRAORDINARY GENERAL MEETING AND H SHAREHOLDERS CLASS MEETING.

A notice convening the EGM and H Shareholders Class Meeting to be held at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC at 3:00 p.m. on Monday, 31 August 2015 is set out on pages 9 to 14 of this circular. A proxy form for use in connection with the EGM and H Shareholders Class Meeting, respectively, together with the respective reply slip, is enclosed herewith. Whether or not you intend to attend the EGM and/or H Shareholders Class Meeting, you are requested to complete and return the proxy form accompanying this circular in accordance with the instructions printed thereon, as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM and H Shareholders Class Meeting.

Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM and/or H Shareholders Class Meeting or any adjourned meeting should you so wish.

* *For identification purpose only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Share(s)”	domestic ordinary shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Shenzhen Stock Exchange and traded in RMB
“A Shareholder(s)”	Holder(s) of the A Shares
“A Shareholders Class Meeting”	the first class meeting of the A Shareholders for 2015 to be held by the Company at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC at 3:00 p.m. (or immediately after the conclusion or adjournment of the EGM) on Monday, 31 August 2015 to consider and approve the resolutions set out in this circular
“Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Board of Directors” or “Board”	the board of Directors
“Company”	China Vanke Co., Ltd.* (萬科企業股份有限公司), a joint stock company incorporated in the PRC with limited liability on 30 May 1984, the H shares of which are listed on the Hong Kong Stock Exchange and the A Shares of which are listed on the Shenzhen Stock Exchange
“core connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the first extraordinary general meeting in 2015 to be held by the Company at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC at 3:00 p.m. on Monday, 31 August 2015 for the Shareholders to consider and approve the resolutions set out in the Notice of EGM and H Shareholders Class Meeting
“H Share(s)”	the overseas-listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Share Registrar”	Computershare Hong Kong Investor Services Limited

DEFINITIONS

“H Shareholder(s)”	the holder(s) of H Shares
“H Shareholders Class Meeting”	the first class meeting of the H Shareholders for 2015 to be held by the Company at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC at 3:00 p.m. (or immediately after the conclusion or adjournment of the EGM and the A Shareholders Class Meeting) on Monday, 31 August 2015 to consider and approve the resolutions set out in this circular
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	14 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice of EGM and H Shareholders Class Meeting”	the notice of the EGM and H Shareholders Class Meeting as set out on pages 9 to 14 of this circular
“PRC”	the People’s Republic of China excluding, for the purposes of this circular only, Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares of the Company, including the A Share(s) and the H Share(s)
“Shareholder(s)”	holder(s) of Shares
“Specific Approval”	the specific approval proposed to be granted by the Shareholders to the Directors to authorise them to repurchase A Shares as more particularly set out in this circular
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time

LETTER FROM THE BOARD

vanke 万科
CHINA VANKE CO., LTD.*
萬科企業股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2202)

Board of Directors:

Executive Directors

Mr. WANG Shi

Mr. YU Liang

Mr. WANG Wenjin

Non-executive Directors

Mr. QIAO Shibo

Mr. SUN Jianyi

Mr. WEI Bin

Mr. CHEN Ying

Independent non-executive Directors

Mr. ZHANG Liping

Mr. HUA Sheng

Ms. LAW Elizabeth

Mr. HAI Wen

**Registered Address and Address
of Head Office:**

Vanke Center,

No. 33 Huanmei Road,

Dameisha, Yantian District,

Shenzhen, the PRC

17 July 2015

To the Shareholders

Dear Sir or Madam,

**REPURCHASE OF THE COMPANY'S A SHARES
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING
AND
H SHAREHOLDERS CLASS MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 6 July 2015 in relation to the Board resolution on the repurchase of the Company's A Shares within the cap amount of RMB10 billion.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding the Specific Approval to repurchase the Company's A Shares in order to allow you to make an informed decision on voting in respect of the resolutions to be proposed at the EGM and H Shareholders Class Meeting.

REPURCHASE OF THE COMPANY'S A SHARES

At the EGM, A Shareholders Class Meeting and H Shareholders Class Meeting, special resolutions will be proposed to the Shareholders, A Shareholders and H Shareholders, respectively, to consider and, if thought fit, approve that (a) the Specific Approval which will enable the Directors to exercise the powers of the Company to repurchase A Shares of the Company up to a maximum amount of RMB10 billion as at the date of passing of such resolutions, and (b) the Directors be authorised to handle matters in relation to and associated with the Specific Approval.

It is proposed that the repurchase price of the Company's A shares should not exceed RMB13.70 per share, which was the closing price of the Company's A shares on 3 July 2015. The Company will repurchase its A Shares by taking into consideration the share price change during the implementation of the Specific Approval as well as the Company's operational situation and the net asset value per share. If the Specific Approval is fully implemented, it is expected that the total number of A Shares repurchased will be no less than 729,927,000 A Shares, amounting to no less than 6.60% of the Company's total issued share capital as of the Latest Practicable Date.

The Specific Approval, if approved at the EGM, A Shareholders Class Meeting and H Shareholders Class Meeting, will expire upon the earliest of: (a) 31 December 2015; or (b) the date when the cap amount of RMB10 billion has been reached.

The explanatory statement, as required under the Listing Rules, to provide the requisite information of the proposed Specific Approval to the Shareholders for consideration to make an informed decision as to whether to vote for or against the resolutions in respect of the Specific Approval at the EGM, A Shareholders Class Meeting and H Shareholders Class Meeting, is set out in Appendix I hereto.

EXTRAORDINARY GENERAL MEETING AND H SHAREHOLDERS CLASS MEETING

The Company proposes to convene the EGM, A Shareholders Class Meeting and H Shareholders Class Meeting in sequence at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC from 3:00 p.m. on Monday, 31 August 2015 to approve the proposed resolutions in relation to the Specific Approval by way of special resolution.

The Notice of EGM and H Shareholders Class Meeting is set out on pages 9 to 14 of this circular.

A proxy form and a reply slip for use at the EGM and H Shareholders Class Meeting, respectively, are enclosed with this circular. Whether or not you intend to attend the EGM and/or H Shareholders Class Meeting, you are requested to complete and return the respective proxy form in accordance with the instructions printed thereon. To be valid, for holders of A

LETTER FROM THE BOARD

Shares, the respective proxy form for the EGM, together with the notarised power of attorney or other document of authorisation (if any), must be delivered to the office of the Board of the Company at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, PRC (post code: 518083) not less than 24 hours before the time appointed for the EGM. In order to be valid, for holders of H Shares, the above documents must be delivered to the H Share Registrar, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time appointed for the EGM and H Shareholders Class Meeting or any adjournment thereof.

The register of members of H Shares of the Company will be closed from 1 August 2015 to 31 August 2015 (both days inclusive), during which time no share transfers of H Shares will be effected. For those holders of H Shares, who intend to attend the EGM and H Shareholders Class Meeting, the shares and the registration documents must be delivered to the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wai Chai, Hong Kong no later than 4:30 p.m. on Friday, 31 July 2015. The holders of the Company's H Shares whose names appear on the register of members of the Company on Monday, 31 August 2015 are entitled to attend and vote in respect of the resolutions to be proposed at the EGM and H Shareholders Class Meeting.

The Articles of Association provide that Shareholders who intend to attend the EGM and H Shareholders Class Meeting shall lodge a written reply to the Company 20 days before the date of the EGM and H Shareholders Class Meeting (10 August 2015).

You are urged to complete and return the respective proxy form and reply slip whether or not you will attend the EGM and/or H Shareholders Class Meeting. Completion and return of the respective proxy form will not preclude you from attending and voting at the EGM and/or H Shareholders Class Meeting or any adjournment thereof should you so wish.

VOTE BY POLL

Pursuant to Rule 13.39(4) of the Listing Rule, all votes of the Shareholders at the EGM and all votes of H Shareholders at the H Shareholders Class Meeting must be taken by poll.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the special resolutions in relation to the Specific Approval to repurchase the Company's A Shares are in the best interests of the Company as well as its Shareholders. As such, the Directors (including the independent non-executive Directors) recommend the Shareholders vote in favour of the relevant resolutions set out in the Notice of EGM and H Shareholders Class Meeting.

By order of the Board
China Vanke Co., Ltd.
Wang Shi
Chairman

This appendix serves as an explanatory statement, as required under the Listing Rules, to provide the requisite information to the Shareholders for their consideration of the proposed Specific Approval.

1. NUMBER OF A SHARES PROPOSED TO BE REPURCHASED

Subject to the conditions of the cap limit of not more than RMB10 billion and the repurchase price of not more than RMB13.70 per share as set out in the Notice of EGM and H Shareholders Class Meeting, the Company will repurchase its A Shares by taking into consideration the change of share price during the implementation of the Specific Approval as well as the Company's operational situation and the net asset value per share. If the Specific Approval is fully implemented, it is expected that the total number of A Shares repurchased by the Company will be no less than 729,927,000 A Shares, amounting to no less than 6.60% of the Company's total issued share capital. The aggregate number of Shares which the Company is authorised to repurchase shall not exceed 10% of the number of Shares in issue at the date of passing of the relevant resolutions.

Reasons for Repurchase

In view of the recent instability of the A Share market, the Directors believe that the Specific Approval affords the Company the flexibility and ability in pursuing the best interests for the Company and its Shareholders and to protect investors' interests. Such repurchases will, depending on market conditions, be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

2. SOURCE OF FUNDS

In repurchasing A Shares of the Company, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of PRC and the Listing Rules, as the case may be.

The Directors propose that such A Shares repurchases, if and when effected, would be appropriately financed by the Company's internal resources.

3. IMPACT ON WORKING CAPITAL

As compared with the financial position of the Company as of 31 December 2014 (being the date to which the latest audited accounts of the Company were made up), the Directors consider that there will not be a material adverse impact on the working capital or the gearing position of the Company in the event that the Specific Approval was to be exercised in full during the proposed repurchase period.

4. PRESENT INTENTION OF THE DIRECTORS AND CLOSE ASSOCIATES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules) have any present intention to sell any A Shares to the Company under the Specific Approval if such resolution is approved by the Shareholders.

5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases of A Shares pursuant to Special Resolution 1 as set out in the Notice of EGM and H Shareholders Class Meeting in accordance with the Listing Rules and the applicable laws of PRC.

6. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to repurchase A Shares pursuant to the Specific Approval, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware, China Resources Co., Limited, as a beneficial owner, directly held 1,645,494,720 A shares of the Company, and its wholly-owned subsidiary, China Resources Trade Co., Ltd. (中潤國內貿易有限公司), as a beneficial owner, directly held 6,840,570 A Shares of the Company. China Resources Co., Limited, together with its subsidiary ("China Resources Group"), held 1,652,335,290 A shares of the Company in aggregate, representing 16.98% of the Company's A shares and 14.96% of the Company's total Shares. If the Specific Approval is fully exercised, the interest of China Resources Group in the Company will be increased to approximately 16.01%. In the opinion of the Directors, such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase of A Shares made under the Specific Approval.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not purchased any Shares (whether on the Hong Kong Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

The Directors have no present intention to repurchase any A Shares pursuant to the Specific Approval.

8. CORE CONNECTED PERSONS

No core connected persons have notified the Company that they have a present intention to sell A Shares to the Company, or have undertaken not to do so, in the event that the Specific Approval is approved by the Shareholders.

9. MARKET PRICES

The highest and lowest closing prices at which the A Shares were traded on the Shenzhen Stock Exchange during each of the previous 12 months were as follows:

	A Shares	
	Lowest	Highest
	<i>RMB</i>	<i>RMB</i>
2014		
August	9.01	9.98
September	9.10	9.86
October	8.74	9.80
November	9.14	11.00
December	10.46	13.90
2015		
January	12.06	15.29
February	11.74	13.53
March	11.53	14.97
April	13.19	15.25
May	13.41	15.87
June	12.80	16.25
July (as of the Latest Practicable Date)	12.81	15.82

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING AND
H SHAREHOLDERS CLASS MEETING**

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CHINA VANKE CO., LTD.*
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(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2202)

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING
AND
H SHAREHOLDERS CLASS MEETING**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of the Company in 2015 (“**EGM**”), the first class meeting of the holders of A Shares of the Company for 2015 (“**A Shareholders Class Meeting**”) and the first class meeting of the holders of H Shares of the Company for 2015 (“**H Shareholders Class Meeting**”) (collectively, the “**Meetings**”) of China Vanke Co., Ltd. (the “**Company**”) will be convened by the board of directors of the Company in sequence from 3:00 p.m. on Monday, 31 August 2015 at Vanke Center, No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, PRC.

I. MATTERS TO BE CONSIDERED AND APPROVED AT THE EGM

The following resolutions will be considered and, if thought fit, approved by the Shareholders of the Company at the EGM:

SPECIAL RESOLUTIONS

“**THAT**

1. Resolution regarding the proposal for the specific approval to be granted to the Board of Directors to repurchase the Company's A shares within the cap amount of RMB10 billion (“Specific Approval”)

i. Method of the share repurchase

To authorize the Board to determine.

ii. Price range of the share repurchase

In order to protect investors' interests, the proposed price of the repurchase of the Company's A Shares should not exceed RMB13.70 per share, which was the closing price of the Company's A Shares on 3 July 2015.

The price cap of the repurchase will be adjusted from ex-right and ex-dividend date in view of bonus shares, capitalization or cash dividends during the share repurchase period.

* For identification purpose only

NOTICE OF THE EXTRAORDINARY GENERAL MEETING AND H SHAREHOLDERS CLASS MEETING

iii. Type, quantity and proportion to the total issued share capital

Type of share repurchase: A shares of the Company

Quantity and proportion to the total issued share capital: Subject to the conditions of the cap limit of not more than RMB10 billion and the price of not more than RMB13.70 per share, the Company will repurchase its A Shares by taking into consideration the share price change during the implementation of the Specific Approval as well as the Company's operational situation and the net asset value per share. If the Specific Approval is fully implemented, it is expected the total number of A Shares repurchased will be no less than 729,927,000 A Shares, accounting to no less than 6.60% of the Company's total issued share capital. The actual amount of A Shares repurchased shall be determined upon the expiration of the Relevant Period.

iv. The total proceeds of the share repurchase and the source of funding

The capital amount for the repurchase of the Company's A Shares shall not exceed RMB10 billion and is funded by the Company.

v. The period of share repurchase

The period of the share repurchase starts from the date of passing of the respective resolutions at the Company's Meetings to 31 December 2015. If, during this period, the cap amount of RMB10 billion has been reached, the Specific Approval is therefore fully implemented, meaning that the validity of share repurchase is finished in advance of its expiry. With the authorization of the shareholders' meeting and the Board, the Company will consider and implement the share repurchase during the implementation period according to the market situation.

vi. The validity period of the resolution

The Specific Approval, if approved, will expire at the earliest of: (a) 31 December 2015; or (b) the date when the cap amount of RMB10 billion has been reached.

For the purposes of this resolution,

'Relevant Period' means the period from the passing of the respective resolutions until whichever is the earliest of:

- (a) 31 December 2015; or
- (b) the date when the cap amount of RMB10 billion has been reached.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING AND H SHAREHOLDERS CLASS MEETING

2. To authorize the Board to handle matters in relation to and associated with the resolution of the repurchase of Company's A Shares

To facilitate the repurchase of the Company's A shares under the Specific Approval, the Board is hereby authorised to handle matters during the repurchase of the Company's A shares, including:

- i. To determine, according to the share repurchase report, matters relating to the repurchase of A shares, including its method, time, price and quantity etc;
- ii. To handle, after the completion of A share repurchase, the amendments of the Articles of Association and the change of the Company's registered capital;
- iii. To authorize the Board to handle other matters relating to A Share repurchase according to any relevant laws and regulations as appropriate;
- iv. The authorization starts from the date of the passing of the aforementioned resolutions at the Meetings to the completion of the relevant authorized matters."

II. MATTERS TO BE CONSIDERED AND APPROVED AT THE H SHAREHOLDERS CLASS MEETING

The following resolutions will be considered and, if thought fit, approved by the holders of H Shares of the Company at the H Shareholders Class Meeting:

SPECIAL RESOLUTIONS

"THAT

1. Resolution regarding the proposal for the specific approval to be granted to the Board of Directors to repurchase the Company's A shares within the cap amount of RMB10 billion ("Specific Approval")

i. Method of the share repurchase

To authorize the Board to determine.

ii. Price range of the share repurchase

In order to protect investors' interests, the proposed price of the repurchase of the Company's A Shares should not exceed RMB13.70 per share, which was the closing price of the Company's A Shares on 3 July 2015.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING AND H SHAREHOLDERS CLASS MEETING

The price cap of the repurchase will be adjusted from ex-right and ex-dividend date in view of bonus shares, capitalization or cash dividends during the share repurchase period.

iii. Type, quantity and proportion to the total issued share capital

Type of share repurchase: A shares of the Company

Quantity and proportion to the total issued share capital: Subject to the conditions of the cap limit of not more than RMB10 billion and the price of not more than RMB13.70 per share, the Company will repurchase its A Shares by taking into consideration the share price change during the implementation of the Specific Approval as well as the Company's operational situation and the net asset value per share. If the Specific Approval is fully implemented, it is expected the total number of A Shares repurchased will be no less than 729,927,000 A Shares, accounting to no less than 6.60% of the Company's total issued share capital. The actual amount of A Shares repurchased shall be determined upon the expiration of the Relevant Period.

iv. The total proceeds of the share repurchase and the source of funding

The capital amount for the repurchase of the Company's A Shares shall not exceed RMB10 billion and is funded by the Company.

v. The period of share repurchase

The period of the share repurchase starts from the date of passing of the respective resolutions at the Company's Meetings to 31 December 2015. If, during this period, the cap amount of RMB10 billion has been reached, the Specific Approval is therefore fully implemented, meaning that the validity of share repurchase is finished in advance of its expiry. With the authorization of the shareholders' meeting and the Board, the Company will consider and implement the share repurchase during the implementation period according to the market situation.

vi. The validity period of the resolution

The Specific Approval, if approved, will expire at the earliest of: (a) 31 December 2015; or (b) the date when the cap amount of RMB10 billion has been reached.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING AND H SHAREHOLDERS CLASS MEETING

For the purposes of this resolution,

‘Relevant Period’ means the period from the passing of the respective resolutions until whichever is the earliest of:

- (a) 31 December 2015; or
- (b) the date when the cap amount of RMB10 billion has been reached.

2. To authorize the Board to handle matters in relation to and associated with the resolution of the repurchase of Company’s A Shares

To facilitate the repurchase of the Company’s A shares under the Specific Approval, the Board is hereby authorised to handle matters during the repurchase of the Company’s A shares, including:

- i. To determine, according to the share repurchase report, matters relating to the repurchase of A shares, including its method, time, price and quantity etc;
- ii. To handle, after the completion of A share repurchase, the amendments of the Articles of Association and the change of the Company’s registered capital;
- iii. To authorize the Board to handle other matters relating to A Share repurchase according to any relevant laws and regulations as appropriate;

The authorization starts from the date of the passing of the aforementioned resolutions at the Meetings to the completion of the relevant authorized matters.”

By order of the Board
China Vanke Co., Ltd.
Tan Huajie
Company Secretary

17 July 2015

NOTICE OF THE EXTRAORDINARY GENERAL MEETING AND H SHAREHOLDERS CLASS MEETING

Notes:

1. The register of members of H Shares of the Company will be closed from 1 August 2015 to 31 August 2015 (both days inclusive), during which time no share transfers of H Shares will be effected. For those holders of H Shares who intend to attend the EGM and/or H Shareholders Class Meeting, the shares and the registration documents must be delivered to the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 31 July 2015. The holders of the Company's H Shares whose names appear on the register of members of the Company on Monday, 31 August 2015 are entitled to attend and vote in respect of the resolutions to be proposed at the EGM and/or H Shareholders Class Meeting.
2. Each shareholder entitled to attend and vote at the EGM and/or H Shareholders Class Meeting may appoint one or more proxies to attend and vote on his behalf at this EGM and/or H Shareholders Class Meeting. A proxy need not be a shareholder.
3. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
4. The proxy form and the instrument appointing a proxy must be in writing under the hand of the shareholder or his attorney duly authorised in writing, or if the shareholder is a legal person, either under seal or under the hand of a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised. To be valid, for holders of A Shares, the notarised power of attorney or other document of authorisation and the proxy form must be delivered to the office of the Board not less than 24 hours before the time appointed for the holding of the EGM. In order to be valid, for holders of H shares, the above documents must be delivered to the H Share Registrar not less than 24 hours before the time appointed for the EGM and/or H Shareholders Class Meeting or any adjournment thereof.
5. Shareholders who intend to attend the EGM and/or H Shareholders Class Meeting in person or by proxy should return the reply slip accompanying each notice of EGM and/or H Shareholders Class Meeting to the office of the Board 20 days before the date of EGM and/or H Shareholders Class Meeting (10 August 2015) by hand, by post or by fax.
6. This EGM and H Shareholders Class Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending this EGM and/or H Shareholders Class Meeting are responsible for their own transportation and accommodation expenses.
7. The address of the office of the Board is as follows:

Vanke Centre
No. 33 Huanmei Road, Dameisha, Yantian District, Shenzhen, the PRC
Postal code: 518083

Contact person: Mr. Liang Jie, Mr. Ji Jianghua
Tel: 86 (755) 2560 6666
Fax: 86 (755) 2553 1696
8. Each Shareholder (or his or her proxy) shall exercise his or her voting rights by way of poll.
9. As of the date of this notice, the executive Directors are Mr. WANG Shi, Mr. YU Liang and Mr. WANG Wenjin; the non-executive Directors are Mr. QIAO Shibo, Mr. SUN Jianyi, Mr. WEI Bin and Mr. CHEN Ying; and the independent non-executive Directors are Mr. ZHANG Liping, Mr. HUA Sheng, Ms. LAW Elizabeth and Mr. HAI Wen.